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If you are in 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 Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY
(2) CHANGE OF INTERNATIONAL AUDITOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover page shall have the same meaning as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the Extraordinary General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司) to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on 19 November 2024 at 9:30 a.m. is set out on pages 50 to 51 of this circular.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.cn).

Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish.

This circular will remain on the "Latest Listed Company Announcement" page of the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.tbtl.cn for 7 days from the date of its publication.

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors of the Company;
“Company”	Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are listed on the GEM (Stock code: 8348);
“Director(s)”	the director(s) of the Company;
“Extraordinary General Meeting”	an extraordinary general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Tuesday, 19 November 2024 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of extraordinary general meeting which is set out on pages 50 to 51 of this circular, or any adjournment thereof;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on GEM;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	30 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;

* For identification purposes only

DEFINITIONS

“Share(s)”	the H Shares;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



天津濱海泰達物流集團股份有限公司
Tianjin Binhai Teda Logistics (Group) Corporation Limited*
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8348)

Executive Directors:

Mr. Yang Weihong (*Chairman*)
Ms. Ma Xin (*General Manager*)

Non-executive Directors:

Mr. Li Jian
Ms. Meng Jun
Ms. Sun Jing

Independent non-executive Directors:

Professor Cheng Xinsheng
Mr. He Yongjun
Professor Japhet Sebastian Law
Mr. Peng Zuowen

*Registered office and principal place of
business in the PRC:*

Third Floor of the Office Building,
No. 39, Bohai Road,
Tianjin Economic and Technological Development Zone,
Tianjin,
The PRC

Principal place of business in Hong Kong:

25th Floor, Neich Tower,
128 Gloucester Road,
Wanchai, Hong Kong

Hong Kong share registrar and transfer office:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

31 October 2024

To the Shareholders

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY
(2) CHANGE OF INTERNATIONAL AUDITOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is, inter alia, to provide you with information regarding the resolutions to be proposed at the Extraordinary General Meeting for (1) proposed amendments to the Articles of the Company, (2) change of international auditor, and to give you a notice of the Extraordinary General Meeting and to seek your approval of, among others, these resolutions to be proposed thereat.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY

Reference is made to the announcement in relation to the proposed amendments to the Articles published by the Company on 25 October 2024. In order to enhance the corporate governance structure and promote the standardized operation of the Company, the Board proposes amendments to the Articles in accordance with prevailing national laws and regulations.

On 14 February 2023, the State Council of the PRC (the “**State Council**”) issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部份行政法規和文件的決定》) (the “**Decision**”), which includes the abolition of the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on 4 August 1994. On 17 February 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, which include the abolition of the Notice on the Implementation of the “Mandatory Provisions for Companies Listing Overseas” (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Decision and the Trial Measures (collectively, the “**New Regulations**”) have been effective since 31 March 2023. From the effective date of New Regulations, domestic companies that are listed overseas shall formulate their articles of association with reference to the laws and regulations including the Company Law of the PRC (《中華人民共和國公司法》) (the “**PRC Company Law**”) instead of the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》). Meanwhile, holders of domestic shares and H shares are no longer regarded as different classes of shareholders, and the class meeting requirement applicable to holders of domestic and H shares are no longer necessary and removed.

The Stock Exchange has made corresponding amendments to the GEM Listing Rules to reflect the New Regulations, which came into effect on 1 August 2023.

On 29 December 2023, the 7th meeting of the Standing Committee of the 14th National People’s Congress passed the second amendment to the PRC Company Law. The new PRC Company Law took effect on 1 July 2024.

In light of the above, the Board has reviewed the Articles and proposed to amend relevant provisions of the Articles in connection with the Company’s actual situation. At the same time, the Company proposes to amend the provisions which do not affect the explanations of the Articles, such as amending shareholders’ general meetings (股東大會) to shareholders meeting (股東會). Certain names, typos and punctuations have also been modified.

The legal advisers to the Company have confirmed that the proposed amendments to the Articles conform with the requirements of the GEM Listing Rules (where applicable), and the laws of the PRC. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

The proposed amendments to the Articles are subject to the consideration and approval at the Extraordinary General Meeting by way of a special resolution and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities in the PRC. Details of the proposed amendments to the Articles are set out in the Appendix of this circular.

The Articles are prepared in Chinese and the English translated version is for reference only. In case of inconsistency between the Chinese and English versions of the Articles, the Chinese version shall prevail.

3. CHANGE OF INTERNATIONAL AUDITOR

Reference is made to the announcement in relation to the change of international auditor published by the Company on 25 October 2024.

At the annual general meeting of the Company held on 19 June 2024, HLB Hodgson Impey Cheng Limited (“**HLB**”) was re-appointed as the international auditor of the Company (“**Auditor**”). According to the requirements of the Administrative Measures of Selection and Engagement of Accounting Firms by State-Owned Enterprises and Listed Companies (Cai Hui [2023] No. 4) (《國有企業、上市公司選聘會計師事務所管理辦法》(財會[2023]4號)), state-owned enterprises in principle shall not appoint the same accounting firm for a consecutive term longer than 10 years. After completion of audit for the year ended 31 December 2023, the period of cooperation between the Company and HLB has reached the maximum period permitted under the relevant regulations. Therefore, HLB has resigned as the Auditor with effect from 25 October 2024.

HLB has not commenced any audit work on the consolidated financial statements of the Group for the financial year ending 31 December 2024. The Board expects that the change of Auditor will not have any material impact on preparation of the consolidated financial statements of the Group for the financial year ending 31 December 2024.

HLB has confirmed that there are no matters in connection with its resignation that need to be brought to the attention of the Shareholders. The Board is not aware of any disagreements or unresolved matters or circumstances in relation to the change of Auditor that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to HLB for its professional services and support provided to the Company in various years in the past.

The Board, with the recommendation from the Audit Committee, has resolved to appoint CL Partners CPA Limited (“**CL Partners**”) as the Auditor with effect from 25 October 2024 to fill the casual vacancy following the resignation of HLB. The Board and the Audit Committee have reviewed the qualifications, competence and experience of CL Partners and considered it to be in compliance with the regulatory requirements in terms of qualification, professional competence, independence and integrity.

The appointment of CL Partners is subject to the approval of the Shareholders at the Extraordinary General Meeting, who shall hold office until the conclusion of the next annual general meeting.

LETTER FROM THE BOARD

4. EXTRAORDINARY GENERAL MEETING

The notice of Extraordinary General Meeting is set out on pages 50 to 51 of this circular. At the Extraordinary General Meeting, resolutions will be proposed to approve the amendments to the Articles of the Company and the change of international auditor.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.cn). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish. According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll.

5. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the Extraordinary General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of Extraordinary General Meeting.

Yours faithfully,

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Yang Weihong

Chairman

* For identification purposes only

The major proposed amendments to the Articles are as follows:

No.	Original Articles	Revised Articles
1.	<p>Article 1.</p> <p>The Corporation (or referred to as “Corporation”) is a company set up on the basis of Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), “Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Corporations” (hereinafter referred to as “Special Provisions”), “Mandatory Provisions for the Articles of Association of the Companies to Be Listed Outside the People’s Republic of China” (hereinafter referred to as “Mandatory Provisions”) and other laws and administrative regulations of the People’s Republic of China (hereinafter referred to as “China”).</p> <p>.....</p>	<p>Article 1.</p> <p>The Corporation (or referred to as “Corporation”) is a company set up on the basis of Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), “Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Corporations” (hereinafter referred to as “Special Provisions”), “Mandatory Provisions for the Articles of Association of the Companies to Be Listed Outside the People’s Republic of China” (hereinafter referred to as “Mandatory Provisions”) and other laws and administrative regulations of the People’s Republic of China (hereinafter referred to as “China”).</p> <p>.....</p>
2.	<p>Article 7.</p> <p>The Articles of Association of the corporation (hereinafter referred to as “Articles of Association” or “the Articles of Association”) is enacted in accordance with “Company Law”, “Special Provisions”, “Mandatory Provisions”, “Opinion Letter with reference to Additional Modifications of Articles of Association for Company Listed in Hong Kong” (hereinafter referred to as “Additional Modifications Opinion”), along with relative laws and administrative regulations of the state to replace the Former Articles of Association (hereinafter referred to as “Former Articles of Association”).</p> <p>.....</p>	<p>Article 7.</p> <p>The Articles of Association of the corporation (hereinafter referred to as “Articles of Association” or “the Articles of Association”) is enacted in accordance with Company Law, “Special Provisions”, “Mandatory Provisions”, “Opinion Letter with reference to Additional Modifications of Articles of Association for Company Listed in Hong Kong” (hereinafter referred to as “Additional Modifications Opinion”), along with relative laws and administrative regulations of the state to replace the Former Articles of Association (hereinafter referred to as “Former Articles of Association”).</p> <p>.....</p>

No.	Original Articles	Revised Articles
3.	<p>Article 9.</p> <p>The Articles of Association takes effect as from the date when unanimous agreement is reached through shareholders' general meeting and the overseas listed foreign share of the Corporation is listed in The Stock Exchange of Hong Kong Limited (hereinafter referred to as "SEHK"). As from the date, the Former Articles of Association is invalid automatically and is replaced by the Articles of Association.</p>	<p>Article 9.</p> <p>The Articles of Association takes effect as from the date when unanimous agreement is reached after being reviewed and approved by reached through shareholders' general meeting and the overseas listed foreign share of the Corporation is listed in The Stock Exchange of Hong Kong Limited (hereinafter referred to as "SEHK"). As from the date, the Former Articles of Association is invalid automatically and is replaced by the Articles of Association.</p>
4.	<p>Article 23.</p> <p>The ordinary share of the Corporation is made up of domestic share and foreign share. The share issued to domestic investors is subscribed by RMB, which is called domestic share. The share issued to foreign investors is subscribed in foreign currency, which is called foreign share. Foreign share that is listed overseas, is called overseas listed foreign share.</p> <p>.....</p> <p>As approved by the Securities Regulatory Authority of the State Council, domestic shareholders can hand over all or part of their shares to foreign investors and these shares can be listed abroad, and all or part of the domestic shares may be converted to foreign shares and the foreign shares so converted may be listed and traded on overseas stock exchange(s), but shall comply with the process, regulations and requirements of supervision and management of a foreign security market. Any shareholders' general meeting or classified shareholders meeting is unnecessary in such case.</p> <p>Upon the same having been listed and having become tradable on overseas stock exchange(s), the original domestic shares shall belong to the same class of shares as the overseas listed foreign shares then in issue.</p>	<p>Article 23.</p> <p>The ordinary share of the Corporation is made up of domestic share and foreign share. The share issued to domestic investors is subscribed by RMB, which is called domestic share. The share issued to foreign investors is subscribed in foreign currency, which is called foreign share. Foreign share that is listed overseas, is called overseas listed foreign share. <u>Foreign shares issued by the Corporation and listed on the Hong Kong Stock Exchange shall be referred to as "H shares"</u>.</p> <p>.....</p> <p>As approved by the Securities Regulatory Authority of the State Council, domestic shareholders can hand over all or part of their shares to foreign investors and these shares can be listed abroad, and all or part of the domestic shares may be converted to foreign shares and the foreign shares so converted may be listed and traded on overseas stock exchange(s), but shall comply with the process, regulations and requirements of supervision and management of a foreign security market. Any shareholders' general meeting or classified shareholders meeting is unnecessary in such case.</p> <p>Upon the same having been listed and having become tradable on overseas stock exchange(s), the original domestic shares shall belong to the same class of shares as the overseas listed foreign shares then in issue.</p>

