溫州康寧醫院股份有限公司

Wenzhou Kangning Hospita

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The amended Articles of Association will become effective upon consideration and approval at the general meeting of the Company and the Class Meetings, and prior to that, the Company applies the Articles of Association currently in force.

The Company will convene the general meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to approve the Proposed Amendments to the Articles of Association and authorize any one director to modify the wordings of the Proposed Amendments as he/she thinks appropriate (such modification will not be required to be approved by the shareholders) and execute all such documents and/or do all such acts as the director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from the Proposed Amendments. A circular and notice containing, among others, details of the Proposed Amendments to the Articles of Association is expected to be dispatched to the shareholders as soon as reasonably practicable.

By order of the Board
Wenzhou Kangning Hospital Co., Ltd.
GUAN Weili
Chairman

Zhejiang, the People's Republic of China
September 4, 2023

As of the date of this announcement, the Company's executive directors are Mr. GUAN Weili, Ms. WANG Lianyue and Mr. WANG Jian; the non-executive directors are Mr. QIN Hao and Mr. LI Changhao; and the independent non-executive directors are Ms. ZHONG Wentang, Ms. JIN Ling and Mr. CHAN Sai Keucia9ll.

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before amendment	After amendment	Reason for amendment
1	Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the "Company Law"), the Securities Law of PRC (the "Securities Law"), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and other relevant provisions.	Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the "Company Law"), the Securities Law of PRC (the "Securities Law"), the Special Provisions of the	

No.	Before amendment	After amendment	Reason for amendment
2	Article 2 ...... with the Business License (registration number 33030000004 4161) granted.	Article 2 ...... with the Business License (~~registration number 330300000044161~~**Unified social credit code: 91330300254421649G**) granted.	/
3	Article 9 ...... Without prejudice to the provisions of Article 244, and according to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management.	Article 9 ...... ~~Without prejudice to the provisions of Article 244, and~~ **A**~~a~~ccording to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management.	The amendment was made accordingly due to the original Article 244 is required to be deleted as the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions" Ardemtd) 116 (may Mandatory Artdment wa2eTh

No.	Before amendment	After amendment	Reason for amendment
6	Article 17 The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as “foreign shares”		w

<table>
<tr><th>No.</th><th>Before amendment</th><th>After amendment</th><th>Reason for amendment</th></tr>
<tr><td></td><td>Upon the increase in the registered capital in March 2015, the name of shareholders of the Company, number of subscribed shares and their proportion in the share capital are set out as follows:
<table>
<tr><th>No.</th><th>Name of promoters</th><th>Shareholding (share)</th><th>Percentage of shareholding</th></tr>
<tr><td>1.</td><td>Guan Weili</td><td>19,810,250</td><td>37.5194%</td></tr>
<tr><td>2.</td><td>Guangzhou GL Capital Investment Fund L.P.</td><td>15,384,541</td><td>29.1374%</td></tr>
<tr><td>3.</td><td>Wang Hongyue</td><td>5,304,350</td><td>10.0461%</td></tr>
<tr><td>4.</td><td>Beijing CDH Weixin Venture Capital L.P.</td><td>3,838,754</td><td>7.2704%</td></tr>
<tr><td>5.</td><td>Wang Lianyue</td><td>3,794,500</td><td>7.1866%</td></tr>
<tr><td>6.</td><td>Beijing CDH Weisen Venture Capital L.P.</td><td>2,667,605</td><td>5.0523%</td></tr>
<tr><td>7.</td><td>Ningbo Xinshi Kangning Investment Management L.P.</td><td>1,543,000</td><td>2.9223%</td></tr>
<tr><td>8.</td><td>Ningbo Enci Kangning Investment Management L.P.</td><td>258,000</td><td>0.4886%</td></tr>
<tr><td>9.</td><td>Ningbo Renai Kangning Investment Management L.P.</td><td>199,000</td><td>0.3769%</td></tr>
<tr><td colspan="2">Total</td><td>52,800,000</td><td>100%</td></tr>
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No.	Before amendment	After amendment	Reason for amendment
8	Article 19 Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the "CSRC") and the Hong Kong Stock Exchange, the Company has issued not more than 20,240,000 H shares (including H shares issued upon the exercise of the Over-allotment Option). In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資 管理合夥企業(有限合夥)), Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資 管理合夥企業(有限合夥)), Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資 管理合夥企業(有限合夥)), Wenzhou Jiate Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥)) and Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業		

