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

If you have sold or transferred all your shares in Guangdong Syntrust GK Testing and Certification Tech Service Center Co., Ltd. (廣東集信國控檢測認證技術服務中心股份有限公司), you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer 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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GUANGDONG SYNTRUST GK TESTING AND CERTIFICATION TECH SERVICE CENTER CO., LTD.

廣東集信國控檢測認證技術服務中心股份有限公司

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

(Stock code: 8629)

- (1) 2024 WORK REPORT OF THE BOARD OF DIRECTORS**
- (2) 2024 WORK REPORT OF THE SUPERVISORY COMMITTEE**
- (3) 2024 AUDITED CONSOLIDATED FINANCIAL STATEMENTS**
- (4) 2024 ANNUAL REPORT**
- (5) FINAL DIVIDEND DISTRIBUTION PLAN FOR 2024**
- (6) RE-APPOINTMENT OF AUDITORS FOR 2025**
- (7) ADJUSTMENT TO EMOLUMENTS OF DIRECTORS
AND SUPERVISORS FOR 2025**
- (8) GENERAL MANDATE TO ISSUE AND RESELL SHARES**
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AND**
- (14) NOTICE OF THE 2024 ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page and the inside cover page of this circular shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 4 to 16 of this circular. A notice convening the 2024 AGM of the Company to be held at 9 a.m. on Friday, 16 May 2025 at 6/F, No. 1, Xinyi Avenue South, Dingbao Town, Xinyi City, Maoming City, Guangdong Province, China, is set out on pages AGM-1 to AGM-6 of this circular. Shareholders who intend to attend the 2024 AGM should complete the reply slip and return it by hand or by post to the H Share Registrar no later than 4:30 p.m. on Thursday, 15 May 2025.

Shareholders who intend to appoint a proxy to attend and vote at the 2024 AGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the 2024 AGM or any adjournment thereof (as the case may be) (i.e. before Thursday, 15 May 2025 at 9 a.m.). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2024 AGM or any adjourned meetings should they so wish.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.xyjiance.cn).

16 April 2025

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.

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DEFINITIONS

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

“2024 AGM” or “2024 Annual General Meeting”	the 2024 annual general meeting of the Company to be convened and held at 9 a.m. on Friday, 16 May 2025 at 6/F, No. 1, Xinyi Avenue South, Dingbao Town, Xinyi City, Maoming City, Guangdong Province, China, notice of which is set out on pages AGM-1 to AGM-4 of this circular, or any adjournment thereof
“2024 Annual Report”	the annual report of the Company for the year ended 31 December 2024, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xyjiance.cn)
“2024 Audited Consolidated Financial Statements”	the audited financial statements of the Company for the year ended 31 December 2024, the full text of which is set out in the 2024 Annual Report
“Articles of Association”	the articles of association of the Company, currently in force, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee established by the Board
“Board”	the board of Directors
“Company”	Guangdong Syntrust GK Testing and Certification Tech Service Center Co., Ltd. (廣東集信國控檢測認證技術服務中心股份有限公司), a joint stock company with limited liability, whose H Shares are listed on GEM
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented and otherwise modified from time to time
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Final Dividend”	the proposed distribution of a final dividend of RMB0.15 per Share (inclusive of applicable taxes) for the year ended 31 December 2024
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	overseas listed foreign ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each listed on GEM of the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares (excluding any Treasury Shares) as at the date of passing of the proposed special resolution contained in item 10 of the notice of the 2024 AGM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue and Resale Mandate”	a general mandate proposed to be granted to the Directors to (i) allot, issue or deal with additional Shares and (ii) sell and/or transfer Treasury Shares of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed special resolution contained in item 9 of the notice of the 2024 AGM
“Latest Practicable Date”	9 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Date”	6 September 2024, on which the H Shares are listed on GEM of the Stock Exchange and from which dealings in the H Shares are permitted to commence on the Stock Exchange
“PRC” or “China”	the People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in the paragraph headed “Amendments to the Articles of Association” in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“Share(s)”	ordinary share(s) of RMB1.00 each in the capital of the Company comprising the Unlisted Shares and the H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“Treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules
“Unlisted Share(s)”	ordinary share(s) in the share capital of our Company with a nominal rate of RMB1.00, which are not listed on any stock exchange
“%”	per cent

LETTER FROM THE BOARD



GUANGDONG SYNTRUST GK TESTING AND CERTIFICATION TECH SERVICE CENTER CO., LTD.