No.	Original Articles	Revised Articles
5.	<p>Article 24.</p> <p>The total share of the Corporation is 354,312,000 and the par value of each share is RMB 1.00. The structure of the share capital: domestic share 256,068,800, foreign share 98,243,200. The proportion of shareholder and share amount: domestic shareholder Teda Investment Holding Co., Ltd. bears 150,420,051 (42.45%); domestic shareholder Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. bears 77,303,789 (21.82%); domestic shareholder Chia Tai Land Company Limited bears 28,344,960(8.00%); Shareholder of H-share bears 98,243,200 (27.73%). The domestic shares (including state-owned shares) and foreign shares & overseas listed foreign shares of the founder mentioned in this Articles of Association are all ordinary shares.</p>	<p>Article 24.</p> <p>The total number of share of the Corporation, all of which are H shares and ordinary shares, is 354,312,000 and the par value of each share is RMB 1.00. The structure of the share capital: domestic share 256,068,800, foreign share 98,243,200. The proportion of shareholder and share amount: domestic shareholder Teda Investment Holding Co., Ltd. bears 150,420,051 (42.45%); domestic shareholder Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. bears 77,303,789 (21.82%); domestic shareholder Chia Tai Land Company Limited bears 28,344,960(8.00%); Shareholder of H-share bears 98,243,200 (27.73%). The domestic shares (including state-owned shares) and foreign shares & overseas listed foreign shares of the founder mentioned in this Articles of Association are all ordinary shares.</p>
6.	<p>Article 25.</p> <p>As to the plan of issuing overseas listed foreign shares and domestic shares approved by the Securities Regulatory Authority of the State Council, board of directors have the rights to arrange the issuance respectively.</p> <p>.....</p>	<p>Article 25.</p> <p>As to the plan of issuing overseas listed foreign shares and domestic shares approved by After registration or filing at the Securities Regulatory Authority of the State Council, the Corporation may issue shares to domestic investors and foreign investors and board of directors have the rights to arrange the issuance respectively.</p> <p>.....</p>
7.	<p>Article 26.</p> <p>Foreign shares listed overseas and domestic shares which are to be respectively issued as part of the total amount of shares fixed in the Corporation's issuance plan shall be respectively raised in full at one time. Under special circumstances where the total amount of shares of each issuance cannot be entirely raised in full at one time, such shares may, subject to the approval by the Securities Regulatory Authority of the State Council, be issued in installments.</p>	<p>Article 26.</p> <p>Foreign shares listed overseas and domestic shares which are to be respectively issued as part of the total amount of shares fixed in the Corporation's issuance plan shall be respectively raised in full at one time. Under special circumstances where the total amount of shares of each issuance cannot be entirely raised in full at one time, such shares may, subject to the registration or filing at the approval by the Securities Regulatory Authority of the State Council, be issued in installments.</p>

No.	Original Articles	Revised Articles
8.	<p>Article 32.</p> <p>.....</p> <p>Once the resolution of capital reducing is made, the Corporation shall inform the creditors within ten days, and meanwhile make public notification at least 3 times on newspaper within 30 days. Upon receiving the notification letter, creditors have the rights to claim full repayment of their debts or provision of a corresponding guarantee from the Corporation within 30 days. For those who do not receive the notification letter, the claim shall be made within 90 days as from the first notification date.</p> <p>The registered capital, after being reduced, shall not be less than the minimum quota stipulated by law.</p>	<p>Article 32.</p> <p>.....</p> <p>Once the resolution of capital reducing is made <u>by a shareholders meeting</u>, the Corporation shall inform the creditors within ten days, and meanwhile make public notification <u>at least 3 times</u> on newspaper <u>or National Enterprise Credit Information Publicity System</u> within 30 days. Upon receiving the notification letter, creditors have the rights to claim full repayment of their debts or provision of a corresponding guarantee from the Corporation within 30 days. For those who do not receive the notification letter, the claim shall be made within <u>90</u> days as from the first notification date.</p> <p>The registered capital, after being reduced, shall not be less than the minimum quota stipulated by law.</p>
9.	<p>Article 33.</p> <p>The Corporation can repurchase the issued shares under the following circumstances pursuant to laws and administrative regulations and in compliance with this Articles of Association and approved by relative state administration or regulatory authority:</p> <ol style="list-style-type: none"> 1. To cancel the share in order to reduce the capital; 2. To merger with companies bearing the shares of the Corporation; 3. To distribute the shares to the staff of the Corporation as a bonus; 4. Shareholders have objection to the resolution of merger or separation of the Corporation at the shareholders meeting and ask for repurchasing the shares; and 	<p>Article 33.</p> <p>The Corporation can repurchase the issued shares under the following circumstances pursuant to laws and administrative regulations and in compliance with this Articles of Association and approved by relative state administration or regulatory authority:</p> <ol style="list-style-type: none"> 1. To cancel the share in order to reduce the <u>registered</u> capital; 2. To merger with companies bearing the shares of the Corporation; 3. To distribute the shares to the staff of the Corporation as a bonus <u>use shares for employee share ownership plan or share incentives</u>; 4. Shareholders have objection to the resolution of merger or separation of the Corporation at the shareholders meeting and ask for repurchasing the shares; and

No.	Original Articles	Revised Articles
	<p>5. Other circumstances approved by laws and administrative regulations.</p> <p>A shareholders general meeting shall be convened to make a resolution on whether to repurchase the shares on account of the proceeding item 1 and item 3.</p> <p>The shares repurchased by the Corporation in accordance with the proceeding item 3 shall not be more than 5% of the total amount of the shares issued; the fund for repurchasing shall be withdrawn from the after tax profit of the Corporation; the repurchased shares shall be transferred to the staff within one year.</p> <p>The Corporation does not accept shares as the subject of a mortgage.</p> <p>.....</p>	<p><u>5. To use the shares in the conversion of the convertible corporate bonds issued by the Corporation;</u></p> <p><u>6. Necessary for the Corporation to protect its value and its shareholders' equity; and</u></p> <p>5<u>7. Other circumstances approved by laws and administrative regulations.</u></p> <p>A shareholders general meeting shall be convened to make a resolution on whether to repurchase the shares on account of the proceeding Item 1 and Item 3. <u>Where the Corporation repurchases its own shares under any of the circumstances prescribed in the preceding Items (5) or (6), a resolution shall be made at a meeting of the board of directors by two-thirds of the directors or more attending the meeting according to the provisions of the Articles of Association or the authorization of the shareholders' meeting.</u></p> <p>The shares repurchased by the Corporation in accordance with the proceeding item 3 shall not be more than 5% of the total amount of the shares issued; the fund for repurchasing shall be withdrawn from the after tax profit of the Corporation; the repurchased shares shall be transferred to the staff within one year.</p> <p><u>Where the Corporation repurchases its own shares under any of the circumstances prescribed in Items (3), (5) or (6) of Paragraph 1 hereof, it shall do so in the manner of an open centralized trading, and the shares that are held by the Corporation in total shall not exceed 10% of all shares issued by the Corporation.</u></p> <p>The Corporation does not accept <u>its</u> shares as the subject of a mortgage.</p> <p>.....</p>

No.	Original Articles	Revised Articles
10.	<p data-bbox="279 283 416 310">Article 34.</p> <p data-bbox="279 346 829 470">The Corporation may repurchase the shares in accordance with one of the following methods approved by relative state administrative authority:</p> <ol data-bbox="279 506 829 825" style="list-style-type: none"> <li data-bbox="279 506 829 597">1. To hand out repurchase offer in equal proportion to all shareholders according to their shareholdings; <li data-bbox="279 634 829 697">2. To repurchase the shares at security exchange market publicly; <li data-bbox="279 734 829 825">3. To repurchase the shares in the manner of agreement outside a security exchange market; <p data-bbox="279 861 829 925">In terms of the shares that can be repurchased by the Corporation,</p> <ol data-bbox="279 961 829 1240" style="list-style-type: none"> <li data-bbox="279 961 829 1081">(1) shall the repurchase not be in the manner of marketing or bidding, the price shall not be more than a certain maximum limit. <li data-bbox="279 1117 829 1240">(2) shall the repurchase be in the manner of bidding, the Corporation must send out the bidding advice to all shareholders with no bias. 	<p data-bbox="842 283 979 310">Article 34.</p> <p data-bbox="842 346 1393 470">The Corporation may repurchase the shares in accordance with one of the following methods approved by relative state administrative authority:</p> <ol data-bbox="842 506 1393 825" style="list-style-type: none"> <li data-bbox="842 506 1393 597">1. To hand out repurchase offer in equal proportion to all shareholders according to their shareholdings; <li data-bbox="842 634 1393 697">2. To repurchase the shares at security exchange market publicly; <li data-bbox="842 734 1393 825">3. To repurchase the shares in the manner of agreement outside a security exchange market; <p data-bbox="842 861 1393 925">In terms of the shares that can be repurchased by the Corporation,</p> <ol data-bbox="842 961 1393 1240" style="list-style-type: none"> <li data-bbox="842 961 1393 1081">(1) shall the repurchase not be in the manner of marketing or bidding, the price shall not be more than a certain maximum limit. <li data-bbox="842 1117 1393 1240">(2) shall the repurchase be in the manner of bidding, the Corporation must send out the bidding advice to all shareholders with no bias.

No.	Original Articles	Revised Articles
11.	<p>Article 36.</p> <p>When the Corporation repurchases the shares in accordance with Article 33 of this Articles of Association, cancellation subject to Item 1 shall be gone through within 10 days as from the repurchasing day or before the deadline stipulated by laws, administrative regulations and provisions of listing countries (regions); transfer or cancellation subject to Item 2 and 4 shall be gone through within 6 months or before the deadline stipulated by laws, administrative regulations and provisions of listing countries (regions), and the registration of change shall be processed at the original registration department for the Corporation.</p> <p>The total par value of the cancelled shares shall be deducted from the registered capital of the Corporation.</p> <p>The Corporation shall make a public notice in accordance with overseas and SEHK regulations (if applicable) after the capital deduction and registration change are completed.</p>	<p>Article 36.</p> <p>When the Corporation repurchases the shares in accordance with Article 33 of this Articles of Association, cancellation subject to Item 1 shall be gone through within 10 days as from the repurchasing day or before the deadline stipulated by laws, administrative regulations and provisions of listing countries (regions); transfer or cancellation subject to Item 2 and 4 shall be gone through within 6 months or before the deadline stipulated by laws, administrative regulations and provisions of listing countries (regions), <u>transfer or cancellation subject to Item 3, 5 or 6 shall be gone through within 3 years</u>, and the registration of change shall be processed at the original registration department for the Corporation.</p> <p>The total par value of the cancelled shares shall be deducted from the registered capital of the Corporation.</p> <p>The Corporation shall make a public notice in accordance with overseas and SEHK regulations (if applicable) after the capital deduction and registration change are completed.</p> <p><u>The Corporation making a share repurchase shall perform its disclosure obligation according to the provisions of the listing rules of foreign and the Hong Kong Stock Exchange (if applicable).</u></p>
12.	<p>Chapter 5 (Financial Assistance on Capital Purchase) and Chapter 6 (Share Certificates and Register of Shareholders)</p>	<p>All deleted</p>