No.	Before amendment	After amendment	Reason for amendment
	Upon completion of the aforesaid transfer of domestic shares, the Company has a registered capital of RMB74,600,300. The shareholding structure is as follows: 74,600,300 ordinary shares, comprising 19,340,300 H shares and 55,260,000 domestic shares, which include:		

No.	Name of shareholders	Shareholding (shares)	Percentage of [illegible]

No.	Before amendment				After amendment				Reason for amendment
	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding	~~No.~~	~~Name of shareholders~~	~~Shareholding (shares)~~	~~Percentage of shareholding~~	
	8	Qingdao Jinshi Haona Investment Co., Ltd. (青島金石灝汭投資有限公司)	2,780,000	3.7265%	~~8~~	~~Qingdao Jinshi Haona Investment Co., Ltd. (青島金石灝汭投資有限公司)~~	~~2,780,000~~	~~3.7265%~~	
	9	Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企業(有限合夥))	1,987,356	2.6640%					
	10	Cheng Xiaoling	844,875	1.1325%					
	11	Ningbo Xinshi Kangning Investment Management L.P. (寧波信實康寧投資管理合夥企業(有限合夥))	743,000	0.9961%					
	12	Ningbo Enci Kangning Investment Management L.P. (寧波恩慈康寧投資管理合夥企業(有限合夥))	258,000	0.3458%					
	13	Ningbo Renai Kangning Investment Management L.P (寧波仁愛康寧投資管理合夥企業(有限合夥))	199,000	0.2668%					
	14	Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥))	804,794	1.0788%					

No.	Before amendment				After amendment				Reason for amendment
	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding	~~No.~~	~~Name of shareholders~~	~~Shareholding (shares)~~	~~Percentage of shareholding~~	
	15	Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))	788,921	1.0575%	~~15~~	~~Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))~~	~~788,921~~	~~1.0575%~~	
	16	Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))	407,832	0.5467%	~~16~~	~~Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))~~	~~407,832~~	~~0.5467%~~	
	17	Wenzhou Jiate Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	267,431	0.3585%	~~17~~	~~Wenzhou Jiate Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))~~	~~267,431~~	~~0.3585%~~	
	18	Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	191,022	0.2561%	~~18~~	~~Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))~~	~~191,022~~	~~0.2561%~~	
	19	Public shareholders of H shares	19,340,300	25.9252%	~~19~~	~~Public shareholders of H shares~~	~~19,340,300~~	~~25.9252%~~	
	Total		74,600,300	100%	~~Total~~		~~74,600,300~~	~~100%~~	

No.	Before amendment	After amendment	Reason for amendment
9	Article 21 After the plans for issuing overseas-listed foreign shares and domestic shares have been approved by the securities regulatory authorities under the State Council, the Company's Board may arrange for implementation of such plans by means of separate issuances. The Company's plan for issuance of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the securities regulatory authorities under the State Council, unless otherwise stipulated by the securities regulatory authorities under the State Council.	/	This article was deleted as the Mandatory Provisions was abolished
10	Article 22 Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plans, 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 tranches, subject to the approval of the securities regulatory authorities under the State Council.	/	This article was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
11	Article 23 At its establishment, the Company had a registered capital of RMB50,000,000. Upon completion of the issue of H shares, the registered capital of the Company is RMB73,040,000. Upon completion of non-public issue of domestic shares in August 2018, the Company had a registered capital of RMB75,500,000. Prior to cancellation of repurchase of H shares in July 2020, the Company had a registered capital of RMB75,500,000.th43		

No.	Before amendment	After amendment	Reason for amendment
13	Article 27 If a director, supervisor or senior management of the Company, or a shareholder holding more than 5% of the shares of the Company sells the shares of the Company within six months after buying those shares, or buys the shares within six months after selling those shares, all the gains arising thereof shall belong to the Company, and such gains shall be collected by the Board of the Company. But		