廣東集信國控檢測認證技術服務中心股份有限公司

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

(Stock code: 8629)

Executive Directors:

Mr. Lai Feng (*Chairman*)
Mr. Huang Fei
Ms. Mai Jiayu
Mr. Zhang Xihua

Non-executive Directors:

Ms. Zou Chan
Mr. Chen Guangfu

Independent non-executive Directors:

Ms. Liu Hongge
Ms. Deng Dian
Mr. Luo Qiling

***Headquarters and principal place of
business in the PRC:***

No. 1, Xinyi Avenue South
Dingbao Town, Xinyi City
Maoming City
Guangdong Province, China

***Place of business in Hong Kong
registered under Part 16 of
the Companies Ordinance:***

46/F, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

16 April 2025

To the Shareholders,

Dear Sir or Madam,

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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with further information on (i) the proposed resolutions to be considered at the 2024 AGM to enable you to make an informed decision on whether to vote for or against the resolutions at the 2024 AGM; and (ii) the notice of the 2024 AGM.

1. 2024 WORK REPORT OF THE BOARD OF DIRECTORS

The 2024 work report of the Board of Directors of the Company (which also contains matters to be reported on by the independent non-executive Directors) has been considered and approved by the Board on 21 March 2025, and is proposed as an ordinary resolution to be considered and approved at the 2024 AGM.

The full text of the 2024 work report of the Board is set out in the section headed “Report of the Directors” in the 2024 Annual Report.

2. 2024 WORK REPORT OF THE SUPERVISORY COMMITTEE

The 2024 work report of the Supervisory Committee of the Company has been considered and approved by the Supervisory Committee on 21 March 2025, and is proposed as an ordinary resolution to be considered and approved at the 2024 AGM.

The full text of the 2024 work report of the Supervisory Committee is set out in the section headed “Report of the Supervisory Committee” in the 2024 Annual Report.

3. 2024 AUDITED CONSOLIDATED FINANCIAL STATEMENTS

The 2024 Audited Consolidated Financial Statements has been considered and approved by the Board on 21 March 2025, and is proposed as an ordinary resolution to be considered and approved at the 2024 AGM.

The full text of the 2024 Audited Consolidated Financial Statements is set out in the 2024 Annual Report.

4. 2024 ANNUAL REPORT

The 2024 Annual Report has been considered and approved by the Board on 21 March 2025, and is proposed as an ordinary resolution to be considered and approved at the 2024 AGM.

LETTER FROM THE BOARD

5. FINAL DIVIDEND DISTRIBUTION PLAN FOR 2024

On 21 March 2025, the Board proposed the distribution of a final dividend of RMB0.15 per Share (inclusive of applicable taxes) for the year ended 31 December 2024, and the amount of which will be subject to the approval of the Shareholders at the 2024 AGM.

Final Dividend payable to the holders of the Unlisted Shares will be paid in Renminbi, whereas Final Dividend payable to the holders of H Shares will be in Hong Kong dollars. The exchange rate for the dividend to be paid in Hong Kong dollars will be the mean of the benchmark exchange rates of Renminbi to Hong Kong dollars as announced by the People's Bank of China during the five working days prior to the 2024 AGM. Subject to the approval of the 2024 AGM, the payment date of the Final Dividend is expected to be on or before Tuesday, 15 July 2025.

Upon obtaining approval of the Shareholders at the 2024 AGM, the Final Dividend will be payable to the Shareholders whose names appear on the register of members of the Company as at the close of business on Tuesday, 27 May 2025. For the purpose of determining the entitlement of holders of H Shares to the Final Dividend, the H Shares register of members of the Company will be closed from Thursday, 22 May 2025 to Tuesday, 27 May 2025, both days inclusive, during which period no transfer of H Shares will be registered. In order for holders of H Shares to qualify for the proposed Final Dividend, all properly completed share transfer forms together with the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 21 May 2025.

In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organisations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, enterprise income tax will be withheld from dividends payable to such Shareholders. If H Shareholders intend to change their shareholder status, please enquire about the relevant procedures with their agents or trustees. The Company will strictly comply with the laws and the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as at Tuesday, 27 May 2025.