No.	Original Articles	Revised Articles
13.	<p>Article 54.</p> <p>The Corporation's shareholders are holders that lawfully hold shares of the Corporation and whose names are entered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and have obligations according to the category and number of shares held by them. Holders of shares of the same category shall enjoy equal rights and have equal obligations.</p> <p>In terms of co-holders, if one of them deceased, the remaining holders shall be deemed as the owner of the shares, and the board of directors has the right, for the purpose of amending the register of shareholders, to ask for a dead certificate which is deemed to be reasonable by the co-holders. As for the co-holders, only the one listed first in the register of shareholders has the rights to receive the shares and the Corporation notification, attend shareholder's general meeting and exercise the voting right. Any notification reached to this co-holder shall be deemed to be a notification to all the other co-holders.</p>	<p>Article 5438.</p> <p>The Corporation's shareholders are holders that lawfully hold shares of the Corporation and whose names are entered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and have obligations according to the category and number of shares held by them. Holders of shares of the same category shall enjoy equal rights and have equal obligations.</p> <p>In terms of co-holders, if one of them deceased, the remaining holders shall be deemed as the owner of the shares, and the board of directors has the right, for the purpose of amending the register of shareholders, to ask for a dead certificate which is deemed to be reasonable by the co-holders. As for the co-holders, only the one listed first in the register of shareholders has the rights to receive the shares and the Corporation notification, attend shareholder's general meeting and exercise the voting right. Any notification reached to this co-holder shall be deemed to be a notification to all the other co-holders.</p> <p><u>Hong Kong branch register of members must be available for inspection by shareholders.</u></p>
14.	<p>Article 62.</p> <p>The shareholders' general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> 1. Decide on the business policies and discuss crucial investment plans of the Corporation which may be examined and approved by the shareholders' general meeting; 2. Elect and replace directors and decide on matters concerning the remuneration of directors; 3. Elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning the remuneration of supervisors; 	<p>Article 6246.</p> <p>The shareholders' general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> 1. Decide on the business policies and discuss crucial investment plans of the Corporation which may be examined and approved by the shareholders' general meeting; 21. Elect and replace directors and decide on matters concerning the remuneration of directors; 32. Elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning the remuneration of supervisors;

No.	Original Articles	Revised Articles
4.	Examine and approve reports of the board of directors;	43. Examine and approve reports of the board of directors;
5.	Examine and approve reports of the board of supervisors;	54. Examine and approve reports of the board of supervisors;
6.	Examine and approve the Corporation's annual financial budget and final account proposals;	6. Examine and approve the Corporation's annual financial budget and final account proposals;
7.	Examine and approve the Corporation's plans for profit distribution and making up losses;	75. Examine and approve the Corporation's plans for profit distribution and making up losses;
8.	Pass resolutions concerning the increase or reduction of the Corporation's registered capital;	86. Pass resolutions concerning the increase or reduction of the Corporation's registered capital;
9.	Pass resolutions on matters such as the merger, division, dissolution or liquidation of the Corporation;	97. Pass resolutions on matters such as the merger, division, dissolution, or liquidation or change of corporate form of the Corporation;
10.	Pass resolutions on the issuance of bonds by the Corporation;	108. Pass resolutions on the issuance of bonds by the Corporation;
11.	Pass resolutions on the issuance of other securities and the listing plan of the Corporation;	149. Pass resolutions on the issuance of other securities and the listing plan of the Corporation;
12.	Pass resolutions on the employment, dismissal or refusal of employment of accounting firms by the Corporation;	1210. Pass resolutions on the employment, dismissal or refusal of employment of accounting firms by the Corporation;
13.	Amend the Articles of Association of the Corporation;	1311. Amend the Articles of Association of the Corporation;
14.	Examine the motions raised by the shareholders' (either independent or joint) representing 3% or more of the Corporation's voting shares; and	1412. Examine the motions raised by the shareholders' (either independent or joint) representing 3 1 % or more of the Corporation's voting shares; and
15.	Other matters those laws, administrative regulations and the Corporation's Articles of Association require to be resolved by the shareholders' general meeting.	1513. Other matters those laws, administrative regulations and the Corporation's Articles of Association require to be resolved by the shareholders' general meeting.

No.	Original Articles	Revised Articles
15.	<p>Article 64.</p> <p>Shareholders' general meetings shall include annual shareholders' meetings and extraordinary shareholders' meetings. Shareholders' general meetings shall be convened by the board of directors. Annual meetings shall be convened once a year and shall be held within six months following the preceding fiscal year.</p> <p>The board of directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any of the following circumstances:</p> <p>.....</p> <p>3. Shareholders holding 10% or more of the Corporation's voting shares required in writing an extraordinary shareholders' general meeting to be convened;</p> <p>.....</p>	<p>Article 6448.</p> <p>Shareholders' general meetings shall include annual shareholders' meetings (<u>or hereinafter referred as annual general meetings</u>) and extraordinary shareholders' meetings (<u>or hereinafter referred to as extraordinary general meetings</u>). Shareholders' general meetings shall be convened by the board of directors. Annual <u>general</u> meetings shall be convened once a year and shall be held within six months following the preceding fiscal year.</p> <p>The board of directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any of the following circumstances:</p> <p>.....</p> <p>3. Shareholders holding, <u>either independently or jointly</u>, 10% or more of the Corporation's voting shares required in writing an extraordinary shareholders' general meeting to be convened;;</p> <p>.....</p>
16.	<p>Article 65.</p> <p>When the Corporation is to hold an annual shareholders' meeting, it shall issue a written notice not less than 20 business days prior to the meeting; and where the Corporation is to hold an extraordinary general meeting, it shall notify the shareholders not less than 10 business days or 15 days (whichever is earlier) prior to the meeting.</p> <p>.....</p>	<p>Article 6549.</p> <p>When the Corporation is to hold an annual shareholders' general meeting, it shall issue a written notice <u>notify shareholders</u> not less than 20 <u>21</u> business days prior to the meeting; and where the Corporation is to hold an extraordinary general meeting, it shall notify the shareholders not less than 10 business days or 15 days (whichever is earlier) prior to the meeting.</p> <p>.....</p>

No.	Original Articles	Revised Articles
17.	<p>Article 66.</p> <p>The shareholder(s) (either independently or jointly) holding 3% or more (including 3%) of the total number of the Corporation's voting shares shall be entitled to propose temporary proposal(s) 10 days before the convening of the shareholders' meeting and in writing to the Corporation. The Corporation shall notify other shareholders within 2 days upon receipt of such proposal(s), and include in the agenda for the meeting the matters in the proposal(s) that fall within the scope of functions and rights of the shareholders' general meeting and with a clear topic of discussion and a specific matter to be resolved.</p>	<p>Article 6650.</p> <p>The shareholder(s) (either independently or jointly) holding 3% or more (including 3%) of the total number <u>1% or more (including 1%)</u> of the Corporation's voting shares shall be entitled to propose temporary proposal(s) 10 days before the convening of the shareholders' meeting and in writing to the Corporation <u>Board, and the temporary proposal(s) shall have a clear topic of discussion and a specific matter to be resolved.</u> The Corporation <u>Board</u> shall notify other shareholders within 2 days upon receipt of such proposal(s), and include in the agenda for the meeting <u>propose the temporary proposal(s) to the shareholders meeting, except for the breach of laws, administrative regulations or the Articles of Association requirement or the matters in the proposal(s) that do not</u> fall within the scope of functions and rights of the shareholders' general meeting and with a clear topic of discussion and a specific matter to be resolved.</p> <p><u>The notice under Articles 49 and 50 shall be issued by way of public announcement by the Corporation.</u></p>
18.	<p>Article 67.</p> <p>Shareholders' general meeting may not decide on matters not specified in the notice or announcement.</p>	<p>Article 6751.</p> <p>Shareholders' general meeting may not decide on matters not specified in the notice or announcement <u>make resolution on matters not specified in the notice.</u></p>

No.	Original Articles	Revised Articles
19.	<p>Article 69.</p> <p>The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail to the recipient's address shown in the register of shareholders. For holders of domestic investment shares, the notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the State Council authorities in charge of securities during the period of not less than 20 business days prior to an annual general meeting and 10 business days or 15 days (whichever is earlier) prior to an extraordinary general meeting. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>	<p>Article 6953.</p> <p>The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) <u>according to the notification provisions in this Articles of Association</u> by assigned persons or pre-paid mail to the recipient's address shown in the register of shareholders. For holders of domestic investment shares, the notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the State Council authorities in charge of securities during the period of not less than 20 business days prior to an annual general meeting and 10 business days or 15 days (whichever is earlier) prior to an extraordinary general meeting. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>
20.	<p>Article 71.</p> <p>Any shareholder (including Hong Kong Securities Clearing Limited (HKSCC)) entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to his entrustment by the shareholder:</p> <p>.....</p>	<p>Article 7155.</p> <p>Any shareholder (including Hong Kong Securities Clearing Limited (HKSCC)) entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (<u>not more than 3 persons</u> who need not be shareholders) as his proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to his entrustment by the shareholder:</p> <p>.....</p>

No.	Original Articles	Revised Articles
21.	<p>Article 74.</p> <p>The instrument appointing a voting proxy shall be placed at the domicile of the Corporation or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or within 24 hours prior to the specified time of the vote. Where the instrument is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Corporation or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Corporation's shareholders' meetings as the representative of such legal person.</p> <p>If the shareholder is an Acknowledged Settlement Department or its proxy (hereinafter referred to as "Acknowledged Settlement Department") as defined by relevant laws and regulations of the place where the stock is listed, the shareholder may authorize such person(s) whom he thinks of suitable to attend any shareholders' general meeting and/or any classified shareholders' meeting; however, the written instrument shall specify the number and category of shares which such persons are liable to; such person(s) authorized shall have the right to exercise functions and power on behalf of Acknowledged Settlement Department(or its proxies), as if the person(s) is/are shareholder(s) of the Corporation.</p>	<p>Article 7458.</p> <p>The instrument appointing a voting proxy shall be placed at the domicile of the Corporation or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or within 24 hours prior to the specified time of the vote. Where the instrument is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Corporation or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Corporation's shareholders' meetings as the representative of such legal person.</p> <p>If the shareholder is an Acknowledged Settlement Department or its proxy (hereinafter referred to as "Acknowledged Settlement Department") as defined by relevant laws and regulations of the place where the stock is listed, the shareholder may authorize such person(s) whom he thinks of suitable to attend any shareholders' general meeting and/or any classified shareholders' meeting; however, the written instrument shall specify the number and category of shares which such persons are liable to; such person(s) authorized shall have the right to exercise functions and power on behalf of Acknowledged Settlement Department(or its proxies), as if the person(s) is/are shareholder(s) of the Corporation.</p>