No.	Before amendment	After amendment	Reason for amendment
14	Article 33 In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts. The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired. The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder. 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 capped 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 3~~3~~**0** In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts. The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired. The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder. ~~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 capped 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.~~	Certain contents of this article were deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
18	CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS Article 40 The Company's shares shall be in registered form. In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed. The Company may take the form of overseas depositary receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.	CHAPTER ~~6~~**5** SHARE CERTIFICATES ~~AND REGISTER OF SHAREHOLDERS~~ Article ~~40~~**33** The Company's shares shall be in registered form. In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed. The Company may take the form of overseas depositary receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.	1. The adjustment to the chapter title with reference to the Guidelines on Articles of Association, and the subsequent chapter titles were amended accordingly, which is also applicable to the same situation below; 2. Certain contents of this article were deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
	During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements: (1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Provisions and other relevant laws, administrative regulations and these Articles of Association.	~~During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:~~ ~~(1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Provisions and other relevant laws, administrative regulations and these Articles of Association.~~	

No.	Before amendment	After amendment	Reason for amendment
	(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.	~~(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.~~	

No.	Before amendment	After amendment	Reason for amendment
	(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder. (4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.	~~(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder.~~ ~~(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.~~	
19	Article 41 The share certificates shall be signed by the chairman of the Board. Where the signatures of senior management of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such senior management. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. Under authorization of the Board, the Company may stamp on share certificate. The signature of legal representative or of senior management on the share certificates may also be in printed form. In the circumstance of paperless issuance and trading of the shares of the Company, provisions otherwise provided by local securities regulatory authorities of the place(s) in which shares of the Company are listed shall prevail.	~~/~~	This article was deleted as the Mandatory Provisions was abolished and currently the paperless regime has been implemented when issuing shares

No.	Before amendment	After amendment	Reason for amendment
20	Article 42 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars: (1) The name, address (domicile), occupation 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 is registered as a shareholder; (6) The date on which each shareholder ceases to be a shareholder. The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.	Article ~~42~~**34** The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, ~~and shall enter therein the following particulars:~~**which is the conclusive evidence of shareholders' holding of the Company's shares. Shareholders shall enjoy rights and have obligations according to the class of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.** ~~(1) The name, address (domicile), occupation 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 is registered as a shareholder;~~ ~~(6) The date on which each shareholder ceases to be a shareholder.~~ ~~The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.~~	The amendment was made with reference to the Guidelines on Articles of Association as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
21	Article 44 to Article 46, and Article 49 to Article 52	/	These articles were deleted as the Mandatory Provisions was abolished
23	CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	/	The adjustments, such as deleting this chapter title and including the original articles of this chapter into "CHAPTER 5 SHAREHOLDERS", were made with reference to the Guidelines on Articles of Association
24	Article 53 The Company's shareholders are persons who lawfully hold shares of the Company and whose names have been registered in the register of shareholders. Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations. Shareholders of every class shall enjoy equal rights in the distribution of dividend or distribution in any other form. Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.	Article ~~53~~**38** ~~The Company's shareholders are persons who lawfully hold shares of the Company and whose names have been registered in the register of shareholders.~~ ~~Shareholders shall enjoy rights and have obligations according to the class and number~~ of shares held. Holders of shares of the same	Guidelines on

No.	Before amendment	After amendment	Reason for amendment
	Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms: (1) The Company needs not register more than four persons as joint shareholders for any share; (2) All joint shareholders of any share shall bear the joint liabilities for all the payable amount of the relevant share. In the circumstance of joint shareholders: (1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of revising the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.	~~Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:~~ ~~(1) The Company needs not register more than four persons as joint shareholders for any share;~~ ~~(2) All joint shareholders of any share shall bear the joint liabilities for all the payable amount of the relevant share.~~ ~~In the circumstance of joint shareholders:~~ ~~(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of revising the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.~~	

No.	Before amendment	After amendment	Reason for amendment
	(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the number of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders. Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.	~~(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the number of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.~~ ~~Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.~~	

No.	Before amendment	After amendment	Reason for amendment
25	Article 54 Holders of ordinary shares of the Company shall enjoy the following rights: (1) To receive dividends and profit distributions in other forms according to the number of shares held by them; (2) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law; (3) To monitor, make suggestions or question the Company's operation; (4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association; (5) To obtain relevant information in accordance with these Articles of Association of the Company, which shall include: 1. Obtaining these Articles of Association of the Company after payment of a charge to cover the costs;	Article ~~54~~**39** Holders of ordinary shares of the Company shall enjoy the following rights: (1) To receive dividends and profit distributions in other forms according to the number of shares held by them; (2) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law; (3) To monitor, make suggestions or question the Company's operation; (4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association; (5) **To inspect these Articles of Association, register of shareholders, stubs of corporate bonds, minutes of general meetings, resolutions of the meetings of the Board, resolutions of the meetings of the board of supervisors, and filmjETq 1 0 moster of f00 m187.327 0the board of**	

