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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Communications Services Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中国通信服务
CHINA COMSERVICE

中國通信服務股份有限公司

CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 552)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ABOLISHMENT OF THE SUPERVISORY COMMITTEE;
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE
GENERAL MEETING AND THE RULES OF PROCEDURE FOR THE BOARD;
AND
(3) NOTICE OF THE EGM**

A notice convening the EGM of the Company to be held at 10:00 a.m. on Thursday, 23 October 2025 at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, is set out on Appendix IV of this circular. A letter from the Board is set out on pages 2 to 5 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same as soon as possible and in any event not later than 24 hours before the time designated for holding the EGM (i.e. on 22 October 2025, 10:00 a.m.) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting in person should you so wish.

30 September 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Company”	China Communications Services Corporation Limited (中國通信服務股份有限公司), a joint stock limited company incorporated in the PRC with limited liability on 30 August 2006, whose H Shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 23 October 2025
“H Share(s)”	the Company’s shares listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Rules of Procedure for the Board”	the rules of procedure for the board of directors of the Company
“Rules of Procedure for the General Meeting”	the rules of procedure for the general meeting of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



中国通信服务
CHINA COMSERVICE

中國通信服務股份有限公司

CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 552)

Executive Directors

Luan Xiaowei
Cui Zhanwei
Shen Aqiang

Non-Executive Directors

Cheng Jianjun
Tang Yongbo
Liu Aihua
Chen Li

Independent Non-Executive Directors

Lv Tingjie
Wang Qi
Wang Chungue
Chiu Mun Wai

Registered Office

Block No. 1, Compound No. 1
Fenghuangzui Street
Fengtai District
Beijing
PRC

Place of Business in Hong Kong

Room 2801 & 09-10, 28/F
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

30 September 2025

To the shareholders:

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ABOLISHMENT OF THE SUPERVISORY COMMITTEE;
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE
GENERAL MEETING AND THE RULES OF PROCEDURE FOR THE BOARD;
AND
(3) NOTICE OF THE EGM**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM, so as to enable you to make an informed decision on whether to vote for or against the resolution at the EGM.

LETTER FROM THE BOARD

At the EGM, amongst other things, a special resolution will be proposed to approve the proposed amendments to the Articles of Association and abolishment of the Supervisory Committee and the proposed amendments to the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING AND THE RULES OF PROCEDURE FOR THE BOARD

Reference is made to the announcement of the Company dated 21 August 2025 in relation to the proposed amendments to the Articles of Association and abolishment of the Supervisory Committee and the proposed amendments to the Rules of Procedures for the General Meeting and the Rules of Procedure for the Board.

On 17 February 2023, the State Council of the People's Republic of China (the "**State Council**") and the China Securities Regulatory Commission (the "**CSRC**") issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, respectively, with effect from 31 March 2023. Accordingly, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas were repealed. Pursuant to the new regulations aforesaid, the Stock Exchange has made consequential amendments to the Listing Rules, with effect from 1 August 2023.

In addition, on 29 December 2023, the amendments to the Company Law of the People's Republic of China (the "**PRC Company Law**") was adopted, which came into effect on 1 July 2024. The amendments include but not limited to optimizing the corporate capital system and organizational structure, enhancement in protection for minority shareholders' rights and interests, strengthening responsibilities for controlling shareholders, directors and senior officers as well as permitting the replacement of supervisory committee with the audit committee. In order to ensure the listed companies can effectively comply with and implement the new requirements of the PRC Company Law, the CSRC issued a number of important documents on 28 March 2025, including the revised Guidelines for the Articles of Association of Listed Companies and the Rules for Shareholders' Meetings of Listed Companies.

LETTER FROM THE BOARD

The current Listing Rules contain provisions in respect of the expansion of the paperless listing regime, which require listed issuers to disseminate corporate communications by electronic means and to ensure that their articles of association enable them to hold shareholders' general meetings, at which shareholders can attend virtually with the use of technology and can cast votes by electronic means.

In light of the above, the Board proposed to make certain amendments to its existing Articles of Association (the "**Proposed Amendments to the Articles of Association**"), mainly including but not limited to (1) the abolishment and replacement of the Supervisory Committee by the audit committee of the Board; (2) adjustments to certain functions and powers of shareholders' general meeting and the Board; (3) enhancing protection for shareholders' rights; (4) consequential amendments to the provisions of the Articles of Association in accordance with changes in applicable laws and regulations; and (5) other internal affairs and miscellaneous changes. Once the Proposed Amendments to the Articles of Association become effective upon approval at the EGM, the Supervisory Committee will be abolished, and the positions of members of the Supervisory Committee will be automatically terminated. The Rules of Procedures for the Supervisory Committee will be repealed accordingly.

In view of the Proposed Amendments to the Articles of Association, the Board also proposed corresponding amendments to the relevant provisions of the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board (the "**Proposed Amendments to the Rules of Procedure**").

The Proposed Amendments to the Articles of Association and abolishment of the Supervisory Committee and the Proposed Amendments to the Rules of Procedure shall only become effective upon approval of the Shareholders by way of a special resolution at the EGM.

For details of the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board, please refer to Appendices I, II and III to this circular, respectively.

The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures were prepared in the Chinese language. The English translation is for reference only. In the event of any discrepancy between the Chinese and the English versions of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures, the Chinese version shall prevail.

3. EGM

The EGM will be held at 10:00 a.m. on Thursday, 23 October 2025 at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC. A notice of the EGM is set out on pages 157 to 158 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not Shareholders are able to attend the EGM, they are requested to complete and return the enclosed form of proxy to (i) for domestic share Shareholders, the Office of the Board of the Company, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC; and (ii) for H Share Shareholder, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event by no later than 24 hours before the time designated for holding the EGM (i.e. on 22 October 2025, 10:00 a.m.). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM should they so wish. In such event, the relevant instrument appointing a proxy shall be deemed to be revoked.

4. RECOMMENDATION

The Board considers that the resolution proposed at the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favor of the resolution to be proposed at the EGM.

By Order of the Board
China Communications Services Corporation Limited
Luan Xiaowei
Chairman

The Company proposed to amend the Articles of Association, details of which are set out as follows¹:

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
1	<p>Article 1.1</p> <p>China Communications Services Corporation Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company (the “Special Regulations”) and other relevant laws and regulations of the State.</p> <p>The Company was established by way of promotion with the approval of the State-Owned Assets Supervision and Administration Commission of the State Council (the “SASAC”) on 12 September 2006, as evidenced by approval document <i>Guo Zi Gai Ge [2006]</i> no. 1138 of 2006. It is registered with and has obtained a business licence from the State Administration Bureau of Industry and Commerce of the People’s Republic of China on 30 August 2006. The Company’s unified social credit code is: 911100007109343186.</p> <p>The promoters of the Company are: China Telecommunications Corporation, Guangdong Telecom Industry Group Corporation and Zhejiang Telecom Industry Corporation.</p>	<p>Article 1.1</p> <p>China Communications Services Corporation Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”); the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company (the “Special Regulations”) and other relevant laws and regulations of the State.</p> <p>The Company was established by way of promotion with the approval of the State-Owned Assets Supervision and Administration Commission of the State Council (the “SASAC”) on 12 September 2006, as evidenced by approval document <i>Guo Zi Gai Ge [2006]</i> no. 1138 of 2006. It is registered with and has obtained a business licence from the State Administration Bureau of Industry and Commerce of the People’s Republic of China on 30 August 2006. The Company’s unified social credit code is: 911100007109343186.</p> <p>The promoters of the Company are: China Telecommunications Corporation, Guangdong Telecom Industry Group Corporation and Zhejiang Telecom Industry Corporation.</p>

¹ Pursuant to the newly amended Company Law of the People’s Republic of China, which came into effect on 1 July 2024, the reference to the “Shareholders’ General Meeting, Shareholders’ Meeting or General Meeting (股東大會)” in the relevant provisions of the Articles of Association shall be amended to the “Shareholders’ General Meeting, Shareholders’ Meeting or General Meeting (股東會)” accordingly. Due to the large number of items involved, they will not be listed one by one.

Furthermore, adjustments to the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Articles of Association, would not be listed separately as they do not involve any changes in the substantial contents of the Articles of Association.

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
2	<p>Article 1.3</p> <p>The Company's address: Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing</p>	<p>Article 1.3</p> <p>The Company's address: Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing</p> <p><u>Postal code: 100073</u></p>
3	<p>Article 1.6</p> <p>The original Articles of Association took effect from the incorporation date of the Company.</p> <p>This Articles of Association shall take effect after being adopted by a special resolution at the Company's general meeting, upon approval of the relevant governing authority of the State and the listing of Overseas-Listed Foreign-Invested Shares of the Company on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). After this Articles of Association come into effect, the original Articles of Association shall be superseded by this Articles of Association.</p> <p>From the date on which this Articles of Association come into effect, this Articles of Association constitute the legally binding document regulating the Company's organisation and activities, and the rights and obligations between the Company and shareholder and among the shareholders.</p>	<p>Article 1.6</p> <p>The original Articles of Association took effect from the incorporation date of the Company.</p> <p>This Articles of Association shall take effect after being adopted by a special resolution at the Company's general meeting, upon approval of the relevant governing authority of the State and the listing of Overseas-Listed Foreign-Invested Shares of the Company on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). After this Articles of Association come into effect, the original Articles of Association shall be superseded by this Articles of Association.</p> <p>From the date on which this Articles of Association come into effect, this Articles of Association constitute the legally binding document regulating the Company's organisation and activities, and the rights and obligations between the Company and shareholder and among the shareholders.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
4	<p>Article 1.7</p> <p>This Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager and other senior officers; all of whom may, according to this Articles of Association, assert rights in respect of the affairs of the Company.</p> <p>A shareholder may take action against the Company pursuant to this Articles of Association, and vice versa. A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, general manager and other senior officers of the Company pursuant to this Articles of Association.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>	<p>Article 1.7</p> <p>This Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager and other senior officers; all of whom may, according to this Articles of Association, assert rights in respect of the affairs of the Company.</p> <p>A shareholder may take action against the Company pursuant to this Articles of Association, and vice versa <u>the Company may take action against shareholders, directors, general managers and other senior officers</u>. A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, general manager and other senior officers of the Company pursuant to this Articles of Association.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>
5	<p>Article 1.8</p> <p>The Company may invest in other limited liability companies or joint stock limited companies. The Company's liabilities to an invested company shall be limited to the amount of its capital contribution to that invested company.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
6	<p>Article 1.9</p> <p>In accordance with the provisions under Company Law and the Constitution of the Communist Party of China, the Company shall establish the organization of the Communist Party of China (the “Party”); the Party Committee shall play a core leadership role, setting direction, managing the overall situation and ensuring the implementation, and discuss and decide on major issues of the Company in accordance with regulations. The Company shall set up the working institution of the Party, equip it with adequate staff of party affairs and ensure its working fund.</p>	<p>Article 1.98</p> <p>In accordance with the provisions under Company Law and the Constitution of the Communist Party of China, the Company shall establish the organization of the Communist Party of China (the “Party”); the Party Committee shall play a core leadership role, setting direction, managing the overall situation and ensuring the implementation, and discuss and decide on major issues of the Company in accordance with regulations. The Company shall set up the working institution of the Party, equip it with adequate staff of party affairs and ensure its working fund.</p>
7	<p>Article 3.3</p> <p>Subject to the approval of the securities authority of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.</p> <p>“Foreign Investors” referred to in the above paragraph mean those investors who subscribe for the shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic Investors” mean those investors who subscribe for the shares issued by the Company and who are located within the territory of the PRC.</p>	<p>Article 3.3</p> <p>Subject to the approval of the securities authority of the State Council, the Company may <u>When issuing shares to Domestic Investors and Foreign Investors,</u> the Company shall complete the filing procedures with the China Securities Regulatory Commission (hereinafter referred to as “CSRC”) in accordance with the law.</p> <p>“Foreign Investors” referred to in the above paragraph mean those investors who subscribe for the shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan <u>of China</u>. “Domestic Investors” mean those investors who subscribe for the shares issued by the Company and who are located within the territory of the PRC.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
8	<p>Article 3.4</p> <p>Shares which the Company issues to Domestic Investors for subscription in Renminbi shall be referred to as “Domestic-Invested Shares”. Shares which the Company issues to Foreign Investors for subscription in foreign currencies shall be referred to as “Foreign-Invested Shares”. Foreign-Invested Shares which are listed overseas are called “Overseas-Listed Foreign-Invested Shares”.</p> <p>Both holders of Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares are holders of ordinary shares, and have the same obligations and rights.</p> <p>Subject to the approval of the securities supervision and administration authority of the State Council, holders of Domestic-Invested Shares can transfer their shares to Foreign Investors and the shares can be listed and traded in the foreign stock exchange, and the arrangement need not be approved by a shareholders’ class meeting.</p>	<p>Article 3.4</p> <p>Shares which the Company issues to Domestic Investors for subscription in Renminbi shall be referred to as “Domestic-Invested Shares”. Shares which the Company issues to Foreign Investors for subscription in foreign currencies shall be referred to as “Foreign-Invested Shares”. Foreign-Invested Shares which are listed overseas are called “Overseas-Listed Foreign-Invested Shares”.</p> <p>Both holders of Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares are holders of ordinary shares, and have the same obligations and rights.</p> <p>Subject to the approval of the securities supervision and administration authority of the State Council, Hholders of Domestic-Invested Shares can transfer their shares to Foreign Investors <u>convert their domestic unlisted shares into overseas listed shares,</u> and for the shares can to be listed and traded in the foreign stock exchange, and. <u>The arrangement shall be in compliance with the relevant provisions of the CSRC, and the shareholders shall entrust the Company to file with the CSRC. T</u>the arrangement need not be approved by a shareholders’ class meeting.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
9	<p>Article 3.6</p> <p>The Company issued 2,210,252,040 Overseas-Listed Foreign-Invested Shares (H Shares) after its incorporation. Pursuant to the Provisional Measures on the Administration of the Reduction of the State-Owned Shares for Raising Social Security Funds, the number of Overseas-Listed Foreign-Invested Shares (H Shares) converted from a reduction by holders of State-owned shares of their shareholdings of the State-owned shares amounted to 181,168,200 shares. The total Overseas-Listed Foreign-Invested Shares of the Company (H Shares) shall be 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.</p> <p>The Company's shareholding structure is as follows: the Company has 6,926,018,400 ordinary shares in issue, among which, China Telecommunications Corporation, the promoter of the Company, holds 3,393,362,496 shares, representing 48.99% of the total issued ordinary shares of the Company; each of the holders of the rest of the Domestic- Invested Shares of the Company: China Mobile Communications Group Co., Ltd., China United Network Communications Group Company Limited, State Grid Information & Telecommunication Technology Group Co., Ltd. and China National Postal and Telecommunications Appliances Co., Ltd., holds 608,256,000 shares, 236,300,000 shares, 166,000,000 shares and 130,679,664 shares respectively, representing 8.78%, 3.41%, 2.40% and 1.89% of the total issued ordinary shares of the Company; the holders of the Overseas-Listed Foreign-Invested Shares of the Company (H Shares) hold a total of 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.</p>	<p>Article 3.6</p> <p>The Company issued 2,210,252,040 Overseas-Listed Foreign-Invested Shares (H Shares) after its incorporation. Pursuant to the Provisional Measures on the Administration of the Reduction of the State-Owned Shares for Raising Social Security Funds, the number of Overseas-Listed Foreign-Invested Shares (H Shares) converted from a reduction by holders of State-owned shares of their shareholdings of the State-owned shares amounted to 181,168,200 shares. The total Overseas-Listed Foreign-Invested Shares of the Company (H Shares) shall be 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.</p> <p>The Company's shareholding structure is as follows: the Company has 6,926,018,400 ordinary shares in issue, among which, China Telecommunications Corporation, the promoter of the Company, holds 3,393,362,496 shares, representing 48.99% of the total issued ordinary shares of the Company; each of the holders of the rest of the Domestic- Invested Shares of the Company: China Mobile Communications Group Co., Ltd., China United Network Communications Group Company Limited, State Grid Information & Telecommunication Technology Group Co., Ltd. and China National Postal and Telecommunications Appliances Co., Ltd., holds 608,256,000 shares, 236,300,000 shares, 166,000,000 shares and 130,679,664 shares respectively, representing 8.78%, 3.41%, 2.40% and 1.89% of the total issued ordinary shares of the Company; the holders of the Overseas-Listed Foreign-Invested Shares of the Company (H Shares) hold a total of 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
10	<p>Article 3.7</p> <p>The Company's board of directors may arrange separate implementation plans for the issuance of Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after proposals for issuance of the same have been approved by the securities authority of the State Council.</p> <p>The Company may conduct separate issuance of Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within fifteen (15) months upon obtaining the approval from the securities authority of the State Council.</p>	Deleted
11	<p>Article 3.8</p> <p>Where the total number of shares stated in the proposal for the issuance of shares includes Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued separately.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
12	<p>Article 3.10</p> <p>The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to this Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <ol style="list-style-type: none"> (1) by offering new shares for subscription by unspecified investors; (2) by issuing new shares to its existing shareholders; (3) by allotting bonus shares to its existing shareholders; (4) by any other means which is permitted by law and administrative regulation. <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of this Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant State laws and administrative regulations.</p>	<p>Article 3.108</p> <p>The Company may, based on its operating and development needs, authorize the increase of its capital <u>upon resolution of the shareholders' meeting pursuant to this Articles of Association, in accordance with the provisions of laws and regulations.</u></p> <p>The Company may increase its capital in the following ways:</p> <ol style="list-style-type: none"> (1) by offering new shares for subscription by unspecified investors <u>by issuing shares to unspecified investors;</u> (2) by issuing new shares to its existing shareholders <u>by issuing shares to specified investors;</u> (3) by allotting bonus shares to its existing shareholders; (4) <u>by capitalizing common reserve funds into share capital;</u> (45) by any other means which is permitted <u>prescribed by law, and administrative regulation, and CSRC.</u> <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of this Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant State laws and administrative regulations.</p>