No.	Original Articles	Revised Articles
22.	<p>Article 78.</p> <p>When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting rights that they represent. Each share shall carry one vote.</p>	<p>Article 7862.</p> <p>When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting rights that they represent. Each share shall carry one vote. <u>The shares repurchased by the Corporation as treasury shares (hereinafter referred to as "Treasury Shares") have no voting rights.</u></p>
23.	<p>Article 83.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting:</p> <ol style="list-style-type: none"> 1. work reports of the board of directors and the board of supervisors; 2. plans for the distribution of profits and making up of losses drafted by the board of directors; 3. removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration; 4. the Corporation's annual budget, final accounts, balance sheet, profit statement and other financial statements; 5. the extension or termination of the contract with an Accounting Office; 6. matters other than those that laws, administrative regulations or the Corporation's Articles of Association require to be passed by way of a special resolution; and 7. according to the GEM Listing Rules, the guarantee matters subject to the resolution of the shareholders' meeting, except the guarantee matters subject to the special resolution of the shareholders' meeting as stipulated in Article 84 of the Articles of Association. 	<p>Article 8367.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting:</p> <ol style="list-style-type: none"> 1. work reports of the board of directors and the board of supervisors; 2. plans for the distribution of profits and making up of losses drafted by the board of directors; 3. removal <u>matters including election, change</u> of members of the board of directors and the board of supervisors, <u>and</u> their remuneration and method of payment of their remuneration; 4. the Corporation's annual budget, final accounts, balance sheet, profit statement and other financial statements; 54. the extension or the appointment, termination or non-renewal of the contract with an Accounting Office and its remuneration; 5. <u>according to the requirements of the GEM Listing Rules, the guarantee matters subject to the resolution of the shareholders meeting, except the guarantee matters subject to the special resolution of the shareholders meeting as stipulated in Article 84 of the Articles of Association; and</u>

No.	Original Articles	Revised Articles
	<p>The remuneration mentioned in the proceeding Item3 includes (but not limited to) the remuneration payable to relative board of directors and supervisors when they lose their positions or retire from the Corporation.</p>	<p>6. matters other than those that laws, administrative regulations or the Corporation’s Articles of Association require to be passed by way of a special resolution <u>shall be subject to the resolution of the shareholders meeting;</u> and.</p> <p>7. according to the GEM Listing Rules, the guarantee matters subject to the resolution of the shareholders’ meeting, except the guarantee matters subject to the special resolution of the shareholders’ meeting as stipulated in Article 84 of the Articles of Association.</p> <p>The remuneration mentioned in the proceeding <u>preceding</u> Item 3 includes (but not limited to) the remuneration payable to relative board of directors and supervisors when they lose their positions or retire from the Corporation.</p>
24.	<p>Article 84.</p> <p>The following matters shall be resolved by way of a special resolution of the shareholders’ general meeting:</p> <p>1.</p> <p>4. Division, merger, dissolution and liquidation of the Corporation;</p> <p>5.</p>	<p>Article 8468.</p> <p>The following matters shall be resolved by way of a special resolution of the shareholders’ general meeting:</p> <p>1.</p> <p>4. Division, merger <u>Merger, division, dissolution, and liquidation or change of corporate form</u> of the Corporation;</p> <p>5.</p>

No.	Original Articles	Revised Articles
25.	<p>Article 87.</p> <p>Shareholders requesting the convening of an extraordinary shareholders’ general meeting or a meeting of shareholders of different categories shall proceed in accordance with the procedures set forth below:</p> <p>1. two or more shareholders holding a total of 10% or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the board of directors to convene an extraordinary shareholders’ general meeting or a meeting of shareholders of different categories and stating the subject of the meeting. The board of directors shall convene the shareholders’ general meeting or the meeting of shareholders of different categories as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made;</p> <p>2. if the board of directors fails to issue a notice of such a meeting within 30 days after having received the above-mentioned written notice , the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which shareholders’ meetings are to be convened by the board of directors.</p> <p>.....</p>	<p>Article 8771.</p> <p>Shareholders requesting the convening of an extraordinary shareholders’general meeting or a meeting of shareholders of different categories shall proceed in accordance with the procedures set forth below:</p> <p><u>1. if a shareholder individually holding or shareholders collectively holding 10% or more of the Corporation’s shares (excluding Treasury Shares), requests the convening of an extraordinary shareholders’ meeting, the board of directors or the board of supervisors shall, within 10 days from the date of receiving the request, decide whether to convene the extraordinary shareholders’ meeting and provide a written response to the shareholder(s).</u></p> <p>1. two or more shareholders holding a total of 10% or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the board of directors to convene an extraordinary shareholders’ general meeting or a meeting of shareholders of different categories and stating the subject of the meeting. The board of directors shall convene the shareholders’ general meeting or the meeting of shareholders of different categories as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made;</p> <p>2. if the board of directors fails to issue a notice of such a meeting within 30 days after having received the above-mentioned written notice, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which shareholders’ meetings are to be convened by the board of directors.</p> <p>.....</p>

No.	Original Articles	Revised Articles
26.	<p>Article 88.</p> <p>Shareholders’ general meeting shall be convened and presided over by the chairman of the board. Where the chairman of the board cannot attend such a meeting for any reason, the meeting shall be convened and presided over by the (a) director elected by more than half of the board of directors</p> <p>.....</p>	<p>Article 8872.</p> <p>Shareholders’general meeting shall be convened and presided over by the chairman of the board. Where the chairman of the board cannot perform duties or do not perform duties attend such a meeting for any reason, the meeting shall be convened and presided over by the (a) director elected by more than half of the board of directors</p> <p>.....</p>
27.	<p>Article 97.</p> <p>The lawyer employed by the board of directors of the Corporation may witness the shareholders’ general meeting, and shall hand in a letter of opinion to the Corporation.</p>	<p>Article 9781.</p> <p>The lawyer employed by the board of directors of the Corporation may witness the shareholders’ general meeting, and shall hand in a letter of opinion to the Corporation (if necessary).</p>
28.	<p>Chapter 9 (Special Procedure on Classified Shareholders Voting)</p>	<p>All deleted</p>
29.	<p>Article 111.</p> <p>Directors shall be natural person elected or changed by the shareholders’ meeting. A director may not hold any shares of the Corporation. Directors shall include executive and non-executive directors and non-executive directors shall include independent directors. The number of outside directors (directors who do not take any post in the Corporation) shall be or more than half of the board of directors and there shall be more than 3 independent (non-executive) directors (i.e. directors who are not shareholders of the Corporation and do not take any post in the Corporation). Executive directors refer to the directors who take the post of manager, vice manager or other management positions in the Corporation. Non-executive directors refer to the directors who do not take any post of manager, vice manager or other management positions in the Corporation.</p>	<p>Article 11187.</p> <p>Directors shall be natural person elected or changed by the shareholders’ meeting. A director may not hold any shares of the Corporation. Directors shall include executive and non-executive directors and non-executive directors shall include independent (non-executive) directors and there shall be more than 3 independent (non-executive) directors The number of outside directors (directors who do not take any post in the Corporation) shall be or more than half of the board of directors and there shall be more than 3 independent (non-executive) directors (i.e. directors who are not shareholders of the Corporation and do not take any post in the Corporation). Executive directors refer to the directors who take the post of manager, vice manager or other management positions in the Corporation. Non-executive directors refer to the directors who do not take any post of manager, vice manager or other management positions in the Corporation. Independent (non-executive) directors refer to the directors who are independent of the shareholders of the Corporation and do not take any position in the Corporation. The number of external directors (directors who do not take any post in the Corporation, same below) shall be more than half of the board of directors.</p>

No.	Original Articles	Revised Articles
30.	<p>Article 112.</p> <p>Directors shall be elected or changed by the shareholders' meeting. Every term of a director is three years. Upon expiry of the term, a director shall be eligible for re-election and re-appointment. Prior to expiration of a director's term, the shareholders' committee may not remove him without cause.</p> <p>.....</p>	<p>Article 11288.</p> <p>Directors shall be elected or changed by the shareholders' meeting. Every term of a director is three years. Upon expiry of the term, a director shall be eligible for re-election and re-appointment. Prior to expiration of a director's term, the shareholders' committee may not remove him without cause. <u>The shareholders meeting may make a resolution to remove a director, and the removal shall become effective on the date the resolution is adopted. If a director is removed without good cause before the end of their term, the director may claim compensation from the Corporation.</u></p> <p>.....</p>
31.	<p>Article 116.</p> <p>.....</p> <p>The resignation of director shall, except the circumstances prescribed in the preceding paragraph, comes into effect as of its acknowledgement by the board of directors.</p>	<p>Article 11692.</p> <p>.....</p> <p>The resignation of director shall, except the circumstances prescribed in the preceding paragraph, comes into effect as of its acknowledgement by the board of directors. <u>The director shall continue to perform duties under the circumstances prescribed in the preceding paragraph.</u></p>

No.	Original Articles	Revised Articles
32.	<p data-bbox="272 278 836 321">Article 122.</p> <p data-bbox="272 342 836 502">The board of directors is accountable to the shareholders’ committee, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <ol data-bbox="272 534 836 1215" style="list-style-type: none"><li data-bbox="272 534 836 629">1. being responsible for calling meetings of shareholders committee and presenting reports thereto;<li data-bbox="272 661 836 725">2. implementing resolutions adopted by the shareholders’ committee;<li data-bbox="272 757 836 949">3. determining the Corporation’s business plans and investment programs, except major investment plans that shall be submitted to the shareholders’ meeting for approval as prescribed by the Articles of Association ;<li data-bbox="272 981 836 1076">4. preparing annual financial budget plans and final accounting plans of the Corporation;<li data-bbox="272 1108 836 1215">5. preparing profit distribution plans and plans to cover Corporation losses;	<p data-bbox="836 278 1406 321">Article 12298.</p> <p data-bbox="836 342 1406 502">The board of directors is accountable to the shareholders’ committee meeting, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <ol data-bbox="836 534 1406 1215" style="list-style-type: none"><li data-bbox="836 534 1406 629">1. being responsible for calling meetings of shareholders committee meeting and presenting reports thereto;<li data-bbox="836 661 1406 725">2. implementing resolutions adopted by the shareholders’ committee meeting;<li data-bbox="836 757 1406 981">3. determining the Corporation’s business plans programs and investment programs plans, except major investment plans that shall be submitted to the shareholders’ meeting for approval as prescribed by the Articles of Association ;<li data-bbox="836 1012 1406 1108">4. preparing deciding annual financial budget plans and final accounting plans of the Corporation;<li data-bbox="836 1140 1406 1215">5. preparing profit distribution plans and plans to cover Corporation losses;

No.	Original Articles	Revised Articles
6.	formulating plans for increasing or reducing registered capital of the Corporation; issue of stocks or other securities ad listing of the Corporation;	6. formulating plans for increasing or reducing registered capital of the Corporation; issue of stocks or other securities ad listing of the Corporation;
7.	drafting plans for merger, division, change of corporate form or dissolution of the Corporation;	7. drafting plans for merger, division, dissolution or change of corporate form or dissolution of the Corporation;
8.	reviewing and approving affiliate transactions that are required by laws, administrative rules or other relevant regulations to be approved by the board of directors.	8. reviewing and approving affiliate transactions that are required by laws, administrative rules or other relevant regulations to be approved by the board of directors.;
9.	determining the structure of the Corporation's internal management;	9. determining the structure of the Corporation's internal management;
10.	<p>appointing or removing the manager (general manager) (Hereinafter referred to as the "general manager") of the Corporation, appointing or removing, upon the general manager's recommendation, vice managers of the Corporation and the officer in charge of finance, and determining the remuneration for those officers;</p> <p>In appointing senior operation management personnel, the Party Organisation shall consider and comment on the candidates nominated by the nomination committee under the board of directors or the general manager, or recommend candidates to the nomination committee or the general manager. The Party Organisation shall evaluate the proposed candidates and put forth comments and suggestions after collective discussion.</p>	<p>10. matters of determining to appointing or removing appoint or remove the manager (general manager) (Hereinafter referred to as the "general manager") of the Corporation and his remuneration, and determining to appoint or remove appointing or removing, upon the general manager's recommendation, vice managers of the Corporation and the officer in charge of finance, and determining the remuneration for those officers;</p> <p>In appointing senior operation management personnel, the Party Organisation shall consider and comment on the candidates nominated by the nomination committee under the board of directors or the general manager, or recommend candidates to the nomination committee or the general manager. The Party Organisation shall evaluate the proposed candidates and put forth comments and suggestions after collective discussion.</p>
11.	formulating the basic management scheme of the Corporation.	11. formulating the basic management scheme of the Corporation.
12.	formulating the revision plan of the Articles of Association and submitting to the shareholders' meeting for voting.	11. formulating the basic management scheme of the Corporation.;
13.	drafting major acquisition or sales plan of the Corporation	12. formulating the revision plan of the Articles of Association and submitting to the shareholders' meeting for voting.;
.....		13. drafting major acquisition or sales plan of the Corporation.