No.	Before amendment	After amendment	Reason for amendment
	2. Having the right to access and make a copy, after payment of reasonable charges, of: (1) all parts of the register of shareholders; (2) personal information of 8.1 charges,		

No.	Before amendment	After amendment	Reason for amendment
	(7) copy of the latest annual review report which has been filed with the competent administration for industry and commerce or other competent authorities, if applicable. Documents set out in item (1) and items (3) to (7) above and any other applicable documents shall be made available by the		

No.	Before amendment	After amendment	Reason for amendment
26	Article 61 The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation. The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restructuring of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.	Article ~~61~~**<u>46</u>** The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation. The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restructuring of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.	Certain contents of this article were deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
	In addition to the obligations under the law, administrative regulations or the listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, controlling shareholders shall not, in the 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: (1) Discharging the responsibilities of a director or supervisor to act honestly in the best interest of the Company; (2) Approving a director or supervisor (for his own or others' benefit) to deprive the Company of its property in form, including (but not limited to) any opportunities that are favorable to the Company; (3) Approving a director or supervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and passed at the shareholders general meeting in accordance with these Articles of Association.	~~In addition to the obligations under the law, administrative regulations or the listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, controlling shareholders shall not, in the 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:~~ ~~(1) Discharging the responsibilities of a director or supervisor to act honestly in the best interest of the Company;~~ ~~(2) Approving a director or supervisor (for his own or others' benefit) to deprive the Company of its property in form, including (but not limited to) any opportunities that are favorable to the Company;~~ ~~(3) Approving a director or supervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and passed at the shareholders general meeting in accordance with these Articles of Association.~~	

No.	Before amendment	After amendment	Reason for amendment
	The term "controlling shareholder" mentioned in this Article refers to a person who satisfies any one of the following conditions: (1) He, acting individually or in concert with others, may elect more than half of the directors; (2) He, acting individually or in concert with others, may exercise or control the exercise of more than 30% of the Company's voting rights; (3) He, acting individually or in concert with others, holds more than 30% of the issued and outstanding shares of the Company; (4) He, acting individually or in concert with others, actually controls the Company in other ways.	~~The term "controlling shareholder" mentioned in this Article refers to a person who satisfies any one of the following conditions:~~ ~~(1) He, acting individually or in concert with others, may elect more than half of the directors;~~ ~~(2) He, acting individually or in concert with others, may exercise or control the exercise of more than 30% of the Company's voting rights;~~ ~~(3) He, acting individually or in concert with others, holds more than 30% of the issued and outstanding shares of the Company;~~ ~~(4) He, acting individually or in concert with others, actually controls the Company in other ways.~~	
27	CHAPTER 8 GENERAL MEETING	CHAPTER ~~8~~**6** GENERAL MEETING	/
28	Article 63 The general meeting shall exercise the following functions and powers: ...... (12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article 64 of these Articles of Association;	Article ~~63~~**48** The general meeting shall exercise the following functions and powers: ...... (12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article ~~64~~**49** of these Articles of Association;	/

No.	Before amendment	After amendment	Reason for amendment
30	Article 71 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures: (1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall,		

No.	Before amendment	After amendment	Reason for amendment
	(3) If the Board 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 collectively holding more than 10% of the shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting or class meeting. (4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders. (5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves. Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the securities regulatory authority and relevant stock exchange where the Company is located.	(3) If the Board 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 collectively holding more than 10% of the shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting or class meeting. (4) If the board of supervisors agrees to convene the extraordinary general meeting ~~or class meeting~~, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders. (5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves. Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the securities regulatory authority and relevant stock exchange where the Company is located.	