APPENDIX I

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
13	<p>Article 3.11</p> <p>Except as provided for by other provisions of law and administrative regulations or the approval of the stock exchange on which the Overseas-Listed Foreign-Invested Shares of the Company are listed, shares of the Company may be freely transferred without any right of lien.</p>	Deleted
14	<p>Article 4.1</p> <p>According to the provisions of this Articles of Association, the Company may reduce its registered capital.</p>	<p>Article 4.1</p> <p>According to the provisions of this Articles of Association, the Company may reduce its registered capital.</p> <p><u>The Company may reduce its registered capital through targeted capital reduction, without proportionally decreasing capital contributions or shares based on shareholders' existing shareholding.</u></p>
15	<p>Article 4.2</p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on the reduction of registered capital and shall publish an announcement in a newspaper within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within ninety (90) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company's registered capital shall not, after the reduction, be less than the statutory minimum limit.</p>	<p>Article 4.2</p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on the reduction of registered capital and shall publish an announcement in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within ninety (90) <u>forty-five (45)</u> days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company's registered capital shall not, after the reduction, be less than the statutory minimum limit.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
16	<p data-bbox="295 336 427 363">Article 4.3</p> <p data-bbox="295 410 829 629">The Company may, in accordance with the procedures set out in this Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:</p> <ul style="list-style-type: none"> <li data-bbox="295 676 829 746">(1) cancellation of shares for the purposes of reducing its capital; <li data-bbox="295 789 829 859">(2) merging with another company that holds the Company's shares; <li data-bbox="295 902 829 972">(3) granting of shares to the staff of the Company as an incentive; <li data-bbox="295 1015 829 1234">(4) repurchase of the shares held by dissenting shareholders in respect of approved resolutions in a general meeting regarding issues like merger and dissolution, upon their request; <li data-bbox="295 1276 829 1347">(5) other circumstances permitted by laws and administrative regulations. 	<p data-bbox="858 336 991 363">Article 4.3</p> <p data-bbox="858 410 1393 629">The Company may, in accordance with the procedures set out in this Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:</p> <ul style="list-style-type: none"> <li data-bbox="858 676 1393 746">(1) cancellation of shares for the purposes of reducing its capital; <li data-bbox="858 789 1393 859">(2) merging with another company that holds the Company's shares; <li data-bbox="858 902 1393 972">(3) granting of shares to the staff of the Company as an incentive; <li data-bbox="858 1015 1393 1234">(4) repurchase of the shares held by dissenting shareholders in respect of approved resolutions in a general meeting regarding issues like merger and dissolution, upon their request; <li data-bbox="858 1276 1393 1347">(5) other circumstances permitted by laws and administrative regulations.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>The Company may repurchase its own shares in accordance with the provisions of laws, administrative regulations, departmental rules, and this Articles of Association under any of the following circumstances:</u></p> <p>(1) <u>reducing its registered capital;</u></p> <p>(2) <u>merging with another company that holds the Company's shares;</u></p> <p>(3) <u>granting of shares for employee stock ownership plans or as share incentives;</u></p> <p>(4) <u>repurchase of the shares held by dissenting shareholders in respect of approved resolutions in a general meeting regarding issues like merger and dissolution, upon their request;</u></p> <p>(5) <u>using the shares for the conversion of convertible corporate bonds issued by the Company;</u></p> <p>(6) <u>the circumstances requiring the maintenance of the corporate value and shareholders' interest of the Company.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>The Company's purchase of its shares under the circumstances set forth in sub-paragraph (1) or (2) of paragraph 1 of Article 4.3 shall be adopted by a resolution of the shareholders' meeting; and the Company's purchase of its own shares under the circumstances set forth in sub-paragraphs (3), (5) or (6) of paragraph 1 of Article 4.3 may be adopted by a resolution of the meeting of the board of directors where two-thirds or more directors are present according to the provisions of this Articles of Association or the authorization of the shareholders' meeting.</u></p> <p><u>Where the Company falls under the circumstance set forth in sub-paragraph (1) after purchasing its shares in accordance with the provision of paragraph 1 of Article 4.3, it shall cancel the shares within ten (10) days from the date of purchase; if the Company falls under the circumstances set forth in sub-paragraph (2) or (4), it shall transfer or cancel the shares within six (6) months; and if the Company falls under the circumstances set forth in sub-paragraph (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed 10% of total number of shares issued by the Company, and the Company shall transfer or cancel the shares within three (3) years.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
17	<p>Article 4.5</p> <p>The Company must obtain the prior approval of the shareholders in a general meeting (in the manner stipulated in this Articles of Association) before it can repurchase shares outside of the stock exchange by means of an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), release, vary or waive its rights under an agreement which has been so entered into.</p> <p>An agreement for the repurchase of shares referred to in the preceding paragraph includes (but is not limited to) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</p> <p>The Company may not assign an agreement for the repurchase of its shares or any right contained in such an agreement.</p> <p>In respect of the right of the Company to repurchase its redeemable shares:</p> <p>(1) If the Company repurchases the shares not through market, nor bidding process, the offer price cannot exceed a certain upper limit;</p> <p>(2) If the Company repurchases the shares through bidding process, the bidding proposal must be made to all shareholders.</p>	Deleted

APPENDIX I**DETAILS OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
18	<p>Article 4.6</p> <p>Shares which have been repurchased by the Company in accordance with Article 4.3 and within the scope of Article 4.3(1), shall be cancelled within ten (10) days of the repurchase; within the scope of Article 4.3(2) or 4.3(4), shall be transferred or cancelled within six (6) months.</p> <p>Shares which have been repurchased by the Company in accordance with Article 4.3(3), must not exceed 5% of the issued share capital of the Company. The repurchase shall be financed by the profit after tax of the Company. Shares which have been repurchased shall be transferred to the staff of the Company within one year.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
19	<p>Article 4.7</p> <p>Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its issued shares:</p> <p>(1) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a new issue of shares made for that purpose;</p> <p>(2) where the Company repurchases shares of the Company at a premium to its par value, payment equivalent to the par value may be made out of the book surplus distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(i) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(ii) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account (or capital reserve fund account) (including the premiums on the new issue) at the time of the repurchase;</p> <p>(3) the Company shall make the following payments out of the Company's distributable profits:</p> <p>(i) payment for the acquisition of the right to repurchase its own shares;</p> <p>(ii) payment for variation of any contract for the repurchase of its shares;</p> <p>(iii) payment for the release of its obligation(s) under any contract for the repurchase of its shares;</p>	

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account (or capital reserve fund account).	
20	<p>Article 5.1</p> <p>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company.</p> <p>This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company (the "Obligor").</p> <p>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such Obligor.</p> <p>This Article shall not apply to the circumstances specified in Article 5.3 of this Articles of Association.</p>	<p>Article 5.1</p> <p>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company.</p> <p>This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company (the "Obligor").</p> <p>The Company or its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such Obligor.</p> <p>This Article shall not apply to the circumstances specified in Article 5.3 of this Articles of Association.</p> <p><u>The Company or its subsidiaries (including the affiliates of the Company) shall not provide grants, borrowings, guarantees or other forms of financial assistance for others to acquire shares of the Company or its parent company, except for the employee stock ownership plans of the Company.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
21	<p data-bbox="295 331 427 363">Article 5.2</p> <p data-bbox="295 410 834 517">For the purposes of this Chapter, “financial assistance” includes (without limitation) the following:</p> <ul style="list-style-type: none"> <li data-bbox="295 559 422 591">(1) gift; <li data-bbox="295 634 834 932">(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the Obligor), compensation (other than compensation in respect of the Company’s own default) or release or waiver of any rights; <li data-bbox="295 974 834 1272">(3) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or agreement; <li data-bbox="295 1315 834 1527">(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. 	<p data-bbox="858 331 991 363">Article 5.2</p> <p data-bbox="858 410 1398 517">For the purposes of this Chapter, “financial assistance” includes (without limitation) the following:</p> <ul style="list-style-type: none"> <li data-bbox="858 559 986 591">(1) gift; <li data-bbox="858 634 1398 932">(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the Obligor), compensation (other than compensation in respect of the Company’s own default) or release or waiver of any rights; <li data-bbox="858 974 1398 1272">(3) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or agreement; <li data-bbox="858 1315 1398 1527">(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>For the purposes of this Chapter, “assumption of obligations” includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is forcibly enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in his financial position.</p>	<p>For the purposes of this Chapter, “assumption of obligations” includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is forcibly enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in his financial position.</p> <p><u>For the interests of the Company, the Company may, by a resolution passed by two-thirds or more of all the directors, provide financial assistance for others to acquire shares of the Company or its parent company, but the total amount of such financial assistance shall not exceed 10% of the total issued share capital.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
22	<p data-bbox="295 331 427 363">Article 5.3</p> <p data-bbox="295 410 834 517">The following actions shall not be deemed to be activities prohibited by Article 5.1 of this Chapter:</p> <ul style="list-style-type: none"> <li data-bbox="295 563 834 932">(1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the purchase of shares in the Company, or the giving of the financial assistance is an incidental part of some larger purpose of the Company; <li data-bbox="295 974 834 1081">(2) the lawful distribution of the Company's assets by way of dividend; <li data-bbox="295 1123 834 1187">(3) the allotment of bonus shares as dividends; <li data-bbox="295 1229 834 1451">(4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the share capital structure of the Company effected in accordance with this Articles of Association; 	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(5) the lending of money by the Company within its scope of business and in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits);</p> <p>(6) contributions made by the Company to employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits).</p>	
23	<p>Article 6.2</p> <p>Share certificates of the Company may be assigned, given as a gift, inherited or charged in accordance with relevant requirements of laws, administrative regulations, the stock exchange(s) on which the Company listed and this Articles of Association.</p> <p>For assignment and transfer of share certificates, relevant registration shall be carried out with the share registration institution authorized by the Company.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
24	<p>Article 6.4</p> <p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <ol style="list-style-type: none"> (1) the name (title) and address (residence), the occupation or nature of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder; (4) the share certificate number(s) of the shares held by each shareholder; (5) the date on which each person was entered in the register as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>	<p>Article 6.43</p> <p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <ol style="list-style-type: none"> (1) the name (title) and address (residence), the occupation or nature of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder; (4) the share certificate number(s) of the shares held by each shareholder; (5) the date on which each person was entered in the register as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p> <p><u>The Company shall create a register of shareholders based on the documents provided by the securities depository and clearing institution, and the register of shareholders is sufficient evidence of shareholders' holding of shares of the Company. Shareholders shall have rights and obligations according to the category of shares held by them; and shareholders holding the same category of shares shall have the same rights and obligations.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
25	<p>Article 6.5</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the securities authority of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of Overseas-Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>A duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares, the original register of shareholders shall prevail.</p>	<p>Article 6.54</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the securities authority of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of Overseas-Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>A duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares, the original register of shareholders shall prevail.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>Any shareholders recorded in the register of shareholders or any person who requests his name to be recorded in the register of shareholders may apply to the Company for the issuance of new share certificates if the original share certificates are lost. For holders of domestic shares applying for replacement of share certificates, such applications shall be processed in accordance with the relevant provisions of the Company Law. For holders of H shares applying for replacement of share certificates, such applications shall be processed under the provisions of laws, the listing rules, and other relevant regulations of the place where the H shares are listed.</u></p> <p><u>The original copy of the register of shareholders for H shares listed in Hong Kong shall be maintained in Hong Kong and shall be available for inspection by shareholders.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
26	<p>Article 6.6</p> <p>The Company shall have a complete register of shareholders which shall comprise the following parts:</p> <ol style="list-style-type: none"> (1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article); (2) the register of shareholders in respect of the holders of Overseas-Listed Foreign- Invested Shares of the Company which is maintained in the same place as the overseas stock exchange on which the shares are listed; and (3) the register of shareholders which are maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares. 	Deleted
27	<p>Article 6.7</p> <p>Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.</p> <p>Any change or correction to various parts of the register of shareholders shall be made in accordance with the law of the place where such parts of the register of shareholders are maintained.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
28	<p data-bbox="295 336 427 363">Article 6.8</p> <p data-bbox="295 410 829 778">All Overseas-Listed Foreign-Invested Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with this Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognise any instrument of transfer and would not need to provide any reason therefore:</p> <ol data-bbox="295 825 829 1715" style="list-style-type: none"> <li data-bbox="295 825 829 1115">(1) a fee of HK\$2.50 per instrument of transfer or such higher amount agreed from time to time by the Stock Exchange for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares; <li data-bbox="295 1161 829 1304">(2) the instrument of transfer only relates to Overseas-Listed Foreign-Invested Shares listed in Hong Kong; <li data-bbox="295 1351 829 1453">(3) the stamp duty which is chargeable on the instrument of transfer has already been paid; <li data-bbox="295 1500 829 1715">(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; 	<p data-bbox="858 336 1002 363">Article 6.85</p> <p data-bbox="858 410 1393 778">All Overseas-Listed Foreign-Invested Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with this Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognise any instrument of transfer and would not need to provide any reason therefore:</p> <ol data-bbox="858 825 1393 1715" style="list-style-type: none"> <li data-bbox="858 825 1393 1115">(1) a fee of HK\$2.50 per instrument of transfer or such higher amount agreed from time to time by the Stock Exchange for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares; <li data-bbox="858 1161 1393 1304">(2) the instrument of transfer only relates to Overseas-Listed Foreign-Invested Shares listed in Hong Kong; <li data-bbox="858 1351 1393 1453">(3) the stamp duty which is chargeable on the instrument of transfer has already been paid; <li data-bbox="858 1500 1393 1715">(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(5) if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4);</p> <p>(6) the Company does not have any lien on the relevant shares.</p> <p>The transfer of Overseas-Listed Foreign Invested Shares in the Company listed in Hong Kong shall be carried out in writing on normal or standard instruments of transfer or on a form acceptable to the board of directors; and such transfer instrument can also be signed by hand or, if the transferor or transferee is a Hong Kong law recognized securities clearing institution (the “recognized securities clearing institution”) or its representative, the transfer instrument can also be signed in printed mechanical form. All the transfer instruments shall be maintained in the legal address of the Company or other place the board of director may designate from time to time.</p> <p>Any change or correction to various parts of the register of shareholders shall be carried out in accordance with the law of the place where the register of shareholders is maintained.</p>	<p>(5) if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4);</p> <p>(6) the Company does not have any lien on the relevant shares.</p> <p>The transfer of Overseas-Listed Foreign Invested Shares in the Company listed in Hong Kong shall be carried out in writing on normal or standard instruments of transfer or on a form acceptable to the board of directors; and such transfer instrument can also be signed by hand or, if the transferor or transferee is a Hong Kong law recognized securities clearing institution (the “recognized securities clearing institution”) or its representative, the transfer instrument can also be signed in printed mechanical form. All the transfer instruments shall be maintained in the legal address of the Company or other place the board of director may designate from time to time.</p> <p>Any change or correction to various parts of the register of shareholders shall be carried out in accordance with the law of the place where the register of shareholders is maintained.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>The shares of the Company may be transferred in accordance with the law. Restrictions on sale of shares, reductions and other changes in the equity held by shareholders, directors, and senior officers shall comply with the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), listing rules, and other regulatory rules of the place where the Company's shares are listed with respect to changes in shareholding.</u></p> <p><u>All transfers of H shares shall adopt an instrument of transfer in writing in the standard or common form or in any other form acceptable to the board of directors (including the standard form of transfer prescribed by the Hong Kong Stock Exchange from time to time). Such instruments of transfer may only be executed by handwritten signatures or by affixing the valid seal of the company (if the transferor or transferee is a company). Where the transferor or transferee is a recognized clearing house or its agents as defined in the relevant ordinances from time to time in force under Hong Kong laws, the instrument of transfer may be executed by handwritten or by printed signature. All instruments of transfer shall be maintained at the registered office of the Company or at such an address as the board may from time to time determine.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
29	<p>Article 6.10</p> <p>When the Company needs to determine the rights attaching to shares in the Company for the purposes of convening a shareholders' meeting, for dividend distribution, for liquidation or for any other purpose, the board of directors shall decide on a date for the determination of rights attaching to shares in the Company. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such determination date.</p>	<p>Article 6.107</p> <p>When the Company needs to determine the rights attaching to shares <u>identify shareholders of</u> in the Company for the purposes of convening a shareholders' meeting, for dividend distribution, for liquidation or for any other purpose, the board of directors shall decide on a date for the determination of rights attaching to shares in the Company. <u>The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such determination date. the board of directors or the convener of the shareholders' meeting shall determine the date of record, and shareholders whose names appear in the share register after the market is closed at the date of record shall be shareholders entitling to the relevant rights and interests.</u></p>
30	<p>Article 6.11</p> <p>Any person aggrieved and claiming to be entitled to have his name (title) entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
31	<p>Article 6.12</p> <p>Any person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the “original certificate”) relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>Application by a holder of Domestic-Invested Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with the requirements of Article 144 of the Company Law.</p> <p>Application by a holder of Overseas-Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of holders of Overseas-Listed Foreign-Invested Shares is maintained, the rules of the stock exchange or other relevant regulations.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>The issue of a replacement share certificate to a holder of Overseas-Listed Foreign Shares listed in Hong Kong, who has lost his share certificate, shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, stating the grounds upon which the application is made, the circumstances and evidence of the loss; and declaring that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the board of directors.</p>	

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.</p> <p>In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p> <p>(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not have received any challenge from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p> <p>(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p>	

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	(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable security is provided by the applicant therefore.	
32	Article 6.13 Where the Company issues a replacement share certificate pursuant to this Articles of Association and a bona fide purchaser acquires or becomes the registered owner of such shares, his name (title) shall not be removed from the register of shareholders.	Deleted
33	Article 6.14 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a deceitful manner.	Deleted
34	Article 7.1 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the company.	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
35	<p>Article 7.2</p> <p>When there are two or more persons registered as the joint shareholders of any shares, they should be regarded as co-owners of the relevant shares, but limited by the following clauses:</p> <ol style="list-style-type: none"> (1) the Company will not register for more than four persons as the joint shareholders of any shares; (2) all joint shareholders shall jointly and severally be responsible to bear all the relevant payable costs <p>If one of the joint shareholders is deceased, only the other existing shareholders of that relevant shares shall be deemed as the persons who have the ownership of the relevant shares. But the board of directors has the right to require them to provide a certificate of death of the relevant shareholder as necessary for the purpose of modifying the relevant register of shareholders.</p> <p>In respect of any of the joint shareholders of the shares, only the joint shareholders ranking first in the register of shareholders have the right to accept certificates of the relevant shares from the Company, receive notices of the Company, attend and vote at shareholders' general meetings of the Company of all the relevant shares. Any notice which is delivered to the aforesaid shareholder shall be considered as all the joint shareholders of the relevant shares who have been delivered.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
36	<p data-bbox="296 331 826 363">Article 7.3</p> <p data-bbox="296 406 826 512">The shareholders holding ordinary shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> <li data-bbox="296 555 826 661">(1) the right to receive dividends and other distributions in proportion to the number of shares held; <li data-bbox="296 704 826 810">(2) the right to attend or appoint a proxy to attend shareholders' general meetings and to vote thereat; <li data-bbox="296 853 826 1002">(3) the right of supervisory management over the Company's business operations and the right to present proposals or to raise queries; <li data-bbox="296 1044 826 1193">(4) the right to transfer shares in accordance with laws, administrative regulations and provisions of this Articles of Association; <li data-bbox="296 1236 826 1523">(5) the right to obtain relevant information in accordance with the provisions of this Articles of Association, including: <ol style="list-style-type: none"> <li data-bbox="368 1417 826 1523">(i) the right to obtain a copy of this Articles of Association, subject to payment of costs; 	<p data-bbox="858 331 1380 363">Article 7.31</p> <p data-bbox="858 406 1380 512">The shareholders holding ordinary shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> <li data-bbox="858 555 1380 661">(1) the right to receive dividends and other distributions in proportion to the number of shares held; <li data-bbox="858 704 1380 970">(2) the right to <u>request to convene, summon, preside,</u> attend or appoint a proxy to attend shareholders' general meetings and to vote thereat <u>in accordance with the law, and exercise the right to speak and the corresponding voting right;</u> <li data-bbox="858 1012 1380 1161">(3) the right of <u>supervision</u> supervisory management over the Company's business operations and the right to present proposals or to raise queries; <li data-bbox="858 1204 1380 1417">(4) the right to transfer, <u>donate or pledge</u> shares <u>being held</u> in accordance with laws, administrative regulations and provisions of this Articles of Association; <li data-bbox="858 1459 1380 1821">(5) <u>the right to review and copy this Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of board meetings, financial and accounting reports;</u> the right to obtain relevant information in accordance with the provisions of this Articles of Association, including:

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	<p>(ii) the right to inspect and copy, subject to payment of a reasonable fee:</p> <p>(a) all parts of the register of shareholders;</p> <p>(b) personal particulars of each of the Company's directors, supervisors, general manager and other senior officers, including:</p> <p>(aa) present and former name and alias;</p> <p>(bb) principal address (place of residence);</p> <p>(cc) nationality;</p> <p>(dd) primary and all other part-time occupations and duties;</p> <p>(ee) identification documents and the numbers thereof;</p> <p>(c) report on the state of the Company's share capital;</p>	<p>(i) the right to obtain a copy of this Articles of Association, subject to payment of costs;</p> <p>(ii) the right to inspect and copy, subject to payment of a reasonable fee:</p> <p>(a) all parts of the register of shareholders;</p> <p>(b) personal particulars of each of the Company's directors, supervisors, general manager and other senior officers, including:</p> <p>(aa) present and former name and alias;</p> <p>(bb) principal address (place of residence);</p> <p>(cc) nationality;</p> <p>(dd) primary and all other part-time occupations and duties;</p> <p>(ee) identification documents and the numbers thereof;</p> <p>(c) report on the state of the Company's share capital;</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(d) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;</p> <p>(e) minutes of shareholders' general meetings, directors' meetings and supervisors' meetings;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and this Articles of Association.</p>	<p>(d) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;</p> <p>(e) minutes of shareholders' general meetings, directors' meetings and supervisors' meetings;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p><u>(7) where the shareholders vote against the resolution of the shareholders' meeting on merger or division of the Company, the right to request the Company to purchase their shares;</u></p> <p><u>(78) other rights conferred stipulated by laws, administrative regulations, departmental rules, listing rules, securities regulatory rules of the place where the Company's shares are listed, or and this Articles of Association.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
37	Added	<p><u>Article 7.2</u></p> <p><u>If shareholders request to review or copy relevant materials of the Company, the shareholders shall abide by the provisions of the Company Law and other laws and administrative regulations, and shall provide the Company with written documents proving the class and number of shares they hold. Upon verification of the shareholders' status, the Company may provide the shareholders with the relevant materials in accordance with the shareholders' request.</u></p>
38	<p>Article 7.4</p> <p>The shareholders holding ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> (1) to comply with this Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) other obligations imposed by laws, administrative regulations and this Articles of Association. <p>Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.</p>	<p><u>Article 7.43</u></p> <p>The shareholders holding ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> (1) to comply with <u>the provisions of laws, administrative regulations, and this Articles of Association;</u> (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) <u>not to withdraw capital contributions to the share capital except as permitted by laws or regulations;</u> (4) <u>not to abuse the shareholder's right to the detriment of the interests of the Company or other shareholders; not to abuse the independent legal entity status of the Company and the limited liability of shareholders to the detriment of the interests of the Company's creditors;</u>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p>(35) other obligations imposed by laws, administrative regulations, <u>listing rules, other securities regulatory rules of the place where the Company's shares are listed,</u> and this Articles of Association.</p> <p><u>Any shareholder causing losses to the Company or other shareholders by abusing a shareholder's rights shall assume compensatory liability according to the law. Any shareholder that causes serious damage to the interests of creditors of the Company by abusing the Company's independent corporate status and a shareholder's limited liability to evade debts shall be jointly and severally liable for the debts of the Company.</u></p> <p>Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
39	<p>Article 7.5</p> <p>In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <ol style="list-style-type: none"> (1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company; (2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; (3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights (save pursuant to a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with this Articles of Association). 	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
40	<p>Article 7.6</p> <p>For the purpose of the foregoing Article, a “controlling shareholder” means a person who satisfies any one of the following conditions:</p> <p>(1) a person who, acting alone or in concert with others, has the power to elect more than half of the board of directors;</p> <p>(2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
41	<p>Article 8.2</p> <p>The shareholders' general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> (1) to decide on the Company's operational policies and investment plans; (2) to elect and replace directors and supervisors who represent by non-employee representatives, and to decide on matters relating to the remuneration of directors and supervisors; (3) to examine and approve the board of directors' reports; (4) to examine and approve the supervisory committee's reports; (5) to examine and approve the Company's proposed preliminary and final annual financial budgets; (6) to examine and approve the Company's profit distribution plans and loss recovery plans; (7) to decide on the increase or reduction of the Company's registered capital; (8) to decide on matters such as merger, division, dissolution, liquidation and change of form of business of the Company; 	<p>Article 8.2</p> <p>The shareholders' general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> (1) to decide on the Company's operational policies and investment plans; (21) to elect and replace directors and supervisors who represent by non-employee representatives, and to decide on matters relating to the remuneration of directors and supervisors; (32) to examine and approve the board of directors' reports; (4) to examine and approve the supervisory committee's reports; (5) to examine and approve the Company's proposed preliminary and final annual financial budgets; (63) to examine and approve the Company's profit distribution plans and loss recovery plans; (74) to decide on the increase or reduction of the Company's registered capital; (85) to decide on matters such as merger, division, dissolution, liquidation and or change of form of business of the Company;

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	(9) to decide on the issue of debentures by the Company;	(96) to decide on the issue of debentures by the Company;
	(10) to decide on the appointment, dismissal and non-reappointment of the accounting firm of the Company;	(107) to decide on the appointment, dismissal and non-reappointment of the accounting firm <u>that undertakes the auditing business of the</u> Company;
	(11) to amend this Articles of Association;	(118) to amend this Articles of Association;
	(12) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;	(129) to consider motions raised by shareholders who represent 3% <u>1%</u> or more of the total number of voting shares of the Company;
	(13) to decide on the repurchase of share capital of the Company;	(1310) to decide on the repurchase of share capital of the Company;
	(14) to consider the purchases or sale of material assets, or guarantee of the Company within one year in which the amount exceeds 30% of the most recently audited total assets;	(1411) to consider the purchases or sale of material assets, or guarantee of the Company within one year in which the amount exceeds 30% of the most recently audited total assets;
	(15) to consider the external investment of the Company in which the amount of each investment exceeds 3% or more of the most recently audited total assets;	(12) to consider and approve matters <u>concerning the changes of uses of the funds raised;</u>
	(16) to consider share incentive plan;	(1513) to consider the external investment of the Company in which the amount of each investment exceeds 3% or more of the most recently audited total assets;

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	<p>(17) to consider and approve connected transactions which shall be approved at the shareholders' general meeting as required by the laws, administrative regulations, departmental rules, relevant regulatory documents and the securities regulatory authorities in the place where the Company's shares are listed;</p> <p>(18) to decide on other matters which, according to law, administrative regulation or this Articles of Association, need to be approved by shareholders in general meetings;</p> <p>The shareholders in a general meeting may authorize the board of directors to carry out matters on their behalf, or may sub-delegate the carrying out of such matters to the board of directors.</p>	<p>(1614)to consider share incentive plan <u>and employee stock ownership plan</u>;</p> <p>(1715)to consider and approve connected transactions which shall be approved at the shareholders' general meeting as required by the laws, administrative regulations, departmental rules, relevant regulatory documents and the securities regulatory authorities in the place where the Company's shares are listed;</p> <p>(1816)to decide on other matters which, according to law, administrative regulation, <u>departmental rules, relevant regulatory documents and the securities regulatory rules of the place where the Company's shares are listed</u> or this Articles of Association, need to be approved by shareholders in general meetings;</p> <p>The shareholders in a general meeting may authorize the board of directors to carry out matters on their behalf, or may sub-delegate the carrying out of such matters to the board of directors.</p>
42	<p>Article 8.3</p> <p>The Company shall not, without the prior approval of shareholders in a general meeting, enter into any contract with any person (other than a director, supervisor, general manager and other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.</p>	<p>Article 8.3</p> <p><u>Except for special circumstances such as the Company being at a crisis, t</u>The Company shall not, without the prior approval of shareholders <u>by way of special resolution</u> in a general meeting, enter into any contract with any person (other than a director <u>and supervisor</u>, general manager and other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
43	<p>Article 8.4</p> <p>Shareholders' general meetings includes annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors.</p> <p>Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events:</p> <ol style="list-style-type: none"> (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in this Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where shareholder(s) holding 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting; (4) whenever the board of directors deems necessary or the supervisory committee so requests 	<p>Article 8.4</p> <p>Shareholders' general meetings includes annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors.</p> <p>Annual general meetings are held once every year and within six (6) months <u>after</u> from the end of the preceding financial year.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of <u>facts constituting</u> any one of the following events:</p> <ol style="list-style-type: none"> (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in this Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where shareholder(s) holding 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting; <u>where the meeting is requested by a shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company (including preference shares with resumed voting rights);</u>

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		<p>(4) whenever the board of directors deems necessary or the supervisory committee so requests;</p> <p>(5) <u>where the audit committee proposes to convene;</u></p> <p>(6) <u>in accordance with the laws, administrative regulations, departmental rules, listing rules, other securities regulatory rules of the place where the Company is listed or other circumstances stipulated in this Articles of Association.</u></p>
44	Newly added	<p><u>Article 8.5</u></p> <p><u>Upon the premise of ensuring that the shareholders' meeting is legal and effective, the Company may provide convenience for shareholders to participate in the shareholders' meeting, including allowing shareholders to use technology to attend the shareholders' meeting virtually and to vote by electronic means.</u></p>
45	Newly added	<p><u>Article 8.6</u></p> <p><u>The shareholders' meeting shall be convened by the board of directors. The board of directors shall convene the shareholders' meeting on time within the prescribed time limit.</u></p>

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46	Newly added	<p><u>Article 8.7</u></p> <p><u>The audit committee shall propose in writing to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the provisions of laws, administrative regulations and this Articles of Association, issue a written affirmative or negative opinion on convening an extraordinary general meeting within ten (10) days after receiving the request.</u></p> <p><u>If the board of directors agrees to hold the extraordinary general meeting, it will issue a notice of holding a shareholder's meeting within five (5) days after a resolution is made at a meeting of the board of directors, but any modification to the original proposal in the notice shall be subject to the consent of the audit committee.</u></p> <p><u>If the board of directors does not agree to hold the extraordinary general meeting, or provides no feedback within ten (10) days after the proposal is received, it shall be deemed that the board of directors is unable to perform or fails to perform the duty of convening the shareholders' meeting, and the audit committee may convene and preside over the meeting on its own initiative.</u></p>

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47	Newly added	<p><u>Article 8.8</u></p> <p><u>A shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company (including preference shares with resumed voting rights) that request for the holding of an extraordinary general meeting with the board of directors shall request it in writing. The board of directors shall, in accordance with laws, administrative regulations and this Articles of Association, issue a written affirmative or negative opinion on convening an extraordinary general meeting within ten (10) days after receiving the request.</u></p> <p><u>If the board of directors agrees to hold the extraordinary general meeting, the board of directors shall issue a notice of holding a shareholder's meeting within five (5) days after a resolution is made at a meeting of the board of directors. Any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.</u></p> <p><u>If the board of directors disagrees to hold the extraordinary general meeting or provides no feedback within ten (10) days after the request is received, the shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company (including preference shares with resumed voting rights) shall propose the holding of extraordinary general meeting to the audit committee in writing.</u></p>

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		<p><u>If the audit committees agrees to hold the meeting, it shall issue a notice of holding a shareholder's meeting within five (5) days after receiving the request. Any modification to the original request in the notice shall be subject to the consent of the relevant shareholder(s).</u></p> <p><u>If the audit committee fails to issue a notice of holding a shareholders' meeting within the prescribed time limit, it shall be deemed that the audit committee fails to convene and preside over the shareholders' meeting, and a shareholder holding or shareholders aggregately holding 10% or more of the shares (including preference shares with resumed voting rights) of the Company for 90 consecutive days or more may convene and preside over the meeting on its or their own initiative.</u></p>
48	<p>Article 8.5</p> <p>When the Company convenes an annual general meeting, written notice of the meeting shall be given at least twenty (20) clear business days before the date of the meeting, or in the case of an extraordinary general meeting, written notice of the meeting should be given at least ten (10) clear business days or fifteen (15) days, whichever is longer, to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting.</p>	<p>Article 8.59</p> <p>When the Company convenes an annual general meeting, written notice of the meeting <u>by way of public announcements</u> shall be given at least twenty (20) clear business days before the date of the meeting, or in the case of an extraordinary general meeting, written notice of the meeting <u>by way of public announcements</u> should be given at least ten (10) clear business days or fifteen (15) days; whichever is longer, before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
49	<p>Article 8.6</p> <p>When the Company convenes a shareholders' general meeting, shareholder(s) holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such general meeting if they are matters falling within the functions and powers of shareholders in general meetings.</p>	<p>Article 8.610</p> <p>When the Company convenes a shareholders' general meeting, shareholder(s) holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such general meeting if they are matters falling within the functions and powers of shareholders in general meetings.</p> <p><u>At a shareholders' meeting of the Company, the board of directors, the audit committee, and a shareholder holding or shareholders aggregately holding 1% or more (including preference shares with resumed voting rights) of the shares of the Company shall have the right to submit proposals.</u></p> <p><u>A shareholder holding or shareholders aggregately holding 1% or more of the shares (including preference shares with resumed voting rights) of the Company may, ten (10) days before the shareholders' meeting is held, submit an interim proposal to the convener in writing. The convener shall issue a supplementary notice of the shareholders' meeting within two (2) days after receiving the proposal, announce the contents of the proposal, and submit the proposal to the shareholders' meeting for consideration, except for the proposal that violates the provisions of laws, administrative regulations or this Articles of Association, or does not fall under the scope of powers of the shareholders' meeting.</u></p> <p><u>Any proposal not specified in the notice of holding a shareholders' meeting or not complying with this Articles of Association shall not be voted and resolved at the shareholders' meeting.</u></p>

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50	<p>Article 8.8</p> <p>A notice of a meeting of the shareholders of the Company shall satisfy the following criteria:</p> <ol style="list-style-type: none"> (1) be in writing; (2) specify the place, date and time of the meeting; (3) state the matters to be discussed at the meeting; (4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals to be discussed. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to consolidate/repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained; 	<p>Article 8.8¹²</p> <p>A notice of a meeting of the shareholders of the Company shall satisfy the following criteria <u>includes the following</u>:</p> <ol style="list-style-type: none"> (1) be in writing; (2) specify the place, date and time, and <u>duration</u> of the meeting; (3) state the matters <u>and proposals</u> to be discussed at the meeting; (4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals to be discussed. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to consolidate/repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;</p> <p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p>(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;</p> <p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) <u>contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting all holders of ordinary shares (including preference shares with resumed voting rights) are entitled to attend the shareholders' meetings; is and are entitled to appoint in writing one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder of the Company;</u></p> <p><u>(4) the record date for determining shareholders who are entitled to attend the shareholders' meeting;</u></p> <p><u>(5) other information required by the provisions of laws, administrative regulations, departmental rules, relevant normative documents, and the securities regulatory rules of the place where the Company's shares are listed.</u></p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
51	<p>Article 8.9</p> <p>Notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council; after the publication of such announcement, the holders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	Deleted
52	<p>Article 8.10</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
53	<p>Article 8.11</p> <p>Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <ol style="list-style-type: none"> (1) the shareholders' right to speak at the shareholders' general meeting; (2) the right to demand or join in demanding a poll; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll. 	<p>Article 8.113</p> <p>Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <ol style="list-style-type: none"> (1) the shareholders' right to speak at the shareholders' general meeting; (2) the right to demand or join in demanding a poll; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll. <p><u>All holders of ordinary shares registered on the record date are entitled to attend the shareholders' meeting and exercise their voting rights in accordance with the provisions of relevant laws, regulations and this Articles of Association.</u></p> <p><u>Shareholders may attend the shareholders' meeting in person or appoint proxies to attend and vote on their behalf.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
54	Newly added	<p><u>Article 8.15</u></p> <p><u>Individual shareholders who attend the meeting in person shall present their identity cards or other valid documents or certificates that can indicate their identity. A proxy attending the meeting on behalf of another person shall present his valid identity card and the shareholders' power of attorney.</u></p> <p><u>The shareholder that is a legal person shall be represented at the meeting by its legal representative or a proxy appointed by the legal representative. If a legal representative attends the meeting, he or she should produce the identity card and valid proof that he or she is the legal representative. If a proxy attends the meeting, he or she should produce the identity card and a written power of attorney executed by the legal representative in accordance with the law.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
55	Newly added	<p><u>Article 8.16</u></p> <p><u>A power of attorney issued by a shareholder to appoint another person as his or her proxy to attend the shareholders' meetings shall include the following information:</u></p> <p>(1) <u>the name or title of the appointor and the class and quantity of shares held in the Company;</u></p> <p>(2) <u>the name or title of the proxy;</u></p> <p>(3) <u>the specific instructions from the shareholder, including the instructions to vote in favor, against or abstain on each item included in the agenda of the general meeting;</u></p> <p>(4) <u>the signing date and validity period of the power of attorney;</u></p> <p>(5) <u>the signature (or seal) of the appointor; if the appointor is a corporate shareholder, the corporate seal shall be affixed.</u></p> <p><u>Proxies shall produce the power of attorney and identity cards to the Company prior to the shareholders' meeting, and they may only exercise their voting rights upon verification by the Company.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
56	<p>Article 8.13</p> <p>The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.</p> <p>Other than that, if the shareholder is the recognized clearing house or its attorney, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is the individual shareholder of the Company.</p>	<p>Article 8.13⁷</p> <p>The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, If the power of attorney is signed by a person under a power of attorney on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.</p> <p>Other than that, if the shareholder is the recognized clearing house or its attorney, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) <u>(without having to provide the proof of shareholding, notarized authorization and/or further evidence of formal authorization)</u> as if he is the individual shareholder of the Company.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
57	<p>Article 8.16</p> <p>Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p>	<p>Article 8.1620</p> <p>Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p>
58	<p>Article 8.17</p> <p>A shareholder (including a proxy), when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Each share shall have one (1) vote.</p>	<p>Article 8.1721</p> <p>A shareholder (including a proxy), when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Each share shall have one (1) vote. <u>The shares of the Company held by the Company do not have any voting rights and shall not be counted in the total number of voting shares at a general meeting.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
59	<p>Article 8.18</p> <p>At any shareholders' general meeting, a resolution shall be decided by show of hands unless a poll is demanded:</p> <ol style="list-style-type: none"> (1) by the chairman of the meeting; (2) by at least two (2) shareholders present in person or by proxy entitled to vote thereat; (3) by one (1) or more shareholders (including proxies) representing 10 % or more of shares (held solely or in combination) carrying the right to vote at the meeting. <p>Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>	<p>Article 8.1822</p> <p><u>The voting at the shareholders' meeting shall be taken by way of registered poll.</u></p> <p>At any shareholders' general meeting, a resolution shall be decided by show of hands unless a poll is demanded:</p> <ol style="list-style-type: none"> (1) by the chairman of the meeting; (2) by at least two (2) shareholders present in person or by proxy entitled to vote thereat; (3) by one (1) or more shareholders (including proxies) representing 10 % or more of shares (held solely or in combination) carrying the right to vote at the meeting. <p>Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>