No.	Original Articles	Revised Articles
33.	<p>Article 125.</p> <p>Meetings of the board of directors shall be held at least four times a year. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors 10 days before the meetings are held. Extraordinary meetings of the board of directors may be held upon proposal by shareholders with more than 1/10 voting rights, more than 1/3 directors or the Supervision Committee. The chairman of board of directors shall call and preside the meeting within 10 days upon receiving the proposals. When there is an urgent matter, extraordinary meetings of the board of directors may be held upon proposal by more than three directors or the Corporation manager.</p>	<p>Article 125<u>101</u>.</p> <p>Meetings of the board of directors shall be held at least four times a year. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors 10 days before the meetings are held. Extraordinary meetings of the board of directors may be held upon proposal by shareholders with more than 1/10 voting rights, more than 1/3 directors or the Supervision Committee. The chairman of board of directors shall call and preside the meeting within 10 days upon receiving the proposals. When there is an urgent matter, extraordinary meetings of the board of directors may be held upon proposal by more than three directors or the Corporation manager, and the notice shall be provided to all directors and supervisors 2 days before the meetings are held.</p>
34.	<p>Article 127.</p> <p>Meetings of the board of directors may be held only if more than half of the directors (including in accordance with Article 129 hereof, directors who entrust in writing another director with attending the meeting on his behalf) attend.</p> <p>.....</p>	<p>Article 127<u>103</u>.</p> <p>Meetings of the board of directors may be held only if more than half of the directors (including in accordance with Article 129 105 hereof, directors who entrust in writing another director with attending the meeting on his behalf) attend.</p> <p>.....</p>
35.	<p>Article 128.</p> <p>Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this meaner shall constitute presence in person at the meeting.</p>	<p>Article 128<u>104</u>.</p> <p>Directors may appear at a meeting of the board and vote by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this meaner shall constitute presence in person at the meeting.</p>

No.	Original Articles	Revised Articles
36.	<p>Article 134.</p> <p>The Corporation shall have a secretary to the board of directors. The secretary to the board of directors shall be a senior official of the Corporation and shall undertake obligations required by laws, regulations and this Articles of Association on senior managers, while having appropriate authorities and remuneration. The secretary to the board of directors shall be appointed and responsible for the board of directors.</p>	<p>Article 134<u>110</u>.</p> <p>The Corporation shall have a secretary to the board of directors. The secretary to the board of directors shall be a senior official of the Corporation and shall undertake obligations required by laws, regulations and this Articles of Association on senior managers, while having appropriate authorities and remuneration. The secretary to the board of directors shall be appointed and responsible for the board of directors. <u>Meanwhile, the Corporation shall engage a company secretary under the GEM Listing Rules. The secretary to the board of directors may concurrently hold the office of the company secretary.</u></p>
37.	<p>Article 136.</p> <p>Directors or other senior officials of the Corporation may concurrently hold the office of secretary to the board of directors. No accountant of the accounting office hired by the Corporation may concurrently hold the office of secretary to the board of directors.</p>	<p>Article 136<u>112</u>.</p> <p>Directors or other senior officials of the Corporation may concurrently hold the office of secretary to the board of directors. No accountant of the accounting office hired by the Corporation may concurrently hold the office of secretary to the board of directors.</p>
38.	<p>Article 145.</p> <p>The board of supervisor shall be composed of six supervisors including worker representatives and shareholders representatives, where the worker representatives shall not be less than 1/3, outside supervisors (supervisors who do not take any post in the Corporation) shall not be less than 1/2.</p>	<p>Article 145<u>121</u>.</p> <p>The board of supervisor shall be composed of six supervisors including worker representatives and shareholders representatives, where the worker representatives shall not be less than 1/3, outside supervisors (supervisors who do not take any post in the Corporation) <u>shareholders representatives</u> shall not be less than 1/2.</p>
39.	<p>Article 146.</p> <p>The directors, managers, and other top management personnel (include but not limited to the person in charge of finance) shall not act as supervisor concurrently.</p>	<p>Article 146<u>122</u>.</p> <p>The directors, <u>general</u> managers, <u>vice general manager, financial officer</u> and other top management personnel (include but not limited to the person in charge of finance) shall not act as supervisor concurrently.</p>

No.	Original Articles	Revised Articles
40.	<p>Article 147.</p> <p>The single term for the supervisor shall be three years. The supervisor may be reappointed after the expiration of its term. The shareholder representatives and outside supervisors shall be elected and changed by the shareholders' general meeting, and the representatives of the Corporation's staff and workers shall be democratically elected and changed by the Corporation's staff and workers.</p>	<p>Article 147<u>123</u>.</p> <p>The single term for the supervisor shall be three years. The supervisor may be reappointed after the expiration of its term. The shareholder representatives and outside supervisors shall be elected and changed by the shareholders' general meeting, and the representatives of the Corporation's staff and workers shall be democratically elected and changed by the Corporation's staff and workers.</p>
41.	<p>Article 149.</p> <p>The Corporation shall set up the Supervision Committee as supervising organization. The Supervision Committee shall be responsible for supervising the board of directors and the members, managers, vice managers, finance directors and other top management to prevent them from abusing authorities and damaging the legal rights and benefit of the shareholders, the Corporation and the staff.</p>	<p>Article 149<u>125</u>.</p> <p>The Corporation shall set up the Supervision Committee as supervising organization. The Supervision Committee shall be responsible for supervising the board of directors and the members, general managers, vice general managers, finance directors officer and other top management to prevent them from abusing authorities and damaging the legal rights and benefit of the shareholders, the Corporation and the staff.</p>
42.	<p>Article 150.</p> <p>The Supervision Committee shall be composed of 6 supervisors, of which one chairman shall be appointed. Each term of a supervisor shall be three years, and a supervisor may continue to serve his post at the expiration of his term if he is re-elected.</p> <p>Appointment and removal of the chairman of the Supervision Committee shall be adopted by supervisors representing 2/3 or more of the voting rights of the supervisors.</p> <p>The shareholders' representatives shall be elected and removed by the shareholders' general meeting, and the representatives of the Corporation's staff and workers shall be democratically elected and removed by the Corporation's staff and workers.</p> <p>Directors, managers, vice managers, person in charge of finance and other senior mangers shall not concurrently take the post of supervisor.</p>	<p>Article 150<u>126</u>.</p> <p>The Supervision Committee <u>has one chairman</u> shall be composed of 6 supervisors, of which one chairman shall be appointed. Each term of a supervisor shall be three years, and a supervisor may continue to serve his post at the expiration of his term if he is re-elected.</p> <p>Appointment and removal of the chairman of the Supervision Committee shall be adopted by supervisors representing 2/3 or more of the voting rights of the supervisors.</p> <p>The shareholders' representatives shall be elected and removed by the shareholders' general meeting, and the representatives of the Corporation's staff and workers shall be democratically elected and removed by the Corporation's staff and workers.</p> <p>Directors, managers, vice managers, person in charge of finance and other senior mangers shall not concurrently take the post of supervisor.</p>

No.	Original Articles	Revised Articles
43.	<p>Article 152.</p> <p>The Supervision Committee shall exercise the following authorities:</p> <ol style="list-style-type: none"> 1. reviewing the financial affairs of the Corporation; 2. monitoring the acts of the directors or the general manager to guard against violation of national statutes, administrative regulations or the Articles of Association in the course their performance of duties; 3. requiring the directors or the general manager to make rectification when any act thereof harms Corporation interests; 4. verifying financial information such as financial reports, business reports, profit distribution plans, etc. that the board of directors intents to submit to the shareholders’ general meeting and, if in doubt, to be able to appoint, in the name of the Corporation, a registered accountant or practicing auditor to assist in reviewing such information; 5. proposing for interim meetings of shareholders’ general committee; 6. bringing forward proposals at shareholders’ meetings; 7. representing Corporation in negotiating with or instituting legal proceedings against a director; 8. other authorities prescribed by the Articles of Association. <p>Supervisors shall attend meetings of the board of directors.</p>	<p>Article 152128.</p> <p>The Supervision Committee shall exercise the following authorities:</p> <ol style="list-style-type: none"> 1. reviewing the financial affairs of the Corporation; 2. monitoring the acts of the directors <u>and senior management during their performance of duties</u> or the general manager <u>and proposing removal of directors or senior management for to</u> guard against violation of national statutes, administrative regulations or, the Articles of Association <u>or resolutions of the shareholders meeting in the course their performance of duties;</u> 3. requiring the directors or the general manager <u>and senior management</u> to make rectification when any act thereof harms Corporation interests; 4. verifying financial information such as financial reports, business reports, profit distribution plans, etc. that the board of directors intents to submit to the shareholders’ general meeting and, if in doubt, to be able to appoint, in the name of the Corporation, a registered accountant or practicing auditor to assist in reviewing such information; 5. proposing for interim <u>extraordinary shareholders meetings of shareholders’ general committee, to convene and preside over a shareholders meeting where the board of directors do not fulfill the obligation to convene and preside over a shareholders meeting;</u> 6. bringing forward proposals at shareholders’ meetings; 7. representing Corporation in negotiating with or <u>instituting legal proceedings against a director or a senior management according to Section 151 of Company Law; and</u>

No.	Original Articles	Revised Articles
		<p>8. other authorities prescribed by the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors, <u>and propose questions or advice on matters to be resolved by the board of directors.</u></p>
44.	<p>Article 153.</p> <p>The method of discussions at the Supervision Committee shall be: the meeting of the Supervision Committee shall be only held when all supervisors attend. In case any supervisor is not in China when a meeting is required to be called, the quorum may be decreased to 2/3 of all supervisors.</p>	<p>Article 153<u>129.</u></p> <p>The method of discussions at the Supervision Committee shall be: the meeting of the Supervision Committee shall be only held when <u>2/3 of</u> all supervisors attend. In case any supervisor is not in China when a meeting is required to be called, the quorum may be decreased to 2/3 of all supervisors. <u>The meeting may be held by means of electronic communication.</u></p>
45.	<p>Article 154.</p> <p>When the Supervision Committee makes a resolution and/or report, it shall be adopted by more than 2/3 (including 2/3) of all the supervisors by voting. A supervisor shall have one vote only.</p>	<p>Article 154<u>130.</u></p> <p>When the Supervision Committee makes a resolution and/or report, it shall be adopted by more than <u>2/3 (including 2/3)</u> half of all the supervisors by voting. A supervisor shall have one vote only.</p>
46.	<p>Article 164.</p> <p>person in any of the following categories may not serve as a director, supervisor, or the general manager of a Corporation:</p> <ol style="list-style-type: none"> 1. persons without capacity or with limited capacity for civil acts; 2. persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of assets or disruption of the social or economic order where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not lapsed following the serving of the sentence; 	<p>Article 164<u>140.</u></p> <p>person in any of the following categories may not serve as a director, supervisor, or the general manager <u>and senior management</u> of a Corporation:</p> <ol style="list-style-type: none"> 1. persons without capacity or with limited capacity for civil acts; 2. persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of assets or disruption of the social or <u>socialist market</u> economic order where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not lapsed following the serving of the sentence <u>or persons who were imposed a suspended sentence where two years have not lapsed following the trial of the suspended sentence;</u>