No.	Before amendment	After amendment	Reason for amendment
31	Article 74 ...... If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73 herein, no voting for resolutions shall be carried out at the general meeting.	Article ~~74~~**59** ...... If a notice of general meeting does not specify the proposed resolutions or does not comply with Article ~~73~~**58** herein, no voting for resolutions shall be carried out at the general meeting.	/
32	Article 75 Where an annual general meeting is convened by the Company, it shall inform all shareholders of the time and venue of the meeting and the matters to be considered thereat 20 Hong Kong business days before the meeting is held, and where an extraordinary general meeting is convened, it shall inform all shareholders 10 Hong Kong business days or 15 days (whichever is earlier) before the meeting is held. The announcement of a general meeting served on the holders of overseas-listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received announcement of the relevant general meeting. When calculating the time limit of the notice, the date of the meeting convened shall be excluded.	Article ~~75~~**60** Where an annual general meeting is convened by the Company, it shall inform all shareholders of the time and venue of the meeting and the matters to be considered thereat 20 ~~Hong Kong business~~ days before the meeting is held, and where an extraordinary general meeting is convened, it shall inform all shareholders ~~10 Hong Kong business days or~~ 15 days ~~(whichever is earlier)~~ before the meeting is held. The announcement of a general meeting served on the holders of overseas-listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received announcement of the relevant general meeting. When calculating the time limit of the notice, the date of the meeting convened shall be excluded.	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
34	Article 82 All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general		

No.	Before amendment	After amendment	Reason for amendment
	If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.	If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting ~~or class meeting of shareholders~~. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.	

No.	Before amendment	After amendment	Reason for amendment
35	Article 85 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting. Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision – making body shall be entitled to attend the Company's general meetings as the representative of such legal person.	Article ~~85~~**69** ~~The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting~~. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting. Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision – making body shall be entitled to attend the Company's general meetings as the representative of such legal person.	The relevant content of this article was deleted as the Mandatory Provisions was abolished
36	Article 86 Any dSQBT/T11 1 Tf9.6.3 autho917 Td(The relevant contcs7 T316.9Td[(or)25.15 -19.7c.5 0.02 as)TjE		

No.	Before amendment	After amendment	Reason for amendment
37	Article 102 to Article 103:	/	These acle 10p37aTj-Tj0.2 -1.1

No.	Before amendment	After amendment	Reason for amendment
39	Article 106 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting hasn of96/Hi 19 g soshall be heldfina hansponsible(be)12.87(held)12.7 (announcesponsibleat)272		

No.	Before amendment	After amendment	Reason for amendment
43	Article 126...... Unless otherwise provided in this section, the relevant provisions set out in Chapter 15 of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:	Article ~~126~~**00**...... Unless otherwise provided in this section, the relevant provisions set out in Chapter 1~~5~~**2** of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:	/
44	Article 133 The Board exercises the following functions and powers: ...... (9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions and others; ...... (19) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article 64 of Articles of Association hereunder;	Article 1~~33~~**07** The Board exercises the following functions and powers: ...... (9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, l iiusted wealth management, connected transactions**, donation** and others; ...... (19) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article ~~64~~**49** of Articles of Association hereunder;	/