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TO THE ARTICLES OF ASSOCIATION**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
60	<p>Article 8.19</p> <p>A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</p>	Deleted
61	<p>Article 8.20</p> <p>On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes need not cast all his votes in the same way.</p> <p>Where any shareholder is, under the listing rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>Article 8.203</p> <p>On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes need not cast all his votes <u>for, against or abstain from voting</u> in the same way.</p> <p>Where any shareholder is, under the listing rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
62	<p>Article 8.21</p> <p>In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.</p>	Deleted
63	<p>Article 8.22</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) election or removal of members of the board of directors and members of the supervisory committee, their remuneration and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by the laws and administrative regulations or by this Articles of Association to be adopted by special resolution. 	<p>Article 8.224</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) election or removal of members of the board of directors and members of the supervisory committee, their remuneration and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; <u>(54)</u> matters other than those which are required by the laws, and administrative regulations, <u>listing rules, securities regulatory rules of the place where the shares are listed,</u> or by this Articles of Association to be adopted by special resolution.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
64	<p>Article 8.23</p> <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation and change of form of business of the Company; (4) amendment of this Articles of Association; (5) any other matter considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, which is of a nature which may have a material impact on the Company and should be adopted by special resolution. 	<p>Article 8.235</p> <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) the increase or reduction <u>in the registered capital of the Company</u> share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (32) the division, merger, dissolution, liquidation and change of form of business of the Company; (43) amendment of this Articles of Association; (54) any other matter <u>prescribed by the provisions of laws, administrative regulations, listing rules, securities regulatory rules of the place where the shares are listed, or this Articles of Associations; and other matters</u> considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, which is of a nature which may have a material impact on the Company and should be adopted by special resolution.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
65	<p>Article 8.24</p> <p>Shareholders who request for the convening of an extraordinary general meeting or a class meeting shall comply with the following procedures:</p> <p>(1) Two (2) or more shareholders holding in aggregate 10 % or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more counterpart requisitions stating the object of the meeting and requiring the board of directors to convene a shareholders' extraordinary general meeting or a class meeting thereof. The board of directors shall as soon as possible proceed to convene the extraordinary general meeting of shareholders or a class meeting thereof after receipt of such requisition(s). The amount of shareholdings referred to above shall be calculated as at the date of deposit of the requisition(s).</p> <p>(2) If the board of directors fails to issue a notice of such a meeting within thirty (30) days from the date of receipt of the requisition(s), the requisitionists may themselves convene such a meeting (in a manner as similar as possible to the manner in which shareholders' meetings are convened by the board of directors) within four (4) months from the date of receipt of the requisition(s) by the board of directors.</p> <p>The Company shall be liable to pay all reasonable compensation for the expenses incurred in convening and holding a meeting by the shareholders as a result of the failure of the board of directors to convene such meeting upon the aforesaid requisitions and such compensation shall be deducted from any payment payable to the directors who are in default of their duties.</p>	Deleted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
66	<p>Article 8.25</p> <p>Shareholders' general meeting shall be convened and chaired by the Chairman of the board of directors. If the Chairman of the board is unable to attend the meeting for any reason, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present at the meeting shall choose one (1) person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the greatest number of voting shares carrying the voting right at the meeting shall be the chairman of the meeting.</p>	<p>Article 8.256</p> <p><u>General meetings shall be presided over by the Chairman of the board of directors. Where the Chairman of the board of directors is unable to or fails to perform his/her duties, the meeting shall be presided over by the director nominated jointly by more than half of directors.</u></p> <p><u>A general meeting convened by the audit committee shall be presided over by the convenor of the audit committee. Where the convenor of the audit committee is unable to or fails to perform his/her duties, a member of the audit committee shall be jointly nominated by more than half of the members to preside over the meeting.</u></p> <p><u>A general meeting convened by shareholder(s) itself/themselves shall be presided over by the conveners or a representative nominated by them.</u></p> <p><u>When a general meeting is held and the chairman of the meeting violates the rules of procedure for the general meeting which makes it impossible for the general meeting to continue, subject to the approval of more than half of the attending shareholders with voting rights, a person may be nominated at the general meeting to act as the chairman of the meeting so as to carry on with the meeting.</u></p> <p>Shareholders' general meeting shall be convened and chaired by the Chairman of the board of directors. If the Chairman of the board is unable to attend the meeting for any reason, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present at the meeting shall choose one (1) person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the greatest number of voting shares carrying the voting right at the meeting shall be the chairman of the meeting.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
67	<p>Article 8.26</p> <p>The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute book.</p>	Deleted
68	<p>Article 8.27</p> <p>If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.</p>	Deleted
69	<p>Article 8.28</p> <p>If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minute book.</p> <p>Resolutions adopted by a shareholders' general meeting shall be included in the minutes of the meeting. The record and minutes shall be signed by directors attending the meeting.</p> <p>Such record and minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's place of residence.</p>	<p>Article 8.287</p> <p>If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minute book.</p> <p>Resolutions adopted by a shareholders' general meeting shall be included in the minutes of the meeting. The record and minutes shall be signed by <u>the chairperson and</u> directors attending the meeting.</p> <p>Such record and minutes, shareholders' attendance lists and proxy forms shall be kept <u>together</u> at the Company's place of residence.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
70	<p>Article 9.4</p> <p>Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 9.3, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“(An) interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <ol style="list-style-type: none"> (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 4.4, a “controlling shareholder” within the meaning of Article 7.6; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 4.4, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class. <p>The quorum for a separate class meeting to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.</p>	<p>Article 9.4</p> <p>Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 9.3, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“(An) interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <ol style="list-style-type: none"> (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 4.4, a “controlling shareholder” <u>of the Company</u> within the meaning of Article 7.6; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 4.4, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class. <p>The quorum for a separate class meeting to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
71	<p>Article 10.1</p> <p>The Company shall have a board of directors, which is accountable and reports to the shareholders’ general meeting. The board of directors shall consist of nine to eleven directors and should appoint one Chairman, among which four to five are independent (non-executive) directors.</p> <p>The Company may have a position of Honorary Chairman when necessary, which should be taken up by a reputable person in the industry. Honorary Chairman is not a member of the board of directors and does not have any power or right to vote on any matters considered by the board of directors.</p>	<p>Article 10.1</p> <p>The Company shall have a board of directors, which is accountable and reports to the shareholders’ general meeting. The board of directors shall consist of nine to eleven directors and should appoint one Chairman, among which four to five are independent (non-executive) directors. <u>At least one-third of the board of directors shall be independent (non-executive) directors, the number of which shall be at least three (3), and the board composition should comply with the requirements in relation to the diversity of board members.</u> <u>The Company can have an employee director in accordance with its needs.</u></p> <p>The Company may have a position of Honorary Chairman when necessary, which should be taken up by a reputable person in the industry. Honorary Chairman is not a member of the board of directors and does not have any power or right to vote on any matters considered by the board of directors.</p>
72	<p>Article 10.2</p> <p>Directors shall be elected at the shareholders’ general meeting each for a term of three (3) years, effective from the date of election. At the expiry of a director’s term, the term is renewable upon re-election.</p>	<p>Article 10.2</p> <p><u>Non-employee directors shall be elected at the shareholders’ general meeting, while the employee director shall be elected by an employee representative meeting, an employee meeting or other democratic forms,</u> each for a term of three (3) years, effective from the date of election. At the expiry of a director’s term, the term is renewable upon re-election.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>The minimal length of the period during which written notice to the Company of the intention to propose a person for election as a director, and during which written notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days.</p> <p>Such period will commence after the despatch of the notice of the meeting scheduled for such election and end no later than 7 days prior to the date of such meeting.</p> <p>The Chairman shall be elected and removed by more than one-half of all of the members of the board of directors. The term of office of each of the Chairman is three (3) years, which term is renewable upon re-election.</p> <p>Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).</p> <p>The external directors (referred to those directors who do not hold positions in the company) shall have sufficient time and necessary knowledge and ability to perform its duties. When an external director performs his duties, the Company must provide necessary information and independent (non-executive) directors may directly report to the shareholders' meeting, the securities regulatory authority under the State Council and other relevant departments thereon.</p> <p>The director is not required to hold shares in the Company.</p>	<p>The minimal length of the period during which written notice to the Company of the intention to propose a person for election as a director, and during which written notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days.</p> <p>Such period will commence after the despatch of the notice of the meeting scheduled for such election and end no later than 7 days prior to the date of such meeting.</p> <p>The Chairman shall be elected and removed by more than one-half of all of the members of the board of directors. The term of office of each of the Chairman is three (3) years, which term is renewable upon re-election.</p> <p>Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any <u>non-employee</u> director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).</p> <p>The external directors (referred to those directors who do not hold positions in the company) shall have sufficient time and necessary knowledge and ability to perform its duties. When an external director performs his duties, the Company must provide necessary information and independent (non-executive) directors may directly report to the shareholders' meeting, the securities regulatory authority under the State Council and other relevant departments thereon.</p> <p>The director is not required to hold shares in the Company.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
73	<p>Article 10.3</p> <p>The board of directors is responsible for formulating strategies, making decisions and preventing risks, and it is accountable to the shareholders in general meeting and exercises the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings; (3) to make decisions on the medium and long-term development of the enterprise and formulate the Company's strategies and development plans, and to determine the Company's business plans and investment proposals; (4) to decide on the major financial matters, and to formulate the Company's preliminary and final annual financial budgets; (5) to formulate the Company's profit distribution proposal (including the payment of final dividend proposal) and loss recovery proposal; (6) to formulate the Company's debt and financial policies, proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures; (7) to draw up the Company's material acquisition, disposal proposals, share repurchase and plans for the merger, division, dissolution or change of form of business of the Company; 	<p>Article 10.3</p> <p>The board of directors is responsible for formulating strategies, making decisions and preventing risks, and it is accountable to the shareholders in general meeting and exercises the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings; (3) to make decisions on the medium and long-term development of the enterprise and formulate the Company's strategies and development plans, and to determine the Company's business plans and investment proposals; (4) to decide on the major financial matters, and to formulate <u>decide on</u> the Company's preliminary and final annual financial budgets; (5) to formulate the Company's profit distribution proposal (including the payment of final dividend proposal) and loss recovery proposal; (6) to formulate the Company's debt and financial policies, proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures; (7) to draw up the Company's material acquisition, disposal proposals, share repurchase and plans for the merger, division, dissolution or change of form of business of the Company;

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(8) to determine the Company's internal management structure and the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;</p> <p>(9) to formulate the selection and appointment plans of the management; to decide on the appointment or removal of the general manager of the Company, to appoint or remove the Company's deputy general managers, financial in-charge and the general counsel based on the recommendations of the general manager; to appoint or remove the secretary of the board of directors; and to formulate the appraisal and compensation administrative measures of the management, and to determine their remuneration, rewards and penalties and to conduct performance appraisal, etc;</p> <p>(10) to formulate the basic management system of the Company;</p> <p>(11) to receive work report submitted by the general manager;</p> <p>(12) to determine the purchases or sale of material assets, or guarantee of the Company in which the amount does not exceed 30% of the total assets of the Company;</p> <p>(13) to determine the external investment of the Company or projects that may have a significant impact on the Company, in which the amount of each investment is 0.6% or more but below 3% of the total assets of the Company;</p>	<p>(8) to determine the Company's internal management structure and <u>staffing</u>, and the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;</p> <p>(9) to formulate the selection and appointment plans of the management; to decide on the appointment or removal of the general manager of the Company, to appoint or remove the Company's deputy general managers, financial in-charge and the general counsel based on the recommendations of the general manager; to appoint or remove the secretary of the board of directors; and to formulate the appraisal and compensation administrative measures of the management, and to determine their remuneration, rewards and penalties and to conduct performance appraisal, etc;</p> <p>(10) to formulate the basic management system of the Company;</p> <p>(11) to receive work report submitted by the general manager;</p> <p>(12) to determine the purchases or sale of material assets, or guarantee of the Company in which the amount does not exceed 30% of the total assets of the Company;</p> <p>(13) <u>to determine the overseas equity investment projects of the Company, in which the amount of each investment is 0.1% or more but no more than 3% of the total assets of the Company;</u> to determine the external investment of the Company <u>other than the overseas equity investment</u> or projects that may have a significant impact on the Company, in which the amount of each investment is 0.6% or more but below 3% of the total assets of the Company;</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	(14) to approve the connected transaction that shall be approved by the board of directors in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange at the place where the shares of the Company are listed and the Articles of Association;	(14) to approve the connected transaction that shall be approved by the board of directors in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange at the place where the shares of the Company are listed and the <u>this</u> Articles of Association;
	(15) to consider and approve the proposals for any amendment of this Articles of Association;	(15) to consider and approve the proposals for any amendment of this Articles of Association;
	(16) to propose the appointment or removal of the Company’s auditors to the general meetings of the shareholders;	(16) to propose the appointment or removal of the Company’s auditors to the general meetings of the shareholders;
	(17) except matters that the Company Law and this Articles of Association require to be resolved by the shareholders in general meeting, to decide on other important and administrative matters of the Company and to execute other important agreements;	(17) except matters that the Company Law and this Articles of Association require to be resolved by the shareholders in general meeting, to decide on other important and administrative matters of the Company and to execute other important agreements;
	(18) to consider and approve the material operation and management matters of the Company;	(18) to consider and approve the material operation and management matters of the Company;
	(19) to consider and approve the material matters relating to remuneration management, including the determination mechanism for total amount of salary, etc;	(19) to consider and approve the material matters relating to remuneration management, including the determination mechanism for total amount of salary, etc;

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(20) to determine other matters that shall be decided by the board of directors as required by the laws, administrative regulations, and the listing rules of the stock exchange at the place where the shares of the Company are listed, and to exercise other powers conferred by the shareholders in general meetings and this Articles of Association.</p> <p>The board of directors shall conduct risk analysis and adopt necessary measures for risk prevention when making material operational decisions. Other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (15) of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.</p>	<p><u>(20) to provide financial assistance for the acquisition of shares in the Company or its parent company for the interests of the Company;</u></p> <p><u>(21) to perform the duties of corporate governance prescribed under the Corporate Governance Code of the Listing Rules;</u></p> <p>(202) to determine other matters that shall be decided by the board of directors as required by the laws, administrative regulations, and the listing rules of the stock exchange at the place where the shares of the Company are listed, and to exercise other powers conferred by the shareholders in general meetings and this Articles of Association.</p> <p>The board of directors shall conduct risk analysis and adopt necessary measures for risk prevention when making material operational decisions. Other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (15) <u>(20)</u> of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.</p>
74	<p>Article 10.5</p> <p>The Chairman of the board of directors shall exercise the following powers:</p> <p>(1) to chair shareholders' general meetings and to convene and chair meetings of the board of directors;</p>	<p>Article 10.5</p> <p>The Chairman of the board of directors shall exercise the following powers:</p> <p>(1) to chair shareholders' general meetings and to convene and chair meetings of the board of directors;</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(2) to check on the implementation of resolutions passed by the board of directors at directors' meetings;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to exercise other powers conferred by the board of directors.</p> <p>When the Chairman is unable to exercise his powers, such powers shall be exercised by a director who has been designated by the Chairman to exercise such powers on his behalf.</p>	<p>(2) to <u>supervise and</u> check on the implementation of resolutions passed by the board of directors at directors' meetings;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to exercise other powers conferred by the board of directors.</p> <p>When the Chairman is unable to <u>perform</u> exercise his powers <u>duties</u>, such powers shall be exercised by a director who has been designated by the Chairman to exercise such powers on his behalf <u>more than half of the directors may jointly nominate a director to perform the duties.</u></p>
75	<p>Article 10.6</p> <p>Meetings of the board of directors shall be held at least twice every year and shall be convened by the Chairman of the board of directors. All of the directors and supervisors should be notified about the meeting ten (10) days beforehand.</p> <p>Where there is an urgent matter, an extraordinary meeting of the board of directors may be held if it is so requested by shareholders aggregately holding more than one-tenth of voting shares, proposed by at least one-third of directors, the supervisors or the general manager of the Company, not subject to the provisions of Article 10.7 on notice of the meetings.</p>	<p>Article 10.6</p> <p>Meetings of the board of directors shall be held at least twice <u>four times</u> every year and shall be convened by the Chairman of the board of directors. All of the directors and supervisors should be notified about the <u>regular meeting of the board</u> ten (10) <u>fourteen (14)</u> days beforehand.</p> <p>Where there is an urgent matter, a <u>An</u> extraordinary meeting of the board of directors may be held if it is so requested by shareholders aggregately holding more than one-tenth of voting shares, proposed by at least one-third of directors, the supervisors <u>the audit committee</u> or the general manager of the Company, not subject to the provisions of Article 10.7 on notice of the meetings, <u>but directors should still be given reasonable notice of the extraordinary meeting. The Chairman of the board of directors shall convene and preside over the meeting within ten (10) days upon receipt of the proposal.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
76	<p>Article 10.9</p> <p>A board of directors’ meeting shall only be convened if more than half of the directors are present (including any directors appointed pursuant to Article 10.10 to attend the meeting as the representatives of other directors).</p> <p>Each director shall have one vote. The resolutions of the board of directors shall be passed by more than half of all the board of directors.</p> <p>In the case of equal division of votes, the Chairman of the board of directors is entitled to a casting vote.</p>	<p>Article 10.9</p> <p>A board of directors’ meeting shall only be convened if more than half of the directors are present (including any directors appointed pursuant to Article 10.10 to attend the meeting as the representatives of other directors).</p> <p>Each director shall have one vote. The resolutions of the board of directors shall be passed by more than half of all the board of directors.</p> <p>In the case of equal division of votes, the Chairman of the board of directors is entitled to a casting vote.</p>
77	<p>Article 10.10</p> <p>Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the scope of the authorization.</p> <p>A Director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed the representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p>	<p>Article 10.10</p> <p>Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the scope of the authorization <u>the proxy director’s name, matters and scope of authorization, and validity period, and shall be signed or affixed a seal by the appointor.</u></p> <p>A Director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed the representative to attend the meeting on his behalf, he is shall be deemed to have waived his right to vote at the meeting.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
78	<p>Article 10.11</p> <p>The board of directors shall keep minutes of resolutions passed at meetings of the board of directors. The minutes shall be signed by the directors present at the meeting and the person who recorded the minutes. Opinions of the independent (non-executive) directors shall be clearly stated in the resolutions of the board of directors. The minutes of board meetings shall be kept at the premises of the Company in the PRC and the directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or this Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability.</p>	<p>Article 10.11</p> <p>The board of directors shall keep minutes of resolutions passed at meetings of the board of directors. The minutes shall be signed by the directors present at the meeting and the person who recorded the minutes. Opinions of the independent (non-executive) directors shall be clearly stated in the resolutions <u>minutes</u> of the board meetings of directors. The minutes of board meetings shall be kept at the premises of the Company in the PRC and the directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or this Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability.</p>
79	<p>Article 10.13</p> <p>A director shall abstain from voting on any board resolution approving any proposal in which he or any of his associates (as defined under the Listing Rules) has a material interest, nor shall he be counted in the quorum present at the meeting.</p>	<p>Article 10.13</p> <p>A director shall abstain from voting on any board resolution approving any proposal in which he or any of his associates (as defined under the Listing Rules) has a material interest, nor shall he be counted in the quorum present at the meeting.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
80	Newly added	<p><u>Article 12.1</u></p> <p><u>The board of directors of the Company sets up an audit committee to exercise the powers and functions of the supervisory committee as prescribed in the Company Law and relevant regulatory rules of the place where the shares are listed, and there shall be no supervisors or supervisory committee.</u></p>
81	<p>Article 12.1</p> <p>According to its needs, the board of directors can set up board committees such as audit committee, remuneration committee and nomination committee. The board of directors shall seek the advice from the relevant committee(s) before approving such relevant resolutions.</p>	<p><u>Article 12.12</u></p> <p>According to its needs, t<u>The board of directors can sets up board committees such as audit committee, remuneration committee, and nomination committee, and other board committees according to its needs.</u> The board of directors shall seek the advice from the relevant committee(s) before approving such relevant resolutions.</p>
82	<p>Article 13.1</p> <p>The Company shall have one general manager (i.e, president), and one chief financial officer, who shall be appointed or dismissed by the board of directors.</p>	<p>Article 13.1</p> <p>The Company shall have one general manager (i.e, president), and one chief financial officer, who shall be appointed or dismissed by the board of directors.</p>
83	<p>Article 13.3</p> <p>The general manager and other senior officers shall be responsible for business operation, decision implementation and management improvement. The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p>	<p>Article 13.3</p> <p>The general manager and other senior officers shall be responsible for business operation, decision implementation and management improvement. The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(1) to be in charge of the Company's production, operation and management and to organize the implementation of the resolutions of the board of directors;</p> <p>(2) to research, formulate and adjust the medium and long-term development strategies and plans of the Company in accordance with changes in markets and seek the approval from the board of directors pursuant to the provisions of the Articles of Association;</p> <p>(3) to organize the implementation of the Company's annual business plan and investment proposal;</p> <p>(4) to draft plans for the establishment of the Company's internal management structure;</p> <p>(5) to draft plans for the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;</p> <p>(6) to draft the Company's basic management system;</p> <p>(7) to formulate basic rules and regulations for the Company;</p> <p>(8) to propose the appointment or dismissal of the deputy general managers and financial in-charge and the general counsel of the Company;</p> <p>(9) to appoint or dismiss the relevant management personnel other than those required to be appointed or dismissed by the board of directors;</p>	<p>(1) to be in charge of the Company's production, operation and management, and to organize the implementation of the resolutions of the board of directors, <u>and to report to the board of directors;</u></p> <p>(2) to research, formulate and adjust the medium and long-term development strategies and plans of the Company in accordance with changes in markets and seek the approval from the board of directors pursuant to the provisions of the Articles of Association;</p> <p>(3) to organize the implementation of the Company's annual business plan and investment proposal;</p> <p>(4) to draft plans for the establishment of the Company's internal management structure;</p> <p>(5) to draft plans for the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;</p> <p>(6) to draft the Company's basic management system;</p> <p>(7) to formulate basic <u>specific</u> rules and regulations for the Company;</p> <p>(8) to propose the appointment or dismissal of the deputy general managers and financial in-charge and the general counsel of the Company;</p> <p>(9) to appoint or dismiss the relevant management personnel other than those required to be appointed or dismissed by the board of directors;</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(10) other powers conferred by this Articles of Association and the board of directors.</p> <p>In exercising the above-mentioned powers, the general manager shall seek advice from the Party Committee of the Company in advance for those matters within the scope of major issues involving decision-making of the Party Committee of the Company.</p>	<p>(10) other powers conferred by this Articles of Association and the board of directors.</p> <p>In exercising the above-mentioned powers, the general manager shall seek advice from the Party Committee of the Company in advance for those matters within the scope of major issues involving decision-making of the Party Committee of the Company.</p>
84	Chapter 14 Supervisory Committee	Deleted
85	<p style="text-align: center;">Article 14.1</p> <p>The Company shall have a supervisory committee.</p>	Deleted
86	<p style="text-align: center;">Article 14.2</p> <p>The supervisory committee shall comprise of three (3) supervisors, of which one (1) is the chairman of the supervisory committee. Each supervisor shall serve for a term of three (3) years, which is renewable upon re-election and re-appointment.</p> <p>The election or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of two-thirds or more of the members of the supervisory committee.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
87	<p>Article 14.3</p> <p>The supervisory committee shall include one (1) supervisor who shall represent the shareholders, one (1) independent supervisor and one (1) supervisor who shall represent the employees. Supervisor who represents the shareholders and independent supervisor shall be elected or removed by the shareholders in general meetings, and the supervisor who represents employees shall be elected or removed by the employees of the Company democratically.</p>	Deleted
88	<p>Article 14.4</p> <p>The directors, general manager, deputy general managers, secretary of the board of directors and financial in-charge of the Company shall not act concurrently as supervisors.</p>	Deleted
89	<p>Article 14.5</p> <p>Meetings of the supervisory committee shall be held at least twice every year and shall be convened by the chairman of the supervisory committee. All of the supervisors should be notified about the meeting ten (10) days beforehand. Where there is an urgent matter, an extraordinary meeting of the supervisory committee may be held if it is so requested by one-third or more of supervisors, not subject to the below provisions on notice of the meetings.</p> <p>Meetings of supervisory committee shall basically be held in the legal address of the Company, but the meetings can also be held in other place in the PRC as determined by the supervisory committee.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>Notice of meetings of the supervisory committee shall be delivered as follows:</p> <p>(1) For regular meetings of the supervisory committee of which the time and venue have been stipulated by the supervisory committee beforehand, no notice of the convening of such meetings will be needed.</p> <p>(2) For meetings of the supervisory committee of which the time and venue have not been decided by the supervisory committee beforehand, the chairman of supervisory committee shall notify the supervisors of the time and venue of such meeting at least 10 days but at most 30 days in advance by telex, by telegram, by facsimile, by express delivery service or by registered mail or in person, unless otherwise provided for in first paragraph of this Article.</p> <p>(3) Notice of meetings may be served in Chinese, with an English translation attached thereto when necessary, and in each case accompanied by a meeting agenda. A supervisor may waive his/her right to receive notice of supervisory committee.</p> <p>Notice of a meeting shall be deemed to have been given to any supervisor who attends the meeting without protesting against, before or at the commencement of the meeting.</p>	