No.	Original Articles	Revised Articles
	<p>3. directors, or factory directors or managers who bear personal liability for the bankruptcy or liquidation of their Companies or enterprises due to mismanagement where three years have not lapse following the date of completion of such bankruptcy or liquidation;</p> <p>4. the legal representatives of Companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefore and three years have not lapsed following the date of revocation of such business licenses;</p> <p>5. persons with relatively heavy individual debts that have not been settled upon maturity;</p> <p>.....</p>	<p>3. directors, or factory directors or managers who bear personal liability for the bankruptcy or liquidation of their Companies or enterprises—due to mismanagement—where three years have not lapse following the date of completion of such bankruptcy or liquidation;</p> <p>4. the legal representatives of Companies or enterprises that had their business licenses revoked <u>and ordered to shut down</u> for breaking the law, where such representatives bear individual liability therefore and three years have not lapsed following the date of revocation of such business licenses <u>and the order to shut down;</u></p> <p>5. persons with relatively heavy individual debts that have not been settled upon maturity <u>and listed as dishonest judgement debtors by the People’s court;</u></p> <p>.....</p>
47.	<p>Article 168.</p> <p>The Corporation’s directors, supervisors, manager and other senior officials must, in the exercise of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>.....</p> <p>5. (v) not to conclude a contract or enter into a transaction or arrangement with the Corporation except as otherwise provided in the Articles of Association of the Corporation or with the consent of the shareholders’ general meeting that has been informed;</p> <p>.....</p>	<p>Article 168<u>144.</u></p> <p>The Corporation’s directors, supervisors, manager and other senior officials must, in the exercise of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>.....</p> <p>5. (v) not to conclude a contract or enter into a transaction or arrangement <u>directly or indirectly</u> with the Corporation except as otherwise provided in the Articles of Association of the Corporation or with the consent of the shareholders’ general meeting that has been informed;</p> <p>.....</p>

No.	Original Articles	Revised Articles
	<p>10. (x) not to compete with the Corporation in any way without the consent of the shareholders’ general meeting that has been informed;</p> <p>11. not to embezzle Corporation funds or lend them to others, not to deposit Corporation assets in accounts opened in his own or in another’s name, not to use Corporation assets as security for the debts of the Corporation shareholders or other individuals; and</p> <p>.....</p>	<p>10. (x) not to compete with the Corporation in any way <u>seek business opportunities that belong to the Corporation taking the advantage of the position for themselves or others</u> without the consent of the shareholders’ general meeting that has been informed, but except the business opportunities that the Corporation cannot take according to laws, administrative regulations or the Articles of Association requirement;</p> <p>11. not to operate businesses, either self-owned or owned by others, similar to those of the Corporation they serve without the consent of the shareholders meeting that has been informed;</p> <p>12. not to embezzle Corporation funds or lend them to others, not to deposit Corporation assets in accounts opened in his own or in another’s name, not to use Corporation assets as security for the debts of the Corporation shareholders or other individuals; and</p> <p>.....</p>
48.	<p>Article 171.</p> <p>A director, a supervisor, the manager or other senior officials of the Corporation may be relieved from liability for a specific breach of obligations after the shareholders’ general meeting has been informed, except in circumstances as specified in Article 59 hereof.</p>	<p>Article 171147.</p> <p>A director, a supervisor, the <u>general</u> manager or other senior officials of the Corporation may be relieved from liability for a specific breach of obligations after the shareholders’ general meeting has been informed <u>and resolution has been passed by the shareholders meeting according the relevant requirements of the Company Law and the Articles of Association,</u> except in circumstances as specified in Article 59 43 43 hereof.</p>

No.	Original Articles	Revised Articles
49.	<p>Article 187.</p> <p>The financial reports of the Corporation shall be made available for inspection by shareholders 20 days prior to an annual shareholders' meeting. Each shareholder of the Corporation shall have the right to obtain a copy of the financial reports referred to in this Part.</p> <p>The Corporation shall, within 21 days before the shareholders' annual meeting is held, submit(i) report of the board of directors, Balance Sheet (including documents that are required by relevant regulations to be attached to the Balance Sheet), Income Statement or Statement of Income and Expenditure or (ii) summary financial reports to each holder of foreign investment shares listed outside the People's Republic of China by e-mail or prepaid mail at the recipient's address shown in the register of shareholders.</p> <p>Where the Corporation distributes summary financial report to H share holders, the Company Law and GEM Listing Rules shall be followed and effective agreement (if any) shall be obtained. Delivering summary financial report extracted from the Corporation's annual financial report and the report of the board of directors with the means not prohibited by the Corporation Law, where the summaries and reports are consistent with application regulations in forms and contents, the holders of H shares shall be deemed complying with above mentioned regulations. Any holder of H share may, by sending written requests to the Corporation, ask the Corporation to deliver the complete copy of annual financial report and report of the board of directors besides the summary financial report.</p>	<p>Article 187163.</p> <p>The financial reports of the Corporation shall be made available for inspection by shareholders 20 days prior to an annual shareholders' meeting. Each shareholder of the Corporation shall have the right to obtain a copy of the financial reports referred to in this Part.</p> <p>The Corporation shall, within 21 days before the <u>annual</u> shareholders'annual meeting is held, submit(i) report of the board of directors, Balance Sheet (including documents that are required by relevant regulations to be attached to the Balance Sheet), Income Statement or Statement of Income and Expenditure or (ii) summary financial reports to each holder of foreign investment shares listed outside the People's Republic of China by e-mail or prepaid mail or by electronic dissemination at the recipient's address shown in the register of shareholders or e-mail address as previously notified by the shareholders.</p> <p>Where the Corporation distributes summary financial report to H share holders, the Company Law and GEM Listing Rules the listing rules of the Stock Exchange where the shares are listed shall be followed and effective agreement (if any) shall be obtained. Delivering summary financial report extracted from the Corporation's annual financial report and the report of the board of directors with the means not prohibited by the Corporation Law, where the summaries and reports are consistent with application regulations in forms and contents, the holders of H shares shall be deemed complying with above mentioned regulations. Any holder of H share may, by sending written requests to the Corporation, ask the Corporation to deliver the complete copy of summary financial report, annual financial report and report of the board of directors besides the summary financial report.</p>

No.	Original Articles	Revised Articles
50.	<p>Article 190.</p> <p>The Corporation shall publish four financial reports each fiscal year, namely an interim financial report within 45 days after the end of the first three, six and nine months of the fiscal year and an annual financial report within 90 days after the end of the fiscal year.</p>	<p>Article 190166.</p> <p>The Corporation shall publish <u>an interim or four financial reports</u> each fiscal year, namely <u>an interim financial report within 45 days after the end of the first three, six and nine months of the fiscal year</u> and an annual financial report <u>according to the frequency and the relevant timeline required by the listing rules of the stock exchange on which the stocks of the Corporation are listed</u> within 90 days after the end of the fiscal year.</p>
51.	<p>Article 193.</p> <p>After the income tax is paid, the profit shall be distributed in the sequence of:</p> <ol style="list-style-type: none"> 1. recovering the loss of the last year; 2. drawing 10 percent of the profits as the Corporation’s statutory common reserve; 3. drawing discretionary common reserve; and 4. playing for the shareholders’ dividends. <p>Corporation shall no longer be required to make allocations to their statutory common reserve once the aggregate amount of such reserve exceed 50% of their registered capital. Corporation may, if so resolved by the shareholder’s meeting or the shareholder’s general meeting, make allocations to the discretionary reserve.</p> <p>.....</p>	<p>Article 193169.</p> <p>After the income tax is paid, the profit shall be distributed in the sequence of:</p> <ol style="list-style-type: none"> 1. recovering the loss of the last year; 2. drawing 10 percent of the profits as the Corporation’s statutory common reserve; 3. drawing discretionary common reserve; and 4. playing for the shareholders’ dividends. <p>Corporation shall no longer be required to make allocations to their statutory common reserve once the aggregate amount of such reserve exceed 50% of their registered capital. Corporation may, if so resolved by the shareholder’s meeting or the shareholder’s general meeting, make allocations to the discretionary reserve.</p> <p>.....</p>

No.	Original Articles	Revised Articles
52.	<p>Article 194.</p> <p>The Corporation may distribute dividends in the following forms:</p> <ol style="list-style-type: none"> 1. cash; and/or 2. shares. <p>The dividend or other payment made by the Corporation to the holders of domestic shares shall be paid in Renminbi. The dividend or other payment made by the Corporation to the holders of foreign shares shall be priced and announce in Renminbi and paid in Hong Kong dollars. The foreign currency needed by the Corporation in paying dividend or other payment to the holders of foreign shares shall be transacted in accordance with relevant regulations of foreign exchange management of China.</p> <p>.....</p>	<p>Article 194170.</p> <p>The Corporation may distribute dividends in the following forms:</p> <ol style="list-style-type: none"> 1. cash; and/or 2. shares. <p>The dividend or other payment made by the Corporation to the holders of domestic shares <u>participating in the H share full circulation</u> shall be paid in Renminbi. The dividend or other payment made by the Corporation to the holders of foreign shares shall be priced and announce in Renminbi and paid in Hong Kong dollars. The foreign currency needed by the Corporation in paying dividend or other payment to the holders of foreign shares shall be transacted in accordance with relevant regulations of foreign exchange management of China.</p> <p>.....</p>
53.	<p>Article 195.</p> <p>The Corporation shall appoint recipient agents for holders of foreign investment shares listed outside the People's Republic of China to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of foreign investment shares listed outside the People's Republic of China.</p> <p>The recipient agents appointed by the Corporation shall meet the requirements of the laws of the place(s), or the relevant regulations of the securities exchange(s), where the shares are listed. The recipient agents of the holders of foreign investment shares listed outside the People's Republic of China appointed by the Corporation shall be trust companies registered in accordance with Trustee Clause.</p>	<p>Article 195171.</p> <p>The Corporation shall appoint recipient agents for holders of foreign investment shares listed outside the People's Republic of China to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of foreign investment shares listed outside the People's Republic of China.</p> <p>The recipient agents appointed by the Corporation shall meet the requirements of the laws of the place(s), or the relevant regulations of the securities exchange(s), where the shares are listed. The recipient agents of the holders of foreign investment shares listed outside the People's Republic of China appointed by the Corporation shall be trust companies registered in accordance with Trustee Clause.</p>