No.	Before amendment	After amendment	Reason for amendment
45	Article 136 When the Board is disposing of fixed assets and should the sum of the expected value of the fixed assets proposed for disposal by the Board and the value derived for the fixed assets that were disposed of within 4 months prior to such proposed disposal exceed 33% of the fixed assets value set out in the latest balance sheet recently considered by the general meetings, the Board may not dispose of or agree to dispose of such fixed assets without such prior approval by the general meeting.	/	This article was deleted as the Mandatory Provisions was abolished
46	Article 138 The Board meetings shall include regular meetings and extraordinary meetings. Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions. The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the Supervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10 days upon receipt of the proposal, and shall give written notice to all directors and supervisors 5 days before the meeting is held.	Article 1~~38~~**<u>11</u>** The Board meetings shall include regular meetings and extraordinary meetings. Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions. The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the Supervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within ~~10~~**<u>5</u>** days upon receipt of the proposal, and shall give written notice to all directors and supervisors ~~5~~**<u>3</u>** days before the meeting is held.	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
47	Article 139 The notice of Board meetings may be delivered in the manner(s) as set out in Article 240 of these Articles of Association.	Article 1~~39~~**12** The notice of Board meetings may be delivered in the manner(s) as set out in Article ~~240~~**194** of these Articles of Association.	/
48	Article 168 A supervisor shall faithfully perform his or her supervisory duties in accordance with the provisions of laws, administrative regulations and these Articles of Association.	Article 1~~68~~**40** A supervisor shall ~~faithfully perform his or her supervisory duties in accordance with the provisions of~~**observe** laws, administrative regulations and these Articles of Association. They shall shoulder the duties of loyalty and due diligence to the Company**, and shall not accept any bribes or other illegal gains by taking advantage of his/her powers and position, or encroaching on the properties of the Company**.	The amendment was made in accordance with the Guidelines on Articles of Association
49	Article 170 The Supervisory Committee shall be composed of five supervisors, one of whom shall be the chairman of the Supervisory Committee. The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by more than two-thirds of its members.	Article 1~~70~~**43** The Supervisory Committee shall be composed of five supervisors, one of whom shall be the chairman of the Supervisory Committee. The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by ~~more than two-thirds~~**more than half** of its members.	The amendment was made in accordance with the Guidelines on Articles of Association
50	Article 175 ...... Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes.	Article 1~~75~~**48** ...... Resolutions at the meeting of the board of supervisors shall be passed by ~~more than two-thirds~~**more than half** of the supervisors' votes.	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
51	Article 179 A person may not serve as a director, supervisor or senior management of the Company if any of the following occasions occur: (1) A person without capacity or with restricted capacity for civil acts; (2) A person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation; (3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise; (4) A person who is a former legal representative of a company or enterprise which its business license revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed upon the revocation of the business license;	Article 1~~79~~**52** A person may not serve as a director, supervisor or senior management of the Company if any of the following occasions occur: (1) A person without capacity or with restricted capacity for civil acts; (2) A person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation; (3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise; (4) A person who is a former legal representative of a company or enterprise which its business license revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed upon the revocation of the business license;	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
	(5) A person who bears a relatively large amount of debts due and outstanding; (6) A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law where said investigation or prosecution is not yet concluded; (7) A person who is prohibited from entering the securities market by the competent securities authority under the State Council and the aforesaid prohibition period has not yet expired; (8) Anyone who may not serve as a head of the company pursuant to the provisions of the laws and administrative regulations, or rules and regulations of the competent authorities; (9) Anyone judged by the competent authorities to be in violation of the provisions of the relevant securities laws, has been involved in fraud or dishonest acts where less than 5 years has elapsed since the date on which the judgment was made; (10) Anyone who is not a natural person;	(5) A person who bears a relatively large amount of debts due and outstanding; (6) **A person who is prohibited from entering the securities market by the CSRC and the aforesaid prohibition period has not yet expired**	

No.	Before amendment	After amendment	Reason for amendment
	(11) Other circumstances stipulated by laws, administrative regulations or departmental rules and regulations or rules of securities regulators and stock exchange(s) in the place(s) where the shares of the Company are listed. The breach of the foregoing provisions regarding the election of directors and supervisors, or the appointment of the senior management shall render such election or appointment null and void. Should the occasion(s) set forth in the foregoing provisions occur during a tenure of a director, supervisor or member of the senior management, the Company shall relieve such person from his/her duties.	(~~11~~7) Other circumstances stipulated by laws, administrative regulations or departmental rules and regulations or rules of securities regulators and stock exchange(s) in the place(s) where the shares of the Company are listed. The breach of the foregoing provisions regarding the election of directors and supervisors, or the appointment of the senior management shall render such election or appointment null and void. Should the occasion(s) set forth in the foregoing provisions occur during a tenure of a director, supervisor or member of the senior management, the Company shall relieve such person from his/her duties.	
52	Article 180 to Article 184, Article 186 to Article 193, Article 195, and Article 196:	/	These articles were deleted in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
		(6) not to seek business opportunities otherwise belong to the Company for himself/herself or others by taking advantage of his/her position, or operate the same kind of business as the Company for himself/herself or for others, without the consent of the general meeting; (7) not to accept commissions arising from transactions with the Company and appropriate to himself/herself; (8) not to disclose the Company's confidential information without authorization; (9) not to damage the interests of the Company by taking advantage of their connected relationship with the Company; (10) other duties of loyalty as set out by laws, administrative regulations, departmental rules and these Articles of Association. Gains obtained by directors in violation of these Articles of Association shall belong to the Company; where director causes any damages to the Company, such director shall assume compensatory liability. The independent directors shall perform their responsibilities in accordance with laws, administrative regulations and departmental rules.	