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
90	<p>Article 14.6</p> <p>The supervisory committee shall be accountable to the shareholders in a general meeting and shall exercise the following functions and powers in accordance with law:</p> <ol style="list-style-type: none"> (1) to review the Company's financial position; (2) to supervise the directors, general manager, and other senior officers to ensure that they do not act in contravention of any law, regulation or this Articles of Association; (3) to demand any director, general manager and other senior officer who acts in a manner which is harmful to the Company's interest to rectify such behaviour; (4) to check the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' general meetings and to authorize, in the Company's name, publicly certified accountants and practising auditors to assist in the re-examination of such information should any doubt arise in respect thereof; (5) to propose to convene an extraordinary general meeting; (6) to propose to convene a meeting of board of directors; (7) to represent the Company in negotiations with or in bringing actions against a director; 	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(8) other functions and powers specified in this Articles of Association.</p> <p>The supervisory committee may provide its opinions on the appointment of accounting firm by the Company, may appoint another accounting firm in the name of the Company when necessary to examine financial affairs of the Company independently, and may directly report relevant information to the securities authorities of the State Council and other relevant authorities.</p> <p>Independent supervisors shall report independently to the shareholders' meeting on whether the senior officers perform their duties honestly and diligently.</p> <p>Supervisors shall be entitled to be in attendance in meetings of the board of directors.</p>	
91	<p>Article 14.7</p> <p>Meetings of supervisory committee can only be held when all of the supervisors attend. When extraordinary meeting of supervisory committee is held under exceptional circumstances and there are supervisors who are unable to attend, the quorum of such meeting can be decreased to three-fifth of all of the supervisors.</p> <p>Resolutions of the supervisory committee must be passed by votes representing more than two-thirds of the members of the supervisory committee.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
92	Article 14.8 All reasonable fees incurred in respect of the employment of professionals (such as, lawyers, certified public accountants or practising auditors) which are required by the supervisory committee in the exercise of its functions and powers shall be borne by the Company.	Deleted
93	Article 14.9 A supervisor shall carry out his duties honestly and faithfully in accordance with laws, administrative regulations and this Articles of Association.	Deleted
94	Chapter 15 The Qualifications and Duties of the Directors, Supervisors, General Manager and Other Senior Officers of the Company	Chapter 1514 The Qualifications and Duties of the Directors, Supervisors, General Manager and Other Senior Officers of the Company
95	Article 15.1 A person may not serve as a director, supervisor, general manager or any other senior officer of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct;	Article 15.114.1 A person may not serve as a director, supervisor, general manager or any other senior officer of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct;

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which disrupt the social economic order, where less than a term of five (5) years has lapsed since the sentence was served, or a person who has been deprived of his political rights and not more than five (5) years have lapsed since the sentence was served;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable therefor, where less than three (3) years have elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has a relatively large amount of debts which have become overdue;</p> <p>(6) a person who is currently under investigation by judicial organs for violation of criminal law;</p>	<p>(2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other <u>conducts</u> crimes which disrupt the social economic order <u>socialist market economy</u>, where less than a term of five (5) years has lapsed since the sentence was served, or a person who has been deprived of his political rights and not more than five (5) years have lapsed since the sentence was served, <u>or a person who has been ordered suspended sentence and not more than two (2) years have lapsed since the probation period was expired;</u></p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law <u>or was ordered to close down</u>, and who are personally liable therefor, where less than three (3) years have elapsed since the date of the revocation of the business license <u>or the date of being ordered to close down;</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;</p> <p>(8) a person other than a natural person;</p> <p>(9) a person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of such conviction.</p>	<p>(5) a person who has a relatively large amount of debts which have become overdue <u>and has been listed as a judgment defaulter subject to enforcement by the People's Court;</u></p> <p>(6) a person who is currently under investigation by judicial organs for violation of criminal law;</p> <p>(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;</p> <p>(8) a person other than a natural person;</p> <p>(9) a person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of such conviction.</p> <p><u>If a director or senior officer is elected, engaged or appointed in violation of the provisions of this Article, such election, engagement, or appointment shall be void. If the director or senior officer violates the provisions of this Article during his or her term of office, the Company shall terminate his or her position.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
96	<p>Article 15.3</p> <p>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors, general manager and other senior officers owes a duty to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:</p> <ol style="list-style-type: none"> (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly and in the best interests of the Company; (3) not to expropriate the Company's property in any way, including (but not limited to) usurpation of opportunities which benefit the Company; (4) not to expropriate the individual rights of shareholders, including (but not limited to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with this Articles of Association. 	<p>Article 154.3</p> <p>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors, general manager and other senior officers owes a duty to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:</p> <ol style="list-style-type: none"> (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly and in the best interests of the Company; (3) not to expropriate the Company's property in any way, including (but not limited to) usurpation of opportunities which benefit the Company; (4) not to expropriate the individual rights of shareholders, including (but not limited to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with this Articles of Association. <p><u>Directors shall comply with the provisions of laws, administrative regulations and this Articles of Association, owe the duty of loyalty to the Company, and take measures to avoid conflicts between their own interests and the interests of the Company. Directors shall not utilize their powers to gain illegitimate benefits.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>Directors owe the following duties of loyalty to the Company:</u></p> <p>(1) <u>not to misappropriate the Company's property or funds;</u></p> <p>(2) <u>not to deposit the Company's funds into an account in his own name or any other individual's name;</u></p> <p>(3) <u>not to use his position to bribe or receive other illegal income;</u></p> <p>(4) <u>not to directly or indirectly enter into contracts or trade with the Company without reporting to the board of directors or the shareholders' meeting and having a resolution passed by the board meeting or the shareholders' meeting in accordance with the provisions of this Articles of Association;</u></p> <p>(5) <u>not to take advantage of his position to seek for his own or for others the business opportunities that should belong to the Company, except when such business opportunities have been reported to the board or the shareholders' meeting and have been approved by a resolution of the shareholders' meeting, or when the Company is unable to take advantage of such business opportunities in accordance with the provisions of laws, administrative regulations or this Articles of Association;</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p>(6) <u>not to operate similar business of the Company for his own or for others without reporting to the board of directors or the shareholders' meeting and obtaining a resolution from the shareholders' meeting;</u></p> <p>(7) <u>not to take commissions on the transactions between others and the Company for themselves;</u></p> <p>(8) <u>not to disclose the company's confidential information without authorization;</u></p> <p>(9) <u>not to take advantage of his affiliated relationships to harm the interests of the Company; and</u></p> <p>(10) <u>other duties of loyalty stipulated by the provisions of laws, administrative regulations, departmental rules, listing rules, other securities regulatory rules of the place where the Company's shares are listed, and this Articles of Association;</u></p> <p><u>Any income obtained by a director in violation of this Article shall belong to the Company. Where such violation causes losses to the Company, the director shall be liable for compensation.</u></p> <p><u>Sub-paragraph 4 of paragraph 2 of this Article shall apply to the contracts or transactions entered into between the Company and close relatives of directors and senior officers, corporates directly or indirectly controlled by directors, senior officers or their close relatives, and associates having other relevant connections with directors and senior officers.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
97	<p>Article 15.4</p> <p>Each of the Company’s directors, supervisors, general manager and other senior officers owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>Article 15<u>4</u>.4</p> <p>Each of the Company’s directors, supervisors, general manager and other senior officers owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p> <p><u>Directors, general managers and other senior officers shall comply with the provisions of laws, administrative regulations and this Articles of Association, and shall owe the duty of diligence to the Company, performing their duties with the reasonable care that managers usually take for the best interests of the Company.</u></p> <p><u>The directors owe the following duties of diligence to the Company:</u></p> <p>(1) <u>to exercise the rights granted by the Company conscientiously and diligently to ensure that the Company’s business practices comply with the provisions of laws and administrative regulations as well as the requirements of national economic policies, and that the business activities do not exceed the scope of business specified in the business license;</u></p> <p>(2) <u>to treat all shareholders fairly;</u></p> <p>(3) <u>to promptly understand the Company’s business operation and management status;</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>(4) to sign a written confirmation on the Company's periodic reports to ensure that the information disclosed by the Company is true, accurate and complete;</u></p> <p><u>(5) to truthfully provide the audit committee with relevant information and materials, and shall not hinder the audit committee from exercising its powers;</u></p> <p><u>(6) to fulfill other duties of diligence stipulated by the provisions of laws, administrative regulations, departmental rules, listing rules, other securities regulatory rules of the place where the Company's shares are listed and this Articles of Association.</u></p>
98	<p>Article 15.5</p> <p>Each of the Company's directors, supervisors, general manager and other senior officers shall exercise his powers or perform his duties in accordance with the fiduciary principle; and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) discharging the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to act within the scope of his powers and not to exceed such powers;</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(5) unless otherwise provided for in this Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) not to use the Company's property for his own benefit, without the informed consent of the shareholders given in a general meeting;</p> <p>(7) not to exploit his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (but not limited to) opportunities which benefit the Company;</p> <p>(8) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;</p>	

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(9) to comply with this Articles of Association, to perform his official duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests;</p> <p>(10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;</p> <p>(11) not to misappropriate the Company's funds or to lend such funds to any other person, not to use the Company's assets to set up deposit accounts in his own name or in any other name or to use such assets to guarantee the debts of a shareholder of the Company or any other personal liabilities;</p> <p>(12) not to release any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <p style="padding-left: 40px;">(i) disclosure is made under compulsion of law;</p> <p style="padding-left: 40px;">(ii) public interests so warrants;</p> <p style="padding-left: 40px;">(iii) the interests of the relevant director, supervisor, general manager or other senior officer so requires.</p>	