No.	Original Articles	Revised Articles
54.	<p>Article 200.</p> <p>If the position of accounting office becomes vacant, the board of directors may appoint an accounting office to fill such vacancy before a shareholders' general meeting is held. However, if there are other accounting offices holding the position of accounting office of the Corporation while such vacancy still exists, such accounting offices shall continue to act.</p>	<p>Article 200<u>176</u>.</p> <p>If the position of accounting office becomes vacant, the board of directors may appoint an accounting office to fill such vacancy before a shareholders' general meeting is held. <u>The tenure of service of the accounting firm appointed to fill the vacancy is until the next annual general meeting.</u> However, if there are other accounting offices holding the position of accounting office of the Corporation while such vacancy still exists, such accounting offices shall continue to act.</p>
55.	<p>Article 203.</p> <p>The employment, dismissal or refusal of the renewal of the employment of an accounting office shall be decided upon by the shareholders' general meeting and reported to the State Council authorities in charge of securities for the record.</p> <p>.....</p>	<p>Article 203<u>179</u>.</p> <p>The employment, dismissal or refusal of the renewal of the employment of an accounting office shall be decided upon by the shareholders' general meeting and reported to the State Council authorities in charge of securities for the record.</p> <p>.....</p>
56.	<p>Article 204.</p> <p>When the Corporation dismisses or does not renew the employment of an accounting office, it shall give advance notice to the accounting office. The accounting office shall have the right to present its views before the shareholders' general meeting. Where an accounting office tenders its resignation, it shall inform the shareholders' general meeting of whether there is any irregularity in the Corporation.</p> <p>.....</p>	<p>Article 204<u>180</u>.</p> <p>When the Corporation dismisses or does not renew the employment of an accounting office, it shall give advance notice to the accounting office. The accounting office shall have the right to present its views before the shareholders' general meeting. Where an accounting office tenders its resignation, it shall inform the shareholders' general meeting of whether there is any irregularity in the Corporation.</p> <p>.....</p>

No.	Original Articles	Revised Articles
	<p>The Corporation shall, within fourteen days after receiving above mentioned notices, send the copy of the notice to relevant regulatory organization. Where the notice is written with statement mentioned in 2. of above paragraph, the Corporation shall keep a copy of the statement in the Corporation for the shareholders to review. The Corporation shall also send a copy of above-mentioned statement by e-mail or prepaid mail to the holders of foreign investment shares listed outside the People's Republic of China at the recipient's address shown in the register of shareholders.</p> <p>Where the notice of dismissal of the accounting office is written with any statement of circumstance that needs to be explained, the accounting office may require the board of directors to call an interim shareholders' meeting to hear its explanation of circumstance that is related to the dismissal.</p>	<p>The Corporation shall, within fourteen days after receiving above mentioned notices, send the copy of the notice to relevant regulatory organization. Where the notice is written with statement mentioned in 2. of above paragraph, the Corporation shall keep a copy of the statement in the Corporation for the shareholders to review. The Corporation shall also send a copy of above-mentioned statement by e-mail or prepaid mail <u>or electronic dissemination</u> to the holders of foreign investment shares listed outside the People's Republic of China at the recipient's address shown in the register of shareholders <u>or e-mail address as previously notified by the shareholders.</u></p> <p>Where the notice of dismissal of the accounting office is written with any statement of circumstance that needs to be explained, the accounting office may require the board of directors to call an interim <u>extraordinary</u> shareholders' meeting to hear its explanation of circumstance that is related to the dismissal.</p>
57.	New article	<p><u>Article 183.</u></p> <p><u>The Corporation may subscribe liability insurance for the compensation liability borne by directors as a result of performing corporate duties during their tenure of service.</u></p> <p><u>Upon the subscription of the liability insurance or renewal of the insurance, the Corporation shall report the contents to the shareholders meetings, including the sum of insurance subscription, the insurance coverage and the premium rates.</u></p>

No.	Original Articles	Revised Articles
58.	<p>Article 211.</p> <p>The staff of the Corporation shall have the right to establish a labor union organization according to Labor Union Law of PRC to perform union activities. The labor union' s activities shall be carried out outside working hours unless otherwise prescribed by the board of directors.</p>	<p>Article 211188.</p> <p>The staff of the Corporation shall have the right to establish a labor union organization according to Labor Union Law of PRC to perform union activities. The labor union' s activities shall be carried out outside working hours unless otherwise prescribed by the board of directors.</p> <p><u>The staff of the Corporation shall establish a labor union organization according to Labor Union Law of the PRC to perform union activities and safeguard legitimate interests of the staff. The Corporation shall provide the labor union organization of the Corporation with necessary conditions to perform activities. Labor union organization enters into a collective agreement relevant to labor remuneration, working hours, holidays and vacations, labor safety and health and insurance benefits with the Corporation on behalf of the staff.</u></p> <p><u>The Corporation shall establish a sound democratic management system with workers conference as the basic form, and implement democratic management through workers conference or other forms.</u></p> <p><u>When studying and deciding material matters relating to restructuring, dissolution, bankruptcy application and operation and formulating material rules and regulations, the Corporation shall listen to the comments of labor union organization of the Corporation and listen to the comments of the staff through workers conference or other forms.</u></p>

No.	Original Articles	Revised Articles
59.	<p>Article 213.</p> <p>Merger of the Corporation may take the form of merger by absorption and merger by new establishment.</p> <p>As for a corporate merger, both parties to the merger shall conclude an agreement with each other and formulate balance sheets and an inventory of properties. The companies involved shall, within ten days as of making the decision of merger, notify the creditors, and shall make a public announcement on a newspaper within 30 days. The creditors may, within 30 days as of the receipt of the notice or within 45 days as of the issuance of the public announcement if it fails to receive a notice, require the Corporation to clear off its debts or to provide corresponding guarantees.</p> <p>.....</p>	<p>Article 213190.</p> <p>Merger of the Corporation may take the form of merger by absorption and merger by new establishment.</p> <p>As for a corporate merger, both parties to the merger shall conclude an agreement with each other and formulate balance sheets and an inventory of properties. The companies involved shall, within ten days as of making the decision of merger, notify the creditors, and shall make a public announcement on a newspaper <u>or National Enterprise Credit Information Publicity System</u> within 30 days. The creditors may, within 30 days as of the receipt of the notice or within 45 days as of the issuance of the public announcement if it fails to receive a notice, require the Corporation to clear off its debts or to provide corresponding guarantees.</p> <p>.....</p>
60.	<p>Article 214.</p> <p>If the Corporation is to be divided, its assets shall be divided accordingly.</p> <p>For division of the Corporation, the parties to the division shall enter into a division agreement and prepare balance sheets and an asset list. The Corporation shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish newspaper announcements on the division within 30 days of that date.</p> <p>Debts owed by the Corporation prior to the division shall be assumed by the companies in existence after the division in accordance with the agreement reached.</p>	<p>Article 214191.</p> <p>If the Corporation is to be divided, its assets shall be divided accordingly.</p> <p>For division of the Corporation, the parties to the division shall enter into a division agreement and prepare balance sheets and an asset list. The Corporation shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish newspaper announcements <u>on newspaper or the National Enterprise Credit Information Publicity System</u> on the division within 30 days of that date.</p> <p>Debts owed by the Corporation prior to the division shall be <u>jointly and severally</u> assumed by the companies in existence after the division in accordance with the agreement reached, <u>unless otherwise agreed in a written agreement in relation to discharge of debts concluded before the division by the Corporation with its creditors.</u></p>

No.	Original Articles	Revised Articles
61.	<p>Article 216.</p> <p>In any of the following circumstances, a Corporation may be dissolved and liquidated according to relevant laws, regulations, rules and measures:</p> <ol style="list-style-type: none"> 1. the term of operation prescribed by the Corporation's Articles of Association has expired, or any other cause for dissolution prescribed by the Corporation's Articles of Association has occurred; 2. the shareholders' committee has adopted a resolution for dissolution; 3. if dissolution is necessary as a result of the merger or division of the Corporation; 4. if the Corporation is declared bankrupt according to law because it is unable to pay its debts upon maturity; 5. the Corporation is dissolved by People's Court in accordance with the Corporation Law; 6. if the Corporation is lawfully ordered to close down as a result of violation of laws and administrative regulations. 	<p>Article 216193.</p> <p>In any of the following circumstances, a Corporation may be dissolved and liquidated according to relevant laws, regulations, rules and measures:</p> <ol style="list-style-type: none"> 1. the term of operation prescribed by the Corporation's Articles of Association has expired, or any other cause for dissolution prescribed by the Corporation's Articles of Association has occurred; 2. the shareholders' committee has adopted a resolution for dissolution; 3. if dissolution is necessary as a result of the merger or division of the Corporation; 4. if the Corporation is declared bankrupt according to law because it is unable to pay its debts upon maturity <u>the Corporation's business license is revoked, the Corporation is ordered to close down or is eliminated in accordance with the laws; and</u> 5. the Corporation is dissolved by People's Court in accordance with the Corporation Law; 6. if the Corporation is lawfully ordered to close down as a result of violation of laws and administrative regulations. <p><u>If the Corporation 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 10 days.</u></p>

No.	Original Articles	Revised Articles
62.	<p>Article 217.</p> <p>Where any of the circumstances as prescribed in Article 216, 1. of this Law occurs, by obtaining the consent of the shareholders who hold two thirds or more of the voting rights, a Corporation may continue to exist by modifying its Articles of Association. Where any Corporation is dissolved according to the provisions of 1., 2., 4., 5. and 6. of the preceding paragraph, a liquidation group shall be formed within fifteen days as of the occurrence of the causes of dissolution and the members shall be designated through resolution of the shareholders' meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group to carry out the liquidation.</p> <p>Where the Corporation is to be dissolved pursuant to Item 4. and 5. of the preceding Article, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p> <p>Where the Corporation is to be dissolved pursuant to Item 6. of the preceding Article, the relevant authorities in charge shall arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>	<p>Article 217194.</p> <p>Where any of the circumstances as prescribed in <u>Item 1 and 2 of the preceding Article and no property has been distributed to shareholders</u> Article 216, 1. of this Law occurs, by obtaining the consent of the shareholders who hold two thirds or more of the voting rights, a Corporation may continue to exist by modifying its Articles of Association <u>or by resolution of the shareholders meeting.</u></p> <p><u>Amendments to the Articles of Association pursuant to the preceding paragraph or by resolution of the shareholders meeting shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the meeting.</u></p> <p>Where any Corporation is dissolved according to the provisions of <u>Item 1, 2, 4, 5, and 6</u> of the preceding paragraph, <u>it shall be liquidated. The directors shall be the liquidation obligors of the Corporation, and a liquidation group shall be formed within fifteen days as of the occurrence of the causes of dissolution, to carry out liquidation. The liquidation group shall be composed of the directors, or such other people as elected by an ordinary resolution of the shareholders meeting.</u> and the members shall be designated through resolution of the shareholders' meeting. Where no liquidation group is formed within the time limit, the creditors stakeholders may plead the people's court to designate relevant persons to form a liquidation group to carry out the liquidation.</p>

No.	Original Articles	Revised Articles
		<p>Where the Corporation is to be dissolved pursuant to Item 4. and 5. of the preceding Article, the people’s court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation <u>the department or the company registration authority that made the decision to revoke the business license, order closure or revocation may apply to the People’s court for designating relevant persons to form a liquidation committee to carry out liquidation.</u></p> <p>Where the Corporation is to be dissolved pursuant to Item 6. of the preceding Article, the relevant authorities in charge shall arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>
63.	<p>Article 219.</p> <p>The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and publish newspaper announcements on the liquidation within 60 days. Claims shall be registered by the liquidation committee.</p>	<p>Article 219196.</p> <p>The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and publish newspaper <u>newspaper or the National Enterprise Credit Information Publicity System</u> on the liquidation within 60 days. Claims shall be registered by the liquidation committee. <u>Creditors shall, within 30 days after receipt of the notice, or for those who do not receive the notice, within 45 days of the date of the announcements, declare their claims to the liquidation committee.</u></p> <p><u>Creditors shall provide explanations and evidence for their claims upon their declarations of such claims.</u> Claims shall be registered by the liquidation committee.</p> <p><u>The liquidation committee shall not pay off any debts to any creditors during the period of credit declaration.</u></p>