LETTER FROM THE BOARD

If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries which have an agreed tax rate of 10% for the cash dividends given to them under the relevant tax agreements with the PRC, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual H Shareholders be residents of the countries which have an agreed tax rate of less than 10% under the relevant tax agreements with the PRC, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual H Shareholders wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment on behalf of the relevant Shareholders provided that the relevant Shareholders submit the information required by the notice of the relevant tax agreement to the H Share Registrar. The Company will assist with the tax refund of the extra amount after obtaining the approval of the competent tax authority. Should the individual H Shareholders be residents of the countries which have an agreed tax rate of over 10% but less than 20% under the relevant tax agreements with the PRC, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual H Shareholders are residents of the countries which have an agreed tax rate of 20% under the relevant tax agreements with the PRC, or which have not entered into any tax agreement with the PRC, or in any other circumstances, the Company shall withhold and pay the individual income tax at a rate of 20%.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the Shareholders or any disputes over the withholding mechanism or arrangements.

6. RE-APPOINTMENT OF AUDITORS FOR 2025 AND TO AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION

Ernst & Young will retire as the auditors of the Company with effect from the conclusion of the 2024 AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Ernst & Young as the auditors of the Company for the year of 2025, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine their remuneration.

The re-appointment of auditors for 2025 has been considered and approved by the Board on 15 April 2025, and is proposed as an ordinary resolution to be considered and approved at the 2024 AGM.

LETTER FROM THE BOARD

7. ADJUSTMENT TO EMOLUMENTS OF DIRECTORS AND SUPERVISORS FOR 2025

After reviewing the remuneration of the Directors and Supervisors and the remuneration policy of the Company, the Board proposes to adjust the emoluments and provide monthly allowance to the Directors and Supervisors for the year of 2025 as follows:

- (1) the Chairman of the Board would be entitled to a monthly allowance of RMB1,000 (tax inclusive);
- (2) save for the Chairman of the Board, each of the executive Directors would be entitled to a monthly allowance of RMB800 (tax inclusive);
- (3) each of the non-executive Directors would be entitled to a monthly allowance of RMB500 (tax inclusive);
- (4) the chairman of the Supervisory Committee would be entitled to a monthly allowance of RMB800 (tax inclusive); and
- (5) save for the chairman of the Supervisory Committee, each of the Supervisors would be entitled to a monthly allowance of RMB500 (tax inclusive).

For the avoidance of doubt, the emoluments of the independent non-executive Directors remain unchanged.

The emolument adjustments of the Directors and Supervisors for 2025 were considered and approved by the Board meeting on 21 March 2025, and are hereby submitted separately to the 2024 AGM as ordinary resolutions for consideration and approval.

8. GENERAL MANDATE TO ISSUE AND RESELL SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, the Board intends to propose the Shareholders to, on the premise of compliance with the securities regulatory requirements of the place where the Shares are listed or other applicable laws and regulations, authorize the Board and its authorized persons, on a general basis, to decide to separately or concurrently (i) allot, issue and/or deal with additional Shares and (ii) sell or transfer Treasury Shares (if any) of not exceeding 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed special resolution.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 10,179,000 H Shares and 23,750,000 Unlisted Shares in issue. The Company did not have any Treasury Shares. Subject to the passing of the proposed special resolution approving the grant of the Issue and Resale Mandate to the Board and on the basis that no Shares will be issued by the Company prior to the 2024 AGM, a maximum of 6,785,800 Shares (including H Shares and Unlisted Shares) can be separately or concurrently allotted, issued and/or dealt with, or transferred out of treasury by the Board pursuant to the Issue and Resale Mandate to be granted by the Shareholders.

The Issue and Resale Mandate will expire upon the earliest of:

- (a) the day before the convening of the next annual general meeting of the Company following the passing of this resolution at the 2024 AGM;
- (b) the expiration of a 12-month period following the passing of this resolution at the 2024 AGM; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

A special resolution will be proposed at the 2024 AGM in relation to the granting of the Issue and Resale Mandate to the Directors to (i) issue, allot and/or deal with additional Shares and (ii) sell and/or transfer Treasury Shares (if any).

9. GENERAL MANDATE TO REPURCHASE H SHARES

According to the Company Law and the Articles of Association, the Company purchases its own shares under any of the following circumstances, it may, in accordance with the Articles of Association or the authorization of the shareholders' general meeting, make a resolution at a board meeting attended by more than two-thirds of the directors: (i) reduction of the Company's registered capital; (ii) mergers with other companies holding the Company's shares; (iii) shares are used for employee stock ownership plans or share incentive plans; (iv) any shareholder opposes a resolution on the merger or division of the Company adopted at a shareholders' meeting and requests the Company to purchase his or her shares; (v) shares are used for conversion of corporate bonds into the Company's shares; and (vi) when it is necessary for the Company to protect corporate value and shareholders' interests.

Where the Company acquires its shares due to the above circumstances, the