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
99	<p>Article 15.6</p> <p>Each director, supervisor, general manager and other senior officer of the Company shall not direct the following persons or institutions (“associates”) to act in a manner which he is prohibited from so acting:</p> <ol style="list-style-type: none"> (1) the spouse or minor child of the director, supervisor, general manager or other senior officer; (2) the trustee of the director, supervisor, general manager or other senior officer or of any person described in sub-paragraph (1) above; (3) the partner of that director, supervisor, general manager or other senior officer or any person referred to in sub-paragraphs (1) and (2) of this Article; (4) a company in which that director, supervisor, general manager or other senior officer, whether alone or jointly with one (1) or more of the persons referred to in sub- paragraphs (1), (2) and (3) of this Article and other directors, supervisors, general manager and other senior officers, has de facto controlling interest; (5) the directors, supervisors, general manager and other senior officers of a company which is being controlled in the manner set out in sub-paragraph (4) above. 	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
100	<p>Article 15.7</p> <p>The fiduciary duties of the directors, supervisors, general manager and other senior officers of the Company do not necessarily cease with the termination of their tenure. The duty of confidentiality in respect of trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the circumstances and the terms under which the relationship between the relevant director, supervisor, general manager and other senior officer on the one hand and the Company on the other hand was terminated.</p>	Deleted
101	<p>Article 15.8</p> <p>Except as stipulated under Article 7.5 hereof, a director, supervisor, general manager or other senior officer of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting.</p>	Deleted
102	<p>Article 15.9</p> <p>Where a director, supervisor, general manager or other senior officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the board of directors.</p>	<p>Article 15.9 <u>14.5</u></p> <p>Where a director, supervisor, general manager or other senior officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the board of directors.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>If a director or his/her associate has a material interest in any contract, transaction, arrangement or other matters that requires the approval of the board of directors, the relevant director shall not vote for the relevant matter at the meeting of the board of directors, and shall not be listed in the quorum of the meeting. (the limitation under this paragraph is not applied to the circumstances permitted by the listing rules or the Hong Kong Stock Exchange).</p> <p>Unless the interested director, supervisor, general manager or other senior officer discloses his interests in accordance with the preceding subparagraph of this Article and he is not counted as part of the quorum and refrains from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, general manager or other senior officer.</p> <p>A director, supervisor, general manager or other senior officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</p>	<p>If a director or his/her associate has a material interest in any contract, transaction, arrangement or other matters that requires the approval of the board of directors, the relevant director shall not vote for the relevant matter at the meeting of the board of directors, and shall not be listed in the quorum of the meeting. (the limitation under this paragraph is not applied to the circumstances permitted by the listing rules or the Hong Kong Stock Exchange).</p> <p>Unless the interested director, supervisor, general manager or other senior officer discloses his interests in accordance with the preceding subparagraph of this Article and he is not counted as part of the quorum and refrains from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, general manager or other senior officer.</p> <p>A director, supervisor, general manager or other senior officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
103	<p>Article 15.10</p> <p>Where a director, supervisor, general manager or other senior officer of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.</p>	Deleted
104	<p>Article 15.11</p> <p>The Company shall not pay taxes for or on behalf of a director, supervisor, general manager or other senior officer in any manner.</p>	<p>Article 15.11 <u>14.6</u></p> <p>The Company shall not pay taxes for or on behalf of a director, supervisor, general manager or other senior officer in any manner.</p>
105	<p>Article 15.12</p> <p>The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor, general manager or other senior officer of the Company or of the Company's holding company or any of their respective associates. The foregoing prohibition shall not apply to the following circumstances:</p> <p>(1) the provision by the Company of a loan or a guarantee in connection with the making of a loan to its subsidiary;</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds available to any of its directors, supervisors, general manager and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in a general meeting;</p> <p>(3) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, general manager and other senior officers or their respective associates in the ordinary course of its business on normal commercial terms.</p>	
106	<p>Article 15.14</p> <p>A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 15.12(1) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(1) the guarantee was provided in connection with a loan which was made to an associate of any of the directors, supervisors, general manager and other senior officers of the Company or of the Company's holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan; or</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	(2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.	
107	<p>Article 15.16</p> <p>In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager or other senior officer of the Company breaches the duties which he owes to the Company, the Company has a right:</p> <p>(1) to demand such director, supervisor, general manager or other senior officer to compensate it for losses sustained by the Company as a result of such breach;</p> <p>(2) to rescind any contract or transaction which has been entered into between the Company and such director, supervisor, general manager or other senior officer or between the Company and a third party (where such third party knows or should have known that such director, supervisor, general manager other senior officer representing the Company has breached his duties owed to the Company);</p> <p>(3) to demand such director, supervisor, general manager or other senior officer to account for profits made as result of the breach of his duties;</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(4) to recover any monies which should have been received by the Company and which were received by such director, supervisor, general manager or other senior officer instead, including (without limitation) commissions; and</p> <p>(5) to demand repayment of interest earned or which may have been earned by such director, supervisor, general manager or other senior officer on monies that should have been paid to the Company.</p>	
108	<p>Article 15.17</p> <p>The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments include:</p> <p>(1) emoluments in respect of his service as director, supervisor or senior officer of the Company;</p> <p>(2) emoluments in respect of his service as director, supervisor or senior officer of any subsidiary of the Company;</p> <p>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(4) payment by way of compensation for loss of office, or as consideration for or in connection with the retirement of such directors and supervisors.</p> <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</p>	
109	<p>Article 15.18</p> <p>The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the Company’s directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement.</p> <p>For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <p>(1) an offer made by any person to all shareholders;</p> <p>(2) an offer made by any person for purpose of becoming a “controlling shareholder”. The “controlling shareholder” in this paragraph shall have the same meaning as the one used in Article 7.6 hereof.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>If the relevant director or supervisor does not comply with this Article, any fee so received by him shall belong to those persons who have sold their shares as a result of accepting such offer. The expenses incurred in distributing such fee on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such fee.</p>	
110	<p>Article 16.1</p> <p>The Company shall establish the Party Committee consisting of one secretary and several other members. Eligible members of the Party Committee may join the board of directors, the supervisory committee and the management through legal procedures, and eligible Party members in the board of directors, the supervisory committee and the management may join the Party Committee in accordance with relevant regulations and procedures. The Company shall establish the discipline committee in accordance with relevant regulations.</p>	<p>Article 16<u>5</u>.1</p> <p>The Company shall establish the Party Committee consisting of one secretary and several other <u>Party Committee</u> members. Eligible members of the Party Committee may join the board of directors; the supervisory committee and the management through legal procedures, and eligible Party members in the board of directors; the supervisory committee and the management may join the Party Committee in accordance with relevant regulations and procedures. The Company shall establish the discipline committee in accordance with relevant regulations.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
111	<p>Article 16.2</p> <p>The Party Committee of the Company shall perform its duties in accordance with the internal laws and regulations of the Party including the Constitution of the Communist Party of China and the Regulations on the Work at Primary-level Party Organizations of State-owned Enterprises of the Communist Party of China (Trial).</p> <p>(1) to ensure and supervise the Company's implementation of policies and guidelines of the Communist Party of China and the State, and implement major strategic decisions of the Central Committee of the Communist Party of China and the State Council, as well as important work arrangements of the Party committee of the State-owned Assets Supervision and Administration Commission of the State Council and the Party organizations of higher levels;</p> <p>(2) to uphold a principle combining the principle of management of cadres by the Party, the board of directors' legitimate right to appoint the management, and the management's legitimate right to staffing; to consider and opine on the candidates nominated by the board of directors or the general manager of the Company, or recommend nominees to the board of directors or the general manager of the Company; to evaluate the proposed candidates in conjunction with the board of directors, and to collectively consider and provide relevant suggestions;</p>	<p>Article 16.215.2</p> <p>The Party Committee of the Company shall perform its duties in accordance with the internal laws and regulations of the Party including the Constitution of the Communist Party of China and the Regulations on the Work at Primary-level Party Organizations of State-owned Enterprises of the Communist Party of China (Trial).</p> <p>(1) to ensure and supervise the Company's implementation of policies and guidelines of the Communist Party of China and the State, and implement major strategic decisions of the Central Committee of the Communist Party of China and the State Council, as well as important work arrangements of the Party committee of the State-owned Assets Supervision and Administration Commission of the State Council and the Party organizations of higher levels;</p> <p>(2) to uphold a principle combining the principle of management of cadres by the Party, the board of directors' legitimate right to appoint the management, and the management's legitimate right to staffing; to consider and opine on the candidates nominated by the board of directors or the general manager of the Company, or recommend nominees to the board of directors or the general manager of the Company; to evaluate the proposed candidates in conjunction with the board of directors, and to collectively consider and provide relevant suggestions;</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(3) to consider and discuss matters on the reform, development and stability of the Company, major operation and management matters as well as key issues involving the vital interests of employees, and provide relevant suggestions;</p> <p>(4) to take responsibility for comprehensive and strict management of the Party; to lead the ideological and political work, united front work, construction of spiritual civilization, construction of enterprise culture, and the work of the labour union, the Communist Youth League and other groups and organizations of the Company; to lead the improvement of conduct and uphold the integrity of the Party, and to support the supervision work by the discipline committee of the Party.</p>	<p>(3) to consider and discuss matters on the reform, development and stability of the Company, major operation and management matters as well as key issues involving the vital interests of employees, and provide relevant suggestions;</p> <p>(4) to take responsibility for comprehensive and strict management of the Party; to lead the ideological and political work, united front work, construction of spiritual civilization, construction of enterprise culture, and the work of the labour union, the Communist Youth League and other groups and organizations of the Company; to lead the improvement of conduct and uphold the integrity of the Party, and to support the supervision work by the discipline committee of the Party.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>The Party Committee of the Company shall play a core leadership role, setting direction, managing the overall situation and ensuring the implementation, and discuss and decide the major issues of the Company in accordance with regulations. The main duties include:</u></p> <p>(1) <u>enhancing the political building of the Party in the Company, adhering to and implementing the fundamental system, basic system and important system of socialism with Chinese characteristics, as well as educating and guiding all Party members to closely align with the Party Central Committee with Comrade Xi Jinping at its core in terms of the political stance, direction, principles and path;</u></p> <p>(2) <u>thoroughly studying and implementing Xi Jinping Thought on Socialism with Chinese characteristics for a new era, learning and propagating the Party's theory, thoroughly implementing the Party's line, principles and policies, as well as supervising and guaranteeing the implementation of major strategy deployments of the Party Central Committee and the resolutions of the Party organisation at higher levels in the Company;</u></p> <p>(3) <u>investigating and discussing the significant operation and management matters of the Company and supporting the shareholders' general meeting, the board of directors, and the management to exercise their rights and perform their duties in accordance with the laws;</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p>(4) <u>strengthening the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;</u></p> <p>(5) <u>undertaking the main responsibility of improving Party conduct and upholding integrity, leading and supporting its internal discipline inspection committee to fulfil its supervisory and disciplining responsibilities as well as exercising strict administrative discipline and political rules, to promote Party self-governance in every aspect and with rigor into the primary level;</u></p> <p>(6) <u>strengthening the building of primary-level Party organisations and of its contingent of Party members, and uniting and leading employees company-wide to devote themselves into the reform and development of the Company;</u></p> <p>(7) <u>leading the Company’s ideological and political work, the spirit and civilization construction, the united front work and leading the Labour Union, Communist Youth League, Women’s Organisation and other mass organizations of the Company;</u></p> <p>(8) <u>discussing and deciding other major issues that fall within the duties of the Party Committee of the Company.</u></p>
112	<p>Article 17.4</p> <p>The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.</p>	<p>Article 17<u>6</u>.4</p> <p>The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
113	<p>Article 17.5</p> <p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every shareholders' annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders the said reports not later than twenty-one (21) days before the date of every annual general meeting.</p>	<p>Article 176.5</p> <p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every shareholders' annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders the said reports not later than twenty-one (21) days before the date of every annual general meeting.</p>
114	<p>Article 17.6</p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the financial statements. In distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.</p>	<p>Article 176.6</p> <p><u>The annual reports and interim reports of the Company shall be prepared in accordance with the provisions of relevant laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.</u></p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the financial statements. In distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
115	<p>Article 17.8</p> <p>The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within sixty (60) days after the expiration of the first six (6) months of each fiscal year; the annual financial report shall be published within one hundred and twenty (120) days after the expiration of each fiscal year.</p>	<p>Article <u>176.8</u></p> <p>The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within sixty (60) days <u>three (3) months</u> after the expiration of the first six (6) months of each fiscal year; the annual financial report shall be published within one hundred and twenty (120) days <u>four (4) months</u> after the expiration of each fiscal year.</p>
116	<p>Article 17.11</p> <p>Profit after tax of the Company is distributed in the following sequence:</p> <ol style="list-style-type: none"> (1) making up for its accumulated losses; (2) allocation to the statutory common reserve fund; (3) allocation to the discretionary common reserve fund; (4) distribution of dividends of ordinary shares <p>The exact allocations to sub-paragraphs (3) and (4) of this Article in a year shall be proposed by the board of directors with reference to the operational circumstances and the development needs of the Company and considered and approved by the shareholders in general meeting.</p>	<p>Article <u>176.11</u></p> <p>Profit after tax of the Company is distributed in the following sequence:</p> <ol style="list-style-type: none"> (1) making up for its accumulated losses; (2) allocation to the statutory common reserve fund; (3) allocation to the discretionary common reserve fund; (4) distribution of dividends of ordinary shares <p>The exact allocations to sub-paragraphs (3) and (4) of this Article in a year shall be proposed by the board of directors with reference to the operational circumstances and the development needs of the Company and considered and approved by the shareholders in general meeting.</p> <p><u>When distributing the after-tax profits in the current year, the Company should draw 10% of such profits as the statutory common reserve fund. No common reserve fund should be drawn if the Company's aggregated statutory common reserve fund reaches 50% of the Company's registered capital.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>If the Company's statutory common reserve fund is insufficient to compensate for the accumulated losses of the previous years, the Company shall first use the current year's profits to compensate for the accumulated losses before drawing the statutory common reserve fund from profits in accordance with the preceding paragraph.</u></p> <p><u>After the Company has drawn the statutory common reserve fund from the after-tax profit, it may draw discretionary common reserve fund from the after-tax profit upon the resolution of the shareholders' meeting.</u></p> <p><u>The remaining after-tax profits after the Company has compensated for the accumulated loss and drawn the statutory common reserve fund shall be distributed in proportion to the shares held by the shareholders.</u></p> <p><u>If the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits improperly distributed to the Company; if the distribution causes loss to the Company, the shareholders, responsible directors and senior officers shall be liable for compensation.</u></p> <p><u>The Company's shares held by the Company shall not be included for profit distribution.</u></p>
117	<p>Article 17.12</p> <p>The Company shall not allocate dividends before it has compensated for its accumulated losses and made allocations to the statutory common reserve fund.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
118	<p>Article 17.13</p> <p>The Company shall contribute 10% of the profits to the Company's statutory common reserve fund. Where the accumulated amount of the statutory common reserve fund reaches 50% or more of the registered capital of the Company, no further contribution is required.</p>	Deleted
119	<p>Article 17.14</p> <p>After making contribution to the statutory common reserve fund, the Company may, subject to resolutions adopted at a general meeting, make contributions to the discretionary common reserve fund.</p>	Deleted
120	<p>Article 17.15</p> <p>The Company shall not allocate dividends or carry out other allocations in the form of bonuses before it has compensated for its accumulated losses and made allocations to the statutory common reserve fund. Dividends paid by the Company shall not carry any interest except where the Company has failed to pay the dividends to the shareholders on the date on which such dividends become payable.</p> <p>Any amount paid up in advance of calls on any share shall carry interest, but shall not entitle the holder of the share to receive, by way of advance payment, the dividend declared and distributed thereafter.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
121	<p>Article 17.16</p> <p>Capital surplus fund includes the following items:</p> <ol style="list-style-type: none"> (1) premium on shares issued at a premium price; (2) any other income designated for the capital surplus fund by the regulations of the finance regulatory department of the State Council. <p>The capital surplus fund of the Company shall not be applied for making up for losses.</p>	<p>Article 17.16 <u>16.12</u></p> <p>Capital surplus fund includes the following items:</p> <ol style="list-style-type: none"> (1) premium on shares issued at a premium price; (2) any other income designated for the capital surplus fund by the regulations of the finance regulatory department of the State Council. <p>The capital surplus fund of the Company shall not be applied for making up for losses.</p>
122	<p>Article 17.17</p> <p>The use of the common reserve funds of the Company shall be limited to the following ways:</p> <ol style="list-style-type: none"> (1) making up for accumulated losses; (2) expanding the Company's production and operation; (3) expanding the Company's capitalization. <p>The Company can, resolved by the general meeting, capitalize capital surplus fund and common reserve fund under the relevant regulations and issue new shares to the existing shares in proportion to their respective shareholdings or increase the par value of each share provided that when capitalizing the statutory common reserve fund, the balance of such fund shall not be less than 25% of the registered capital of the Company.</p>	<p>Article 17.17 <u>16.13</u></p> <p>The use of the common reserve funds of the Company shall be limited to the following ways:</p> <ol style="list-style-type: none"> (1) making up for accumulated losses; (2) expanding the Company's production and operation; (3) expanding the Company's capitalization. <p>The Company can, resolved by the general meeting, capitalize capital surplus fund and common reserve fund under the relevant regulations and issue new shares to the existing shares in proportion to their respective shareholdings or increase the par value of each share.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p><u>When common reserve funds are used for making up for accumulated losses, discretionary common reserve funds and statutory common reserve funds shall be used first; if such funds are insufficient to make up for accumulated losses, the Company may use capital reserves in compliance with relevant regulations.</u></p> <p>provided that w<u>When capitalizing the statutory common reserve fund into increased registered capital, the balance of such fund shall will not be less than 25% of the registered capital of the Company.</u></p>
123	<p>Article 17.18</p> <p>Subject to Articles 17.11, 17.12 and 17.13 of this Articles of Association, annual dividends shall be distributed to the shareholders in proportion to their respective shareholdings within six months after the financial year end.</p>	<p>Article 17.18 <u>16.14</u></p> <p>Subject to Articles 17.11, 17.12 and 17.13 of this Articles of Association, annual dividends shall be distributed to the shareholders in proportion to their respective shareholdings within six months after the financial year end.</p> <p><u>Subject to the authorization in shareholders’ general meeting, the board of directors may determine the proposal to distribute interim or special dividends in accordance with the provisions of this Articles of Association.</u></p> <p><u>The distribution of dividends (or shares) must be completed within two (2) months after the shareholders’ meeting has resolved on the profit distribution proposal, or after the board of directors has formulated a specific proposal in accordance with the conditions and upper limit of the next year’s interim dividend distribution as approved by the annual shareholders’ meeting.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
124	<p>Article 17.23</p> <p>Subject to the authorization in shareholder general meeting, the board of directors may determine the proposal to distribute interim or special dividends, subject to Article 8.2 and paragraph 20 of Article 10.3 of this Articles of Association.</p>	Deleted
125	<p>Article 18.1</p> <p>The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual report and review the Company's other financial reports.</p> <p>The first auditors of the Company may be appointed before the first annual general meeting of the Company at the inaugural meeting. Auditors so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.</p>	<p>Article 18.1 <u>17.1</u></p> <p>The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual report and review the Company's other financial reports.</p> <p>The first auditors of the Company may be appointed before the first annual general meeting of the Company at the inaugural meeting. Auditors so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.</p> <p><u>The Company appoints an accounting firm that complies with the provisions of the Securities Law to audit the financial statements, verify net assets, and provide other related consulting services for a period of one (1) year, the term of which may be renewed.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
126	<p>Article 18.2</p> <p>The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which they were appointed until the conclusion of the next annual general meeting of shareholders.</p>	<p>Article 18<u>7</u>.2</p> <p>The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which they were appointed until the conclusion of the next annual general meeting of shareholders.</p>
127	<p>Article 18.3</p> <p>The accounting firm appointed by the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> (1) a right to review to the books, records and vouchers of the Company at any time, the right to require the directors, general manager and other senior officers of the Company to supply relevant information and explanations; (2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties; (3) a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accounting firm. 	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
128	<p>Article 18.4</p> <p>If there is a vacancy in the position of accounting firm of the Company, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firms, which have been appointed by the Company, may continue to act during the period during which a vacancy arises.</p>	Deleted
129	<p>Article 18.5</p> <p>The shareholders at a general meeting may, by ordinary resolution, remove the Company's accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the Company's accounting firm. However, the accounting firm's right to claim for damages which arises from its removal shall not be affected thereby.</p>	Deleted
130	<p>Article 18.6</p> <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p>	<p>Article 18.6 <u>17.3</u></p> <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting <u>or by the board of directors authorized by the shareholders' meeting.</u> The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
131	<p>Article 18.7</p> <p>The appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.</p>	<p>Article 18.7<u>17.4</u></p> <p>The appointment, <u>or</u> removal or non-reappointment of an accounting firm shall be <u>determined by an ordinary resolution from the shareholders' general meeting.</u> resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.</p>
132	<p>Article 18.8</p> <p>Where a resolution is passed at a shareholders' general meeting to appoint an accounting firm other than an incumbent accounting firm to replace an incumbent accounting firm or to fill a vacancy, to reappoint the accounting firm that was appointed by the board of directors to fill a vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to inform the shareholders of such representations, the Company shall (unless the representations have been received too late) take the following measures:</p> <p style="padding-left: 40px;">(a) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</p> <p style="padding-left: 40px;">(b) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in this Articles of Association.</p> <p>(3) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (2) above, such accounting firm may require that the representations be read out at the shareholders' general meeting and make further representations.</p>	

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(4) An accounting firm which is leaving its post shall be entitled to attend the following shareholders' general meetings:</p> <p style="margin-left: 40px;">(a) the general meeting at which its term of office would otherwise have expired;</p> <p style="margin-left: 40px;">(b) the general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p style="margin-left: 40px;">(c) the general meeting which convened as a result of its resignation,</p> <p style="margin-left: 40px;">and to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which concerns it as former auditor of the Company.</p>	
133	<p>Article 18.9</p> <p>Prior notice should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make it clear to the shareholders at a general meeting on whether there has been any impropriety on the part of the Company.</p>	<p>Article 18.917.5</p> <p>Prior notice should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. <u>When the shareholders' meeting of the Company votes on the removal of such accounting firm, such accounting firm is allowed to present its opinion.</u> Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make it clear to the shareholders at a general meeting on whether there has been any impropriety on the part of the Company.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
134	<p>Article 18.10</p> <p>An accounting firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p> <p>The Company shall, within fourteen (14) days after the receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding subparagraph (2), a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company should also send a copy of such statement by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.</p> <p>Where the accounting firm’s notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders’ extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	<p>Article 18.10 <u>17.6</u></p> <p>An accounting firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p> <p>The Company shall, within fourteen (14) days after the receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding subparagraph (2), a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company should also send a copy of such statement by prepaid mail <u>or by public announcements</u> to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.</p> <p>Where the accounting firm’s notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders’ extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
135	<p>Article 22.1</p> <p>In the event of the merger or division of the Company, a plan shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in this Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.</p> <p>Such special documents shall be sent by mail to holders of Overseas-Listed Foreign- Invested Shares.</p>	Deleted
136	<p>Article 22.2</p> <p>The merger of the Company may be in the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's merger resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company's merger resolution.</p>	<p>Article 22.2<u>22.1</u></p> <p>The merger of the Company may be in the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's merger resolution and shall publish a public notice in a newspaper <u>or on National Enterprise Credit Information Publicity System</u> within thirty (30) days of the date of the Company's merger resolution.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p> <p><u>Within thirty (30) days from the date of receipt of the notice, or forty-five (45) days from the date of the public announcement if they have not received the notice, creditors may request the Company to settle its debts or provide corresponding guarantees.</u></p>
137	<p>Article 22.3</p> <p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's division resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company's division resolution.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>	<p>Article 22.321.2</p> <p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's division resolution and shall publish a public notice in a newspaper <u>or on National Enterprise Credit Information Publicity System</u> within thirty (30) days of the date of the Company's division resolution.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
138	<p>Article 23.1</p> <p>The Company shall be dissolved and carry out liquidation upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> (1) a resolution for dissolution is passed by shareholders at a general meeting; (2) dissolution is necessary due to a merger or division of the Company; (3) the Company is legally declared insolvent due to its failure to repay debts as they become due; (4) the business license has been revoked in accordance with the law, the Company is revoked or ordered to close down because of its violation of laws and administrative regulations; (5) when the Company is experiencing material difficulties in operations, and its continual operation will lead to substantial loss to the benefits of the shareholders and no other solutions to resolve the matters, the shareholders, who aggregately hold more than 10% of total voting shares of the Company, can appeal to the court for dissolution of the Company. 	<p>Article 23.122.1</p> <p>The Company shall be dissolved and carry out liquidation upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> (1) <u>Any cause of dissolution as prescribed in this Articles of Association occurs;</u> (12) a resolution for dissolution is passed by shareholders at a general meeting; (23) dissolution is necessary due to a merger or division of the Company; (3) the Company is legally declared insolvent due to its failure to repay debts as they become due; (4) the business license has been revoked in accordance with the law, the Company is revoked or ordered to close down because of its violation of laws and administrative regulations; (5) when the Company is experiencing material difficulties in operations, and its continual operation will lead to substantial loss to the benefits of the shareholders and no other solutions to resolve the matters, the shareholders, who aggregately hold more than 10% of total voting shares of the Company, can appeal to the court for dissolution of the Company. <p><u>If the Company encounters the reasons for dissolution as stipulated in the preceding paragraph, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
139	<p>Article 23.2</p> <p>A liquidation committee shall be set up within fifteen (15) days of the Company being dissolved pursuant to sub-paragraph (1), (2) or (5) of the preceding Article, and the composition of the liquidation committee of the Company shall be determined by an ordinary resolution of shareholders in a general meeting. If the Company fails to set up the liquidation committee within the time limit, the creditors may apply to the People's Court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>Where the Company is dissolved under sub-paragraph (3) of the preceding Article, the People's Court shall, in accordance with the provisions of relevant laws, organise the shareholders, relevant organisations and relevant professional personnel to establish a liquidation committee to carry out the liquidation.</p> <p>Where the Company is dissolved under sub-paragraph (4) of the preceding Article, the relevant governing authorities shall organise the shareholders, relevant organisations and professional personnel to establish a liquidation committee to carry out the liquidation.</p>	<p>Article 232.2</p> <p><u>Where the Company is dissolved pursuant to sub-paragraph (1), (2), (4) or (5) of the preceding Article, the Company shall be liquidated. Directors shall be the persons responsible for liquidation and shall form a liquidation committee within fifteen (15) days to carry out liquidation.</u></p> <p>A liquidation committee shall be set up within fifteen (15) days of the Company being dissolved pursuant to sub-paragraph (1), (2) or (5) of the preceding Article, and the composition of the liquidation committee of the Company shall be determined by an ordinary resolution of shareholders in a general meeting. If the Company fails to set up the liquidation committee within the time limit, the creditors may apply to the People's Court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>Where the Company is dissolved under sub-paragraph (3) of the preceding Article, the People's Court shall, in accordance with the provisions of relevant laws, organise the shareholders, relevant organisations and relevant professional personnel to establish a liquidation committee to carry out the liquidation.</p> <p>Where the Company is dissolved under sub-paragraph (4) of the preceding Article, the relevant governing authorities shall organise the shareholders, relevant organisations and professional personnel to establish a liquidation committee to carry out the liquidation.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
140	<p>Article 23.3</p> <p>Where the board of directors proposes to liquidate the Company for any reason other than the Company's declaration of insolvency, the board of directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders in a general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
141	<p>Article 23.4</p> <p>The liquidation committee shall, within ten (10) days of its establishment, notify creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper. The liquidation committee should do the registration of claims.</p>	<p>Article 23.4<u>22.3</u></p> <p>The liquidation committee shall, within ten (10) days of its establishment, notify creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u>. The liquidation committee should do the registration of claims.</p> <p><u>Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or within forty-five (45) days from the date of the announcement if they have not received the notice.</u></p> <p><u>When declaring their claims, creditors shall state the relevant matters of their claims and provide supporting materials. The liquidation committee shall register the claims.</u></p> <p><u>During the period of declaration of claims, the liquidation committee shall not compensate the creditors.</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
142	<p>Article 23.5</p> <p>During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to sort out the Company’s assets and prepare a balance sheet and an inventory of assets, respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes arising during the liquidation period; (5) to settle claims and debts; (6) to deal with the surplus assets remaining after the Company’s debts have been repaid; (7) to represent the Company in any civil proceedings. 	<p>Article 23.5<u>22.4</u></p> <p>During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to sort out the Company’s assets and prepare a balance sheet and an inventory of assets, respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes arising during the liquidation period; (5) to settle claims and debts; (6) to deal with <u>distribute</u> the surplus assets remaining after the Company’s debts have been repaid; (7) to represent the Company in any civil proceedings.