No.	Original Articles	Revised Articles
64.	<p data-bbox="279 283 432 310">Article 220.</p> <p data-bbox="279 346 829 438">The liquidating committee shall exercise the following authorities in the course of liquidation:</p> <ol data-bbox="279 474 829 1144" style="list-style-type: none"> <li data-bbox="279 474 829 566">1. identifying the Corporation's assets, and preparing a balance sheet and a schedule of assets respectively; <li data-bbox="279 602 829 661">2. notifying creditors through notice or public announcement; <li data-bbox="279 697 829 789">3. handling the Corporation's ongoing businesses which are related to liquidation; <li data-bbox="279 825 829 853">4. making full payment of taxes owed; <li data-bbox="279 889 829 949">5. identifying the Corporation's creditor's rights and debtor's liabilities; <li data-bbox="279 985 829 1044">6. disposing of the remaining assets after full payment of Corporation debts; <li data-bbox="279 1081 829 1140">7. participating in civil actions on behalf of the Corporation. 	<p data-bbox="842 283 1038 310">Article 220197.</p> <p data-bbox="842 346 1393 438">The liquidating committee shall exercise the following authorities in the course of liquidation:</p> <ol data-bbox="842 474 1393 1208" style="list-style-type: none"> <li data-bbox="842 474 1393 566">1. identifying the Corporation's assets, and preparing a balance sheet and a schedule of assets respectively; <li data-bbox="842 602 1393 661">2. notifying creditors through notice, or public announcement; <li data-bbox="842 697 1393 789">3. handling the Corporation's ongoing businesses which are related to liquidation; <li data-bbox="842 825 1393 917">4. making full payment of taxes owed <u>as well as taxes arising in the course of liquidation;</u> <li data-bbox="842 953 1393 1012">5. identifying the Corporation's creditor's rights and debtor's liabilities; <li data-bbox="842 1049 1393 1108">6. disposing of the remaining assets after full payment of Corporation debts; <li data-bbox="842 1144 1393 1204">7. participating in civil actions on behalf of the Corporation.

No.	Original Articles	Revised Articles
65.	<p>Article 221.</p> <p>After the liquidation committee has thoroughly examined the Corporation's assets and prepared a balance sheet and an asset list, it shall formulate a liquidation plan and submit such plan to the shareholders' general meeting or relevant authorities in charge for confirmation.</p> <p>.....</p> <p>Corporation assets left after full payment in accordance with the provisions of the preceding paragraph shall be distributed to the Corporation's shareholders according to the category and proportion of their shareholding.</p> <p>During liquidation, the Corporation may not engage in new business activities.</p>	<p>Article 221198.</p> <p>After the liquidation committee has thoroughly examined the Corporation's assets and prepared a balance sheet and an asset list, it shall formulate a liquidation plan and submit such plan to the shareholders' general meeting or relevant authorities <u>the People's court</u> in charge for confirmation.</p> <p>.....</p> <p>Corporation assets left after full payment in accordance with the provisions of the preceding paragraph shall be distributed to the Corporation's shareholders according to the category and proportion of their shareholding.</p> <p>During liquidation, the Corporation <u>shall continue to exist but</u> may not engage in new business activities <u>unrelated to liquidation.</u> <u>The assets of the Corporation shall not be distributed to the shareholders until the settlement of debts in accordance with the preceding Article.</u></p>
66.	<p>Article 222.</p> <p>If the Corporation is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Corporation's assets and prepared a balance sheet and asset list, discovers that the Corporation's property is insufficient to pay its debts in full, it shall immediately apply to the people's court for a declaration of bankruptcy.</p> <p>Once the Corporation is adjudged bankrupt by a ruling of the People's Court, the liquidating committee shall transfer the liquidating affairs to the People's Court.</p>	<p>Article 222199.</p> <p>If the Corporation is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Corporation's assets and prepared a balance sheet and asset list, discovers that the Corporation's property is insufficient to pay its debts in full, it shall immediately apply to the people's court for a declaration of bankruptcy <u>in accordance with the law.</u></p> <p>Once the Corporation is adjudged bankrupt by a ruling of the People's Court, the liquidating committee shall transfer the liquidating affairs to <u>bankruptcy administrator appointed by</u> the People's Court.</p>

No.	Original Articles	Revised Articles
67.	New Article	<p><u>Article 200.</u></p> <p><u>Members of the liquidation committee have the responsibility to perform their liquidation duties faithfully and diligently.</u></p> <p><u>If a member of the liquidation committee fails to perform his duties in liquidation and incurs losses to the Corporation, he shall be liable for compensation; if a member of the liquidation committee incurs losses to creditors intentionally or due to gross negligence, he shall be liable for compensation.</u></p>
68.	<p>Article 223.</p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification thereof by an accountant registered in China, submit the same to the shareholders' general meeting or the relevant authorities in charge for confirmation.</p> <p>Within 30 days from the date of confirmation of the above-mentioned documents by the shareholders' general meeting or the relevant authorities in charge, the liquidation committee shall deliver the same to the Corporation registry, apply for cancellation of the Corporation's registration and publicly announce the Corporation's termination.</p>	<p><u>Article 223201.</u></p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification thereof by an accountant registered in China, submit the same to the shareholders' general meeting or the relevant authorities in charge for confirmation.</p> <p>Within 30 days from the date of confirmation of the above-mentioned documents by the shareholders' general meeting or the relevant authorities <u>People's court</u> in charge, the liquidation committee shall deliver the same to the Corporation registry, apply for cancellation of the Corporation's registration and publicly announce the Corporation's termination.</p>
69.	Chapter 23 (Modification Procedures of Articles of Association)	All deleted

No.	Original Articles	Revised Articles
70.	<p data-bbox="272 283 432 310">Article 227.</p> <p data-bbox="272 346 837 406">The Corporation shall comply with the following rules of dispute resolution:</p> <ol data-bbox="272 442 837 1081" style="list-style-type: none"><li data-bbox="272 442 837 1081">1. if any dispute or claim concerning the Corporation’s business on the basis of the rights or obligations provided for in the Articles of Association of the Corporation or in the Corporation Law or other relevant laws or administrative regulations arises between a holder of foreign investment shares listed outside the People’s Republic of China and the Corporation, between a holder of foreign investment shares listed outside the People’s Republic of China and a director, a supervisor, the manager or other senior officials of the Corporation or between a holder of foreign investment shares listed outside the People’s Republic of China and a holder of domestic investment shares, the parties concerned shall submit the dispute or claim for arbitration. <p data-bbox="272 1123 328 1144">.....</p>	<p data-bbox="837 283 1038 310">Article 227202.</p> <p data-bbox="837 346 1406 406">The Corporation shall comply with the following rules of dispute resolution:</p> <ol data-bbox="837 442 1406 1081" style="list-style-type: none"><li data-bbox="837 442 1406 1081">1. if any dispute or claim concerning the Corporation’s business on the basis of the rights or obligations provided for in the Articles of Association of the Corporation or in the Corporation Law or other relevant laws or administrative regulations arises between a holder of foreign investment shares listed outside the People’s Republic of China and the Corporation, between a holder of foreign investment shares listed outside the People’s Republic of China and a director, a supervisor, the manager or other senior officials of the Corporation or between a holder of foreign investment shares listed outside the People’s Republic of China and a holder of domestic investment shares, the parties concerned shall submit the dispute or claim for arbitration. <p data-bbox="837 1123 893 1144">.....</p>

No.	Original Articles	Revised Articles
71.	<p>Article 228.</p> <p>The notification of the Corporation shall be distributed by the following means:</p> <p>.....</p> <p>Unless otherwise required by context, [announcement] in the Articles of Association shall mean the announcement published on the newspapers of China as for the announcements issued to the holders of domestic shares or announcements that shall be issued in China according to relevant regulations and the Articles of Association and the newspapers shall be designated by the laws or administrative regulations of China or the State Council securities regulatory organizations; as for the announcements issued to the holders of foreign investment shares or announcements that shall be issued in Hong Kong, the announcements shall mean the announcement published on the newspapers of the place where the stock exchange that the Corporation is listed outside China, and the newspapers shall be designated or suggested by the laws or administrative regulations of China or the State Council securities regulatory organizations.</p>	<p>Article 228203.</p> <p>The notification of the Corporation shall be distributed by the following means:</p> <p>.....</p> <p>Unless otherwise required by context, [“announcement”] in the Articles of Association shall mean the announcements published on the newspapers of China or the National Enterprise Credit Information Publicity System as for the announcements issued to the holders of domestic shares or announcements that shall be issued in China according to relevant regulations and the Articles of Association and the newspapers shall be designated by the laws or administrative regulations of China or the State Council securities regulatory organizations; as for the announcements issued to the holders of foreign investment shares or announcements that shall be issued in Hong Kong according to relevant regulations and the Articles of Association, the announcements shall mean the announcement published on the website designated by Hong Kong Stock Exchange newspapers of the place where the stock exchange that the Corporation is listed outside China, and the newspapers shall be designated or suggested by the laws or administrative regulations of China or the State Council securities regulatory organizations.</p>

No.	Original Articles	Revised Articles
72.	<p>Article 236.</p> <p>“Mandatory provisions”, “Opinions on Supplement and Amendment” and “GEM Listing Rules” next to relevant provisions mean that the articles are formulated in accordance with relevant requirements of Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC issued by State Council Securities Commission and State Commission for Restructuring the Economic Systems on August 27, 1994, Opinions on Supplement and Amendment of Articles of Association of the Companies to be Listed in Hong Kong issued by Overseas Listing Department of China Securities Regulatory Commission and Production System Division of State Commission for Restructuring the Economic Systems on April 3, 1995 and Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited that may be modified from time to time.</p>	<p style="text-align: center;">Deleted</p>

NOTICE OF EXTRAORDINARY GENERAL MEETING

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天津濱海泰達物流集團股份有限公司
Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司) (the “**Company**”) will be held on Tuesday, 19 November 2024 at 9:30 a.m. at the registered office of the Company at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the appointment of CL Partners CPA Limited as the international auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

SPECIAL RESOLUTION

2. To consider and approve the resolution on amendments to the Articles of Association of Tianjin Binhai Teda Logistics (Group) Corporation Limited.

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Yang Weihong

Chairman

Tianjin, the PRC

31 October 2024

* *For identification purposes only*

Notes:

1. Unless otherwise stated or the context otherwise requires herein, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 October 2024 (the “**Circular**”). The relevant full text of the resolutions referred to in this notice is set out in the Circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy needs not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any H Share(s), only the person whose name appears first in the register of Members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share(s) at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share(s) .
3. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H Share registrar (“**Share registrar**”), Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of Members in Hong Kong will be closed from 13 November 2024 to 19 November 2024, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 12 November 2024.
5. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed form of proxy for the Meeting and return it, by hand or by post, to the Company’s H share registrar, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before on 12 November 2024.

As at the date of this notice, the Board comprises Mr. Yang Weihong and Ms. Ma Xin as executive Directors; Mr. Li Jian, Ms. Meng Jun and Ms. Sun Jing as non-executive Directors; and Prof. Cheng Xinheng, Mr. He Yongjun, Prof. Japhet Sebastian Law and Mr. Peng Zuowen as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this notice or any statement herein misleading.

This notice will remain on the “Latest Listed Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its publication. This notice will also be posted on the Company’s website at www.tbtl.cn.