No.	Before amendment	After amendment	Reason for amendment
54	/	**Article 154 Directors and senior management shall abide by laws and, administrative regulations and these Articles of Association and perform the following duties of diligence:** **(1) to exercise the rights authorized by the Company in a prudent, careful and diligent way so as to ensure that the commercial activities of the Company are in compliance with PRC laws, administrative regulations and economic policies, and that the business activities do not exceed the business scope of the Company as registered in the business license;** **(2) to treat all shareholders equally;** **(3) to keep informed in a timely manner of the operating and management conditions of the Company in time;** **(4) to issue in written opinions of confirmation to the securities issuance documents and periodic reports of the Company so as to ensure that the information disclosed by the Company are true, accurate and complete;** **(5) to provide information and documents according to the facts to the board of supervisors and not to hinder the exercise of responsibilities by the board of supervisors or supervisors;**	This article was added in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
		(6) other duties of diligence as prescribed by laws, administrative regulations, department rules and the these Articles of Association. If directors, supervisors and senior management cannot guarantee the authenticity, accuracy and completeness of the contents of securities issuance documents and periodic reports or disagree with these contents, they shall express their opinions and state their reasons in written confirmation opinions, and the Company shall disclose them. If the Company chooses not to disclose them, directors, supervisors and senior management may directly apply for disclosure.	

No.	Before amendment	After amendment	Reason for amendment
55			

No.	Before amendment	After amendment	Reason for amendment
56	Article 206 The common capital reserve shall include the following funds: (1) the premiums obtained from the issue of shares in excess of the par; (2) such other revenue required to be included in the capital common reserve by the State Council's competent department in charge of finance.	/	This article was deleted as the Mandatory Provisions was abolished
57	Article 211 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of overseas listed foreign shares. The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing. The receiving agent appointed by the Company for holders of overseas – listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong. Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.		

No.	Before amendment	After amendment	Reason for amendment
	The Company has the right to cease delivering such dividend warrants by post to holders of overseas-listed foreign shares, provided that such power shall not be exercised until and such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised by the Company should such warrant be undelivered and returned for the first attempt of delivery. In the event of exercising the right to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms, without any reasonable doubts, that the original warrants have been destroyed. The Company has the right to sell the shares of a holder of the overseas – listed foreign shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions: (1) during a period of twelve years, there have been at least three distribution of such dividends in respect of the shares in question and no dividend during that period has been claimed; (2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one		

No.	Before amendment	After amendment	Reason for amendment
58	/	**Article 172 The Company shall implement an internal audit system and appoint full-time auditors to carry out internal audit and supervision of the Company's income and expenses and economic activities.** **The Company's internal audit system and the responsibilities of the auditors shall be carried out after obtaining approval of the Board. The auditor-in-chief shall be accountable and report to the Board.**	This article was added in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment

No.	Before amendment	After amendment	Reason for amendment
60	Article 216 An accounting firm engaged by the CJ0.230 0 m30 0 p30 0 an(b)0.5 (y)13 s (h)0.5a(h)0.5l(h)0.5l(y)13 b(h)0.5 (e)13 e(h)0.5n(t)0.5i t thyh (		

No.	Before amendment	After amendment	Reason for amendment
61	Article 217 to Article 218, and Article 220:	/	These articles were deleted as the Mandatory Provisions was abolished
62	Article 219 The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.	Article ~~219~~**176** The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. ~~The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.~~	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
63	Article 221 Where the Company dismisses or no longer reappoint an accounting firm, ... (1) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements: 1. in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or 2. any other such occasions that shall be presented. (2) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains such statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of such statements at the company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the company website or such site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.	Article ~~221~~**177** Where the Company dismisses or no longer reappoint an accounting firm, ... ~~(1) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements:~~ ~~1. in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or~~ ~~2. any other such occasions that shall be presented.~~ ~~(2) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains such statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of such statements at the company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the company website or such site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.~~	Certain content of this article was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
	(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 to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its 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 to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.~~	
64	Article 222 The merger or division of the Company shall require the proposal put forward by the Board. After such proposal has been passed in accordance with the procedures specified in the Articles of Association of the Company, the relevant examination and approval procedures regarding such proposal shall be carried out according to laws. Shareholders that object to such proposal on the merger or division of the Company shall have the right to require the Company or shareholders who are in favor of such proposal on merger or division to purchase their shares at a fair price. The contents of such resolutions approving the merger or division of the Company shall be compiled into a special document for inspection by shareholders. For holders of overseas-listed foreign shares, the foregoing documents shall be served by post or in a manner permitted by the relevant		