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
143	<p>Article 23.6</p> <p>After it has sorted out the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or to the relevant governing authority for confirmation.</p> <p>The Company's assets shall be distributed in the following order:</p> <p>(i) liquidation expenses;</p> <p>(ii) salaries and labour insurance expenses of employees of the Company;</p> <p>(iii) outstanding taxes;</p> <p>(iv) bank loans, and other debts of the Company.</p>	<p>Article 23.6<u>22.5</u></p> <p>After it has sorted out the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or to the relevant governing authority <u>the People's Courts</u> for confirmation.</p> <p>The Company's assets shall be distributed in the following order:</p> <p>(i) liquidation expenses;</p> <p>(ii) salaries and labour insurance expenses of employees of the Company;</p> <p>(iii) outstanding taxes;</p> <p>(iv) bank loans, and other debts of the Company.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>Any remaining of the Company after payment referred to in the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held.</p> <p>During the liquidation period, the Company is still in existence but shall not conduct any business activities not related to the liquidation.</p>	<p><u>The remaining assets of the Company after being distributed for liquidation expenses, salaries and labour insurance expenses of employees of the Company, outstanding taxes, and bank loans and other debts of the Company</u> Any remaining of the Company after payment referred to in the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held.</p> <p>During the liquidation period, the Company is still in existence but shall not conduct any business activities not related to the liquidation.</p>
144	<p>Article 23.7</p> <p>If after putting the Company's assets in order and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company due to dissolution, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the People's Court for a declaration of insolvency.</p> <p>After a Company is declared insolvent by a ruling of the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the People's Court.</p>	<p>Article 23.722.6</p> <p>If after putting the Company's assets in order and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company due to dissolution, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the People's Court for a declaration of insolvency <u>liquidation in accordance with the provisions of laws.</u></p> <p>After a Company is declared insolvent by a ruling of the People's Court, <u>After the People's Court accepts the application for insolvency liquidation,</u> the liquidation committee shall transfer all matters arising from the liquidation to <u>the insolvency administrator designated by</u> the People's Court.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
145	<p>Article 23.8</p> <p>Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the relevant governing authority for confirmation.</p> <p>The liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the company's registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>	<p>Article 23:8<u>22.7</u></p> <p>Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report,a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the relevant governing authority <u>the People's Court</u> for confirmation. And The <u>And</u> the liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the company's registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>
146	<p>Article 24.1</p> <p>The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations and this Articles of Association.</p>	<p>Article 24:1<u>23.1</u></p> <p>The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations and this Articles of Association.</p> <p><u>The Company may amend its Articles of Association under any of the following circumstances:</u></p> <p>(1) <u>after the Company Law or relevant laws, administrative regulations, listing rules or other securities regulatory rules of the place where the Company's shares are listed have been amended, the matters provided for in this Articles of Association contravene the provisions of the amended provisions of laws, administrative regulations, listing rules or other securities regulatory rules of the place where the Company's shares are listed;</u></p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p>(2) <u>changes in the Company's circumstances are inconsistent with the matters included in the Articles of Association;</u></p> <p>(3) <u>the shareholders' meeting decides to amend the Articles of Association.</u></p>
147	<p>Article 24.2</p> <p>In addition to provisions of Articles 8.6 and 8.25 hereof, the following procedure shall be followed when amending this Articles of Association:</p> <p>(1) The board of directors shall adopt a resolution thereon in accordance with this Articles of Association and prepare a proposal to the shareholders' meeting for amendment of the Articles;</p> <p>(2) The foregoing proposal shall be furnished to the shareholders and a shareholders' meeting shall be convened for voting on it;</p> <p>(3) Under the relevant requirement of this Articles of Association, the amendments presented to the shareholders' meeting shall be adopted through a special resolution</p>	Deleted
148	<p>Article 24.3</p> <p>Amendments to this Articles of Association which involve the contents of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council and China Securities Regulatory Commission. Where amendments involved the registered particulars of the Company, procedures for alteration of registration shall be handled in accordance with the law.</p>	<p>Article 24.3 <u>23.2</u></p> <p><u>For A</u>amendments to this Articles of Association <u>approved by resolution of the shareholders' meeting which involve the contents of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council and China Securities Regulatory Commission.</u> Where amendments involved the registered particulars of the Company, procedures for alteration of registration shall be handled in accordance with the law.</p>
149	Chapter 25 Dispute Resolution	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
150	<p>Article 25.1</p> <p>The Company shall abide by the following principles for dispute resolution:</p> <p>(1) Whenever any disputes or claims arise between: holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the Overseas-Listed Foreign-Invested Shares and the Company's directors, supervisors or senior officers; or holders of the Overseas-Listed Foreign-Invested Shares and holders of Domestic- Invested Shares, in respect of any rights or obligations arising from this Articles of Association, the Company Law or any rights or obligations conferred or imposed by the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, directors, supervisors, general manager, or other senior officers of the Company, comply with the arbitration.</p>	Deleted

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>Disputes in respect of defining shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p> <p>(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.</p> <p>(4) The ruling of an arbitral body shall be final and conclusive and binding on all parties.</p>	

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
151	<p>Article 26.1</p> <p>Subject to proper compliance with all applicable laws, regulations and rules, which include but not limited to rules of designated stock exchange, and obtaining all necessary consents as required (if any), corporate communications, including but not limited to directors' report, circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communications as specified in the Listing Rules, may be delivered by the following means:</p> <p>(i) by designated person;</p> <p>(ii) by mail;</p> <p>(iii) by way of announcement;</p> <p>(iv) by fax or electronic mail;</p> <p>(v) by way of publication on websites designated by the Company and stock exchange;</p> <p>(vi) by other means as approved by relevant regulatory authorities where the shares of the Company are listed or in accordance with this Articles of Association.</p>	<p>Article 26.1<u>24.1</u></p> <p>Subject to proper compliance with all applicable laws, regulations and rules, which include but not limited to rules of designated stock exchange, and obtaining all necessary consents as required (if any), corporate communications, including but not limited to directors' report, circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communications as specified in the Listing Rules, may be delivered by the following means:</p> <p>(i) by designated person;</p> <p>(ii) by mail;</p> <p>(iii) by way of announcement;</p> <p>(iv) by fax or electronic mail;</p> <p>(v) by way of publication on websites designated by the Company and stock exchange;</p> <p>(vi) by other means as approved by relevant regulatory authorities where the shares of the Company are listed or in accordance with this Articles of Association.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	Notwithstanding any other provisions that provide otherwise, regarding the provision and/or dispatch of any corporate communications to its holders of Overseas-Listed Foreign-Invested Shares according to the Listing Rules, if the Company has obtained prior written consent or deemed consent (as provided under the Listing Rules) from its Shareholders as required by and in accordance with relevant applicable laws and regulations and the Listing Rules, as amended from time to time, the Company may dispatch or provide corporate communications to its shareholders by electronic means or by making such corporate communication(s) available for view on its website.	Notwithstanding any other provisions that provide otherwise, regarding the provision and/or dispatch of any corporate communications to its holders of Overseas-Listed Foreign-Invested Shares according to the Listing Rules, if the Company has obtained prior written consent or deemed consent (as provided under the Listing Rules) from its Shareholders as required by and in accordance with relevant applicable laws and regulations and the Listing Rules, as amended from time to time, the Company may dispatch or provide corporate communications to its shareholders by electronic means or by making such corporate communication(s) available for view on its website.
152	<p>Article 26.2</p> <p>Regarding any corporate communications:</p> <p>(i) if delivered by designated person, the corporate communications are deemed to be delivered or sent on the date which they are delivered by the designated person;</p> <p>(ii) if sent or delivered by mail, where a notice is sent by post, the notice shall be put into a clearly addressed and prepaid postage envelope. Such notice is deemed to be delivered after 48 hours since the envelope has been sent off;</p>	<p>Article 26.2<u>24.2</u></p> <p>Regarding any corporate communications:</p> <p>(i) if delivered by designated person, the corporate communications are deemed to be delivered or sent on the date which they are delivered by the designated person;</p> <p>(ii) if sent or delivered by mail, where a notice is sent by post, the notice shall be put into a clearly addressed and prepaid postage envelope. Such notice is deemed to be delivered after 48 hours since the envelope has been sent off;</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(iii) if delivered by announcement, the date of delivery shall be the date on which the announcement is first published, provided that the announcement is published on designated newspapers in accordance with relevant rules and regulations;</p> <p>(iv) if delivered by fax or electronic mail, the date of delivery shall be the date on which the fax or email is delivered;</p> <p>(v) If the Company provides or dispatches corporate communications to holders of Overseas-Listed Foreign-Invested Shares via its website, the corporate communications are deemed to be sent and delivered on one of the following dates, whichever is later: (1) the date on which the notification of the relevant corporate communications has been uploaded to the website is sent to the shareholders holding Overseas-Listed Foreign-Invested Shares according to the Listing Rules; or (2) the date on which the corporate communication first appears on the website after that notification is sent.</p>	<p>(iii) if delivered by announcement, the date of delivery shall be the date on which the announcement is first published, provided that the announcement is published on designated newspapers in accordance with relevant rules and regulations;</p> <p>(iv) if delivered by fax or electronic mail, the date of delivery shall be the date on which the fax or email is delivered;</p> <p>(v) If the Company provides or dispatches corporate communications to holders of Overseas-Listed Foreign-Invested Shares via its website, the corporate communications are deemed to be sent and delivered on one of the following dates, whichever is later: (1) the date on which the notification of the relevant corporate communications has been uploaded to the website is sent to the shareholders holding Overseas-Listed Foreign-Invested Shares according to the Listing Rules; or (2) the date on which the corporate communication first appears on the website after that notification is sent.</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
153	<p>Article 27.3</p> <p>In this Articles of Association, unless the context others requires, the following expressions have the meanings:</p> <p>“Articles of Associations” means the articles of association of the Company</p> <p>“board of directors” means the board of directors of the Company</p> <p>“Chairman” means the chairman of the board of directors</p> <p>“director(s)” means any directors of the Company</p> <p>“Overseas-Listed Foreign-Invested Shares” means any overseas-listed foreign-invested shares of the Company</p> <p>“company address” means the legal address of the Company (i.e, Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing)</p> <p>“RMB” means Renminbi, the lawful currency of the PRC</p> <p>“secretary of the board of directors” means company secretary appointed by the board of directors</p> <p>“senior officer” means the general manager, deputy general manager, financial in-charge and secretary of the board of directors</p> <p>“PRC” or “State” means the People’s Republic of China</p> <p>“Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited</p>	<p>Article 27.3<u>25.3</u></p> <p>In this Articles of Association, unless the context others requires, the following expressions have the meanings:</p> <p>“Articles of Associations” means the articles of association of the Company</p> <p>“board of directors” means the board of directors of the Company</p> <p>“Chairman” means the chairman of the board of directors</p> <p>“director(s)” means any directors of the Company</p> <p>“Overseas-Listed Foreign-Invested Shares” means any overseas-listed foreign-invested shares of the Company</p> <p>“company address” means the legal address of the Company (i.e, Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing)</p> <p>“RMB” means Renminbi, the lawful currency of the PRC</p> <p>“secretary of the board of directors” means company secretary appointed by the board of directors</p> <p>“senior officer” means the general manager, deputy general manager, financial in-charge and secretary of the board of directors</p> <p>“PRC” or “State” means the People’s Republic of China</p> <p>“Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited</p>

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No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>“Company” means China Communications Services Corporation Limited</p> <p>“Accounting firm” means auditor, as defined by the Listing Rules</p>	<p>“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited <u>(as amended from time to time)</u></p> <p>“Company” means China Communications Services Corporation Limited</p> <p>“Accounting firm” means auditor, as defined by the Listing Rules</p>
154	Newly added	<p>Article 25.4</p> <p><u>The phrases “more than” and “within” herein for the numbers include the numbers indicated themselves, while the phrases “exceed”, “beyond”, “lower than” and “over” exclude the numbers indicated themselves.</u></p>

The Company proposed to amend the Rules of Procedure for the General Meeting, details of which are set out as follows²:

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
1	<p>Article 1</p> <p>In order to ensure the lawful exercise of the rights of shareholders, efficient and standardized operation and scientific decision-making of the shareholders' general meeting, the rules of procedure for the shareholders' general meetings of the Company (the "Rules") are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company, the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, administrative regulations and rules of the State ("laws and regulations") and the Articles of Association of China Communications Services Corporation Limited (the "Articles of Association"), taking into account the Company's actual situation.</p>	<p>Article 1</p> <p>In order to ensure the lawful exercise of the rights of shareholders, efficient and standardized operation and scientific decision-making of the shareholders' general meeting, the rules of procedure for the shareholders' general meetings of the Company (the "Rules") are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company, the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, administrative regulations and rules of the State ("laws and regulations") and the Articles of Association of China Communications Services Corporation Limited (the "Articles of Association"), taking into account the Company's actual situation.</p>

² Pursuant to the newly amended Company Law of the People's Republic of China, which came into effect on 1 July 2024, the reference to the "Shareholders' General Meeting, Shareholders' Meeting or General Meeting (股東大會)" in the relevant provisions of the Rules of Procedure for the General Meeting shall be amended to the "Shareholders' General Meeting, Shareholders' Meeting or General Meeting (股東會)" accordingly. Due to the large number of items involved, they will not be listed one by one.

Furthermore, adjustments to the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Rules of Procedure for the General Meeting, would not be listed separately as they do not involve any changes in the substantial contents of the Rules of Procedure for the General Meeting.