No.	Before amendment	After amendment	Reason for amendment
66	Article 227 Where the Company is dissolved according to the provisions of Article 226 (1), (2), (5) or (6) of these Articles of Association, a liquidation team shall be formed within 15 days of the occurrence of the causes of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or any other people as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people's court to designate relevant persons to form a liquidation team to carry out liquidation. Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles 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 team to carry out liquidation.	Article ~~227~~**182** Where the Company is dissolved according to the provisions of Article ~~226~~**181** (1), (2), **(4) or** (5) ~~or (6)~~ of these Articles of Association, a liquidation team shall be formed within 15 days of the occurrence of the causes of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or any other people as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people's court to designate relevant persons to form a liquidation team to carry out liquidation. ~~Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles 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 team to carry out liquidation.~~	/

No.	Before amendment	After amendment	Reason for amendment
67	Article 228 If the Board decides that the Company shall be liquidated (except for such liquidation as a result of the Company's declared bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the Board has made full inquiry into the position of the Company and that the Board is of the opinion that the Company can pay off its debts in full within 12 months after the liquidation has commenced. The functions and powers of the Board shall terminate immediately after the general meeting has passed the resolution regarding the carrying out of liquidation. The liquidation team shall take instructions from the general meeting and shall report to the general meeting on the liquidation team's income and expenditure, the business of the Company and the progress of the liquidation at least once per year. It shall make a final report to the general meeting upon the completion of such liquidation.	/	This article was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
68	Article 233 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall submit the same to the general meeting or the people's court for confirmation. And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents to the company registration authority to apply for the company de-registration, and to announce that the Company is terminated.	Article ~~233~~**187** Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, and ~~a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall~~ submit the same to the general meeting or the people's court for confirmation~~. And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents~~ and **further** to the company registration authority to apply for the company de-registration~~,~~ and ~~to~~ announce that the Company is terminated.	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
69	CHAPTER 20 NOTICE Article 240 Notices of the Company may be served through means as follows: ...... Unless the context otherwise requires, "announcement" referred to in these Articles of Association shall refer to if issued to domestic shareholders or within the PRC as required under relevant regulations and these Articles of Association, the announcement published in such Chinese newspapers as specified by the PRC laws and regulations or the securities regulatory agency under the State Council; and if issued to holders of H shares or in Hong Kong as required under the relevant provisions or these Articles of Association, the announcement being domeany may old domehcuri through means as follows: ...... Unless the context otherwise requires, 5]TJ0.025 Tc 0.136 T0 -1.114 Td(")Tj0.469 -0.053 Td(announcement)Tj6.132 0.053 Tc		
	Articles 2.4f (Chinciation,)12.8 (5he)12.2 ( )]TJ(and thcement)12.8 published 7n such 7hinese 7ewspapers 7s		

No.	Before amendment	After amendment	Reason for amendment
71	CHAPTER 22 SUPPLEMENTARY ARTICLES Article 245 Definition (1) In these Articles of Association, "acting in concert" means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control through take-over of the Company's voting rights by any one of them.	CHAPTER ~~22~~**18** SUPPLEMENTARY ARTICLES Article ~~245~~**198** Definition (1) **The "controlling shareholder" referred to in these Articles of Association means a shareholder who holds ordinary shares (including preferred shares with voting rights restored) representing 50% or more of the total share capital of the Company, or a shareholder having sufficient voting rights of the shares to pose significant influence on the resolutions of the general meetings despite holding less than 50% of the total share capital of the Company. If the listing rules of the stock exchange(s) of the place(s) where the shares of the Company are listed define(s) controlling shareholder otherwise, such rules shall prevail.** (~~1~~**2**) In these Articles of Association, "acting in concert" means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control	