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
2	<p>Article 2</p> <p>The Rules apply to the shareholders' general meetings of the Company and are binding on the Company, all shareholders, proxies of the shareholders, directors, supervisors, senior officers of the Company and other relevant personnel attending the shareholders' general meetings.</p>	<p>Article 2</p> <p>The Rules apply to the shareholders' general meetings of the Company and are binding on the Company, all shareholders, proxies of the shareholders, directors, supervisors, senior officers of the Company and other relevant personnel attending the shareholders' general meetings.</p>
3	<p>Article 8</p> <p>Shareholders' general meetings include annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six months from the end of the preceding financial year. The Company shall convene an extraordinary general meeting when the circumstances specified in the Articles of Association occur.</p> <p>When shareholder(s) holding 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting, the number of shares held by the shareholder(s) shall be calculated at the close of trading on the date when such shareholder(s) request in writing or on the preceding trading day (if the written request is made on a non-trading day).</p>	<p>Article 8</p> <p>Shareholders' general meetings include annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six months from the end of the preceding financial year. The Company shall convene an extraordinary general meeting when the circumstances specified in the Articles of Association occur.</p> <p>When shareholder(s) holding 10% or more of the Company's issued and outstanding voting shares <u>holding 10% or more of the Company's shares individually or in aggregate (including preference shares with resumed voting rights)</u> request(s) in writing for the convening of an extraordinary general meeting, the number of shares held by the shareholder(s) shall be calculated at the close of trading on the date when such shareholder(s) request in writing or on the preceding trading day (if the written request is made on a non-trading day).</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
4	<p>Article 9</p> <p>A meeting venue shall be set up for a general meeting to be held on site. The Company shall convene shareholders' general meetings at the domicile of the Company or at the place specified in the Articles of Association.</p> <p>While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place. A shareholder who participates in a shareholders' general meeting in the aforementioned manner shall be deemed to have been present at the meeting.</p>	<p>Article 9</p> <p>A meeting venue shall be set up for a general meeting to be held on site. The Company shall convene shareholders' general meetings at the domicile of the Company or at the place specified in the Articles of Association.</p> <p>While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place, <u>including allowing shareholders to use technology to attend the meeting virtually and vote by electronic means.</u> A shareholder who participates in a shareholders' general meeting in the aforementioned manner shall be deemed to have been present at the meeting.</p>
5	<p>Article 10</p> <p>Shareholders' general meetings shall be convened by the board of directors. The supervisory committee, shareholders individually or in aggregate holding 10% or more of the total voting shares of the Company may convene and preside over the meeting in accordance with the provisions of the Company Law, the Articles of Association and the Rules.</p>	<p>Article 10</p> <p>Shareholders' general meetings shall be convened by the board of directors. The supervisory committee, shareholders individually or in aggregate holding 10% or more of the <u>Company's shares (including preference shares with resumed voting rights)</u> total voting shares of the Company may convene and preside over the meeting in accordance with the provisions of the Company Law, the Articles of Association and the Rules.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
6	<p>Article 11</p> <p>If the board of directors is unable or fails to fulfill the obligation to convene a shareholders' general meeting, the supervisory committee shall convene and preside over the meeting in a timely manner.</p>	<p>Article 11</p> <p>If the board of directors is unable or fails to fulfill the obligation to convene a shareholders' general meeting, the supervisory committee <u>the audit committee</u> shall convene and preside over the meeting in a timely manner.</p>
7	<p>Article 13</p> <p>With regard to the shareholders' general meeting convened by the supervisory committee or shareholders on their own initiative, the board of directors and the secretary of the board of directors shall provide assistance.</p>	<p>Article 13</p> <p>With regard to the shareholders' general meeting convened by the supervisory committee <u>the audit committee</u> or shareholders on their own initiative, the board of directors and the secretary of the board of directors shall provide assistance.</p>
8	<p>Article 14</p> <p>When the Company convenes a shareholders' general meeting, shareholder(s) individually or in aggregate holding 3% or more of the total voting shares of the Company, the board of directors and the supervisory committee shall have the right to propose new proposals in writing, and the Company shall place such proposals on the agenda for such shareholders' general meeting if they are matters falling within the functions and powers of shareholders in general meetings.</p>	<p>Article 14</p> <p>When the Company convenes a shareholders' general meeting, shareholder(s) individually or in aggregate holding 1% 3% <u>1% 3%</u> or more of the total voting shares of the Company <u>the Company's shares (including preference shares with resumed voting rights)</u>, the board of directors and the supervisory committee <u>and the audit committee</u> shall have the right to propose new proposals in writing, and the Company shall place such proposals on the agenda for such shareholders' general meeting if they are matters falling within the functions and powers of shareholders in general meetings.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
9	<p>Article 15</p> <p>Shareholders holding 3% or more of the total voting shares of the Company may submit an interim written proposal to the convenor ten days prior to the date of the shareholders' general meeting. The convenor shall issue a supplementary notice of the shareholders' general meeting within two days from the date upon receipt of the proposal, informing shareholders of the content of the interim proposal. Save as otherwise required under the Articles of Association and the Rules, the board of directors shall place such interim proposals on the agenda for such shareholders' general meeting if they are matters falling within the functions and powers of shareholders in general meetings. The content of the interim proposals needs to have a clear topic and specific matters to be solved.</p> <p>The above arrangements for the submission of interim proposals are also subject to the requirements about relevant timeframes for sending information to shareholders as set out in the Hong Kong Listing Rules.</p> <p>Except for the circumstances specified in the preceding paragraph, the convenor shall not modify the proposals or add new proposals after the notice of the shareholders' general meeting has been issued.</p>	<p>Article 15</p> <p>Shareholder(s) <u>individually or in aggregate holding 1% or more of the Company's shares (including preference shares with resumed voting rights)</u> holding 3% or more of the total voting shares of the Company may submit an interim written proposal to the convenor ten days prior to the date of the shareholders' general meeting. The convenor shall issue a supplementary notice of the shareholders' general meeting within two days from the date upon receipt of the proposal, informing shareholders of the content of the interim proposal. Save as otherwise required under the Articles of Association and the Rules, the board of directors shall place such interim proposals on the agenda for such shareholders' general meeting if they are matters falling within the functions and powers of shareholders in general meetings. The content of the interim proposals needs to have a clear topic and specific matters to be solved.</p> <p>The above arrangements for the submission of interim proposals are also subject to the requirements about relevant timeframes for sending information to shareholders as set out in the Hong Kong Listing Rules.</p> <p>Except for the circumstances specified in the preceding paragraph, the convenor shall not modify the proposals or add new proposals after the notice of the shareholders' general meeting has been issued.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
10	<p>Article 20</p> <p>Shareholders may either attend the shareholders' general meeting in person or appoint a proxy to attend and vote at such meeting on their behalf in writing. If a shareholder appoint a proxy to attend the meeting, the form of proxy and the procedures of proxy shall comply with the provisions of the Articles of Association and the Rules.</p> <p>When a general meeting is convened, all directors, supervisors and the secretary of the board of directors of the Company shall attend the meeting, and senior officers may sit in the meeting. The auditor shall attend the annual general meeting to answer questions regarding the conduct of the audit, the preparation and contents of the auditors' report, the accounting policies and auditor independence. In order to ensure the seriousness and normal order of the shareholders' general meeting, the Company has the right to refuse the admission of persons other than the aforementioned persons in accordance with the law.</p>	<p>Article 20</p> <p>Shareholders may either attend the shareholders' general meeting in person or appoint a proxy to attend and vote at such meeting on their behalf in writing. If a shareholder appoint a proxy to attend the meeting, the form of proxy and the procedures of proxy shall comply with the provisions of the Articles of Association and the Rules.</p> <p><u>If the shareholders' meeting requests directors and senior officers to attend the meeting, the directors and senior officers shall attend the meeting and be inquired by the shareholders.</u></p> <p>When a general meeting is convened, all directors, supervisors and the secretary of the board of directors of the Company shall attend the meeting, and senior officers may sit in the meeting. The auditor shall attend the annual general meeting to answer questions regarding the conduct of the audit, the preparation and contents of the auditors' report, the accounting policies and auditor independence. In order to ensure the seriousness and normal order of the shareholders' general meeting, the Company has the right to refuse the admission of persons other than the aforementioned persons in accordance with the law.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
11	<p>Article 21</p> <p>If an individual shareholder attends the shareholders' general meeting in person, he/she shall present his/her identification and proof of shareholding; if a corporate shareholder appoints its authorized representative to attend the meeting, the authorized representative shall present his/her identification and a notarized copy of the authorization document of the board of directors or other authority of the legal entity that appointed the authorized representative or other certified copies as permitted by the Company. A shareholder's proxy attending a shareholders' general meeting shall present his/her own identification and a power of attorney signed by the principal or by the principal's authorized representative.</p>	<p>Article 21</p> <p>If an individual shareholder attends the shareholders' general meeting in person, he/she shall present his/her identification or other valid documents <u>proving his/her identity</u> and proof of shareholding; <u>A corporate shareholder shall be represented at the meeting by its authorized representative or the proxy appointed by the authorized representative.</u> If the authorized representative attends the meeting, <u>he/she shall produce his/her identification and valid documents proving that he/she is the authorized representative; if the proxy attends the meeting, he/she shall produce his/her identification and a written power of attorney signed by the authorized representative in accordance with the law.</u> if a corporate shareholder appoints its authorized representative to attend the meeting, the authorized representative shall present his/her identification and a notarized copy of the authorization document of the board of directors or other authority of the legal entity that appointed the authorized representative or other certified copies as permitted by the Company. A shareholder's proxy attending a shareholders' general meeting shall present his/her own identification and a power of attorney signed by the principal or by the principal's authorized representative.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
12	<p>Article 22</p> <p>The instrument of proxy issued by shareholders to authorize other persons to attend the shareholders' general meeting shall state the followings:</p> <ol style="list-style-type: none"> (1) the name of the proxies; (2) whether the proxies have the right to vote; (3) instructions to vote in favour of, against or abstain from voting on each of the items in the agenda of the shareholders' general meeting respectively; (4) whether the proxy has the right to vote on the interim proposals that may be included in the agenda of the shareholders' general meeting and the specific instructions as to what vote to cast if he/she has such right to vote; (5) the signing date and the effective period of the instrument of proxy; (6) signature of the principal and under seal by such legal entity. 	<p>Article 22</p> <p>The instrument of proxy issued by shareholders to authorize other persons to attend the shareholders' general meeting shall state the followings:</p> <ol style="list-style-type: none"> (1) the name of the proxies <u>the name or title of the principals, and the class and quantity of the Company's shares held by the principals;</u> (2) whether the proxies have the right to vote <u>the name or title of the proxies;</u> (3) <u>specific instructions from the shareholders, including instructions to vote in favour of, against or abstain from voting on each of the items in the agenda of the shareholders' general meeting respectively;</u> (4) whether the proxy has the right to vote on the interim proposals that may be included in the agenda of the shareholders' general meeting and the specific instructions as to what vote to cast if he/she has such right to vote; (54) the signing date and the effective period of the instrument of proxy; (65) signature of the principal and under seal by such legal entity <u>signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.</u> <p><u>The proxy shall produce the power of attorney and proof of identification to the Company prior to the meeting, and they may exercise their voting rights upon verification by the Company.</u></p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
13	<p>Article 24</p> <p>The chairman of the shareholders' general meeting shall, prior to the voting, announce the number of shareholders and proxies attending the meeting and the total number of their voting shares, which shall be the number of shareholders and proxies attending the meeting and the total number of their voting shares as indicated in the meeting's register.</p>	<p>Article 24</p> <p>The chairman of the shareholders' general meeting shall, prior to the voting, announce the number of shareholders and proxies attending the meeting and the total number of their voting shares, which shall be the number of shareholders and proxies attending the meeting and the total number of their voting shares as indicated in the meeting's register.</p>
14	<p>Article 26</p> <p>The shareholders' general meeting, if convened by the board of directors, shall be presided over and chaired by the Chairman of the board of directors. If the Chairman of the board of directors is unable to attend the meeting for any reason, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present at the meeting shall choose one person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, the shareholder (including a proxy) holding the greatest number of voting shares carrying the voting right at the meeting shall be the chairman of the meeting.</p>	<p>Article 26</p> <p>The shareholders' general meeting, if convened by the board of directors, shall be presided over and chaired by the Chairman of the board of directors. Where the Chairman of the board of directors is unable to or fails to perform his/her duties, the meeting shall be presided over by the director nominated jointly by more than half of directors. If the Chairman of the board of directors is unable to attend the meeting for any reason, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present at the meeting shall choose one person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, the shareholder (including a proxy) holding the greatest number of voting shares carrying the voting right at the meeting shall be the chairman of the meeting.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
	<p>The shareholders' general meeting convened by the supervisory committee on its own initiative shall be presided over and chaired by the chairperson of the supervisory committee. If the chairperson of the supervisory committee is unable or fails to perform his/her duties, the shareholders' general meeting shall be presided over and chaired by a supervisor jointly nominated by more than half of the supervisors.</p> <p>The shareholders' general meeting convened by shareholders on their own initiatives shall be presided over and chaired by the representative nominated by the convening shareholder.</p> <p>During a shareholders' general meeting, in the event that the chairperson of the shareholders' general meeting violates the Rules, which renders shareholders' general meeting unable to proceed, an attendee may be elected at the shareholders' general meeting to act as the chairperson thereat to proceed with the meeting subject to the consent of the shareholders with a simple majority of the voting rights present at such shareholders' general meeting.</p>	<p>The shareholders' general meeting convened by the supervisory<u>audit</u> committee on its own initiative shall be presided over and chaired by the chairperson of the supervisory<u>audit</u> committee. If the chairperson of the supervisory<u>audit</u> committee is unable or fails to perform his/her duties, the shareholders' general meeting shall be presided over and chaired by a supervisor<u>member</u> jointly nominated by more than half of the supervisors<u>members</u>.</p> <p>The shareholders' general meeting convened by shareholders on their own initiatives shall be presided over and chaired by the representative nominated by the convening shareholder.</p> <p>During a shareholders' general meeting, in the event that the chairperson of the shareholders' general meeting violates the Rules, which renders shareholders' general meeting unable to proceed, an attendee may be elected at the shareholders' general meeting to act as the chairperson thereat to proceed with the meeting subject to the consent of the shareholders with a simple majority of the voting rights present at such shareholders' general meeting.</p>
15	<p>Article 27</p> <p>Directors, supervisors and senior officers shall provide explanation and illustration for the questions and suggestions by shareholders at a shareholders' general meeting.</p>	<p>Article 27</p> <p>Directors, supervisors and senior officers shall provide explanation and illustration for the questions and suggestions by shareholders at a shareholders' general meeting.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
16	<p>Article 32</p> <p>In the event that directors or supervisors who represent by non-employee representatives are elected at the shareholders' general meeting, the nomination of candidates for directors or supervisors shall be proposed to the shareholders' general meeting for voting. The shareholders' general meeting shall vote on the director and supervisor candidates one by one after considering the proposals regarding the election of directors and supervisors.</p>	<p>Article 32</p> <p>In the event that directors or supervisors who represent by non-employee representatives are elected at the shareholders' general meeting, the nomination of candidates for directors or supervisors shall be proposed to the shareholders' general meeting for voting. The shareholders' general meeting shall vote on the director and supervisor candidates one by one after considering the proposals regarding the election of directors and supervisors.</p>
17	<p>Article 33</p> <p>A poll demanded on the election of the chairman of the general meeting, or on an adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with.</p> <p>A vote taken at another time as decided by the chairman of the meeting in the preceding paragraph shall be deemed to be a resolution passed at that meeting.</p>	<p>Article 33</p> <p>A poll demanded on the election of the chairman of the general meeting, or on an adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with.</p> <p>A vote taken at another time as decided by the chairman of the meeting in the preceding paragraph shall be deemed to be a resolution passed at that meeting.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
18	<p>Article 35</p> <p>The Company shall not, without the prior approval of shareholders in a shareholders' general meeting, enter into any contract with any person (other than a director, supervisor, other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.</p>	<p>Article 35</p> <p><u>Directors shall not directly or indirectly enter into any contracts or transactions with the Company without reporting to the board or the shareholders' meeting and being approved by a resolution of the board or the shareholders' meeting in accordance with the Articles of Association.</u></p> <p>The Company shall not, without the prior approval of shareholders in a shareholders' general meeting, enter into any contract with any person (other than a director, supervisor, other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.</p>
19	<p>Article 37</p> <p>A shareholders' general meeting shall not be declared closed for shareholders who attend in person at a time earlier than for those shareholders who attend via other means, and the chairman of the meeting shall announce voting details and results on each proposed resolution and declare whether a proposed resolution has been passed according to the voting results.</p> <p>Prior to the official announcement of the voting results, the company, persons responsible for vote counting, the scrutineer(s), substantial shareholders and other parties involved in the shareholders' general meeting site and other voting methods shall have the obligation to keep the voting confidential.</p>	<p>Article 37</p> <p>A shareholders' general meeting shall not be declared closed for shareholders who attend in person at a time earlier than for those shareholders who attend via other means, and the chairman of the meeting shall announce voting details and results on each proposed resolution and declare whether a proposed resolution has been passed according to the voting results.</p> <p>Prior to the official announcement of the voting results, the company, persons responsible for vote counting, the scrutineer(s), substantial shareholders and other parties involved in the shareholders' general meeting site and other voting methods shall have the obligation to keep the voting confidential.</p>

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
20	<p>Article 39</p> <p>Resolution of the shareholders' general meeting shall be in written form. The resolutions of the shareholders' general meeting shall be announced by the chairman of the meeting in accordance with the Articles of Association, the provisions of the Rules and the voting results of the meeting, and also be recorded in the meeting minutes.</p>	<p>Article 39</p> <p>Resolution of the shareholders' general meeting shall be in written form. The resolutions of the shareholders' general meeting shall be announced by the chairman of the meeting in accordance with the Articles of Association, the provisions of the Rules and the voting results of the meeting, and also be recorded in the meeting minutes.</p>
21	<p>Article 40</p> <p>Minutes of shareholders' general meetings shall be prepared by the secretary of the board of directors. The minutes shall contain the following items:</p> <ol style="list-style-type: none"> (1) the number of shareholders (their proxies) attending the shareholders' general meeting, the total number of their voting shares and the percentage of the total number of shares of the Company they represent; (2) the date, venue, time, agenda of the meeting, and the name of the convenor of the meeting; (3) the name of the chairman of the shareholders' general meeting, and the names of directors, supervisors, general manager and other senior officers present at the meeting; (4) key points of the opinions expressed by each attendee in respect of the matters being considered; 	<p>Article 40</p> <p>Minutes of shareholders' general meetings shall be prepared by the secretary of the board of directors. The minutes shall contain the following items:</p> <ol style="list-style-type: none"> (1) the number of shareholders (their proxies) attending the shareholders' general meeting, the total number of their voting shares and the percentage of the total number of shares of the Company they represent; (2) the date, venue, time, agenda of the meeting, and the name of the convenor of the meeting; (3) the name of the chairman of the shareholders' general meeting, and the names of directors, supervisors, general manager and other senior officers present at the meeting; (4) key points of the opinions expressed by each attendee in respect of the matters being considered;

No.	Current Provisions of Rules of Procedure for the General Meeting	Proposed Amended Provisions of Rules of Procedure for the General Meeting
	<p>(5) discussion of each proposed resolution and the voting results;</p> <p>(6) for any resolution proposed by a shareholder, the name and shareholding of such shareholder and contents of such proposed resolution;</p> <p>(7) details of the queries or recommendations from the shareholders and the corresponding responses or explanations;</p> <p>(8) names of those responsible for vote counting and the scrutineer(s);</p> <p>(9) other matters which shall be recorded in the meeting minutes in accordance with laws, regulations, rules, the Articles of Association and the Rules and which are deemed as necessary by the shareholders' general meeting.</p>	<p>(5) discussion of each proposed resolution and the voting results;</p> <p>(6) for any resolution proposed by a shareholder, the name and shareholding of such shareholder and contents of such proposed resolution;</p> <p>(7) details of the queries or recommendations from the shareholders and the corresponding responses or explanations;</p> <p>(8) names of those responsible for vote counting and the scrutineer(s);</p> <p>(9) other matters which shall be recorded in the meeting minutes in accordance with laws, regulations, rules, the Articles of Association and the Rules and which are deemed as necessary by the shareholders' general meeting.</p>
22	<p>Article 44</p> <p>The board of directors is responsible for implementing the resolution passed at a shareholders' general meeting and instructing the general manager to handle the specific implementation according to the content of the resolution and allocation of responsibilities; the chairperson of the supervisory committee shall directly organize the implementation of the matters required to be implemented by the supervisory committee under the resolution of the shareholders' general meeting.</p>	<p>Article 44</p> <p>The board of directors is responsible for implementing the resolution passed at a shareholders' general meeting and instructing the general manager to handle the specific implementation according to the content of the resolution and allocation of responsibilities; the chairperson of the supervisory committee shall directly organize the implementation of the matters required to be implemented by the supervisory committee under the resolution of the shareholders' general meeting.</p>

The Company proposed to amend the Rules of Procedure for the Board, details of which are set out as follows³:

No.	Current Provisions of Rules of Procedure for the Board	Proposed Amended Provisions of Rules of Procedure for the Board
1	<p>Article 1</p> <p>In order to ensure the lawful exercise of the rights of the board of directors independently, standardly and effectively, as well as the standardized operation and scientific decision-making of the board of directors, the rules of procedure for the Board (the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company, the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws, administrative regulations and rules of the State Council (the “laws and regulations”), and the Articles of Association of China Communications Services Corporation Limited (the “Articles of Association”), taking into account the Company’s actual situation.</p>	<p>Article 1</p> <p>In order to ensure the lawful exercise of the rights of the board of directors independently, standardly and effectively, as well as the standardized operation and scientific decision-making of the board of directors, the rules of procedure for the Board (the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company, the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws, administrative regulations and rules of the State Council (the “laws and regulations”), and the Articles of Association of China Communications Services Corporation Limited (the “Articles of Association”), taking into account the Company’s actual situation.</p>
2	<p>Article 33</p> <p>The general manager, the secretary of the board of directors and supervisors shall attend the board meeting, and the senior officers who are not the members of the board of directors and personnel relevant to the subject matter to be considered may also attend the meeting, if necessary. The attendees of the meeting shall have the right to express their opinions on relevant subject matter but have no voting right.</p>	<p>Article 33</p> <p>The general manager; <u>and</u> the secretary of the board of directors and supervisors shall attend the board meeting, and the senior officers who are not the members of the board of directors and personnel relevant to the subject matter to be considered may also attend the meeting, if necessary. The attendees of the meeting shall have the right to express their opinions on relevant subject matter but have no voting right.</p>

³ Pursuant to the newly amended Company Law of the People’s Republic of China, which came into effect on 1 July 2024, the reference to the “Shareholders’ General Meeting, Shareholders’ Meeting or General Meeting (股東大會)” in the relevant provisions of the Rules of Procedure for the Board shall be amended to the “Shareholders’ General Meeting, Shareholders’ Meeting or General Meeting (股東會)” accordingly. Due to the large number of items involved, they will not be listed one by one.

Furthermore, adjustments to the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Rules of Procedure for the Board, would not be listed separately as they do not involve any changes in the substantial contents of the Rules of Procedure for the Board.



中国通信服务
CHINA COMSERVICE

中國通信服務股份有限公司

CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 552)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Communications Services Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 23 October 2025 at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, to consider and, if thought fit, pass the following resolution:

SPECIAL RESOLUTION

1. **THAT** the amendments to the Articles of Association and abolishment of the Supervisory Committee, and the amendments to the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board be considered and approved.

By Order of the Board
China Communications Services Corporation Limited
Chung Wai Cheung, Terence
Company Secretary

Beijing, PRC
30 September 2025

Notes:

- (1) Details of the above resolution is set out in the circular of the Company dated 30 September 2025. Unless the context otherwise requires, terms defined in the circular shall have the same meanings when used in this notice.
- (2) Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on Friday, 17 October 2025 and then register as shareholders on the register of members of the Company are entitled to attend the EGM.
- (3) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf at the EGM. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the circular of the Company dated 30 September 2025.

- (4) To be valid, the form of proxy together with the power of attorney or other authorization document (if any) signed by the authorized person or notorially certified power of attorney must be delivered to the Office of the Board of the Company for domestic share shareholders and to the Computershare Hong Kong Investor Services Limited for H share shareholders not less than 24 hours before the designated time for the holding of the EGM. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM if you so wish. In such event, the relevant instrument appointing a proxy shall be deemed to be revoked.

The address of the share registrar for the Company's H shares is as follow:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

- (5) Shareholders attending the EGM in person or by proxy shall present their identity certification. If the attending shareholder is a corporation, its legal representative or person authorized by the board or other decision-making authority shall present a copy of the relevant resolution of the board or other decision-making authority in order to attend the EGM.
- (6) Closure of the register of members:

For the purpose of determining the H share shareholders' entitlement to attend the EGM to be held on Thursday, 23 October 2025, the H share register of members of the Company will be closed from Monday, 20 October 2025 to Thursday, 23 October 2025 (both days inclusive), during which period no transfer of H shares will be registered. If H share shareholders intend to attend the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 17 October 2025. H share shareholders of the Company who are registered on the register of members held by Computershare Hong Kong Investor Services Limited on Thursday, 23 October 2025 are entitled to attend the EGM.

- (7) The resolution at the general meeting will be voted by poll.
- (8) The EGM is expected to last for half a day and shareholders (in person or by proxy) attending the EGM shall be responsible for their own transport and accommodation expenses.
- (9) The address of the Office of the Board is as follows:

Block No.1, Compound No.1, Fenghuangzui Street
Fengtai District
Beijing PRC
postal code: 100073

Contact person: Mr. Chung Wai Cheung, Terence
Telephone: (8610) 5850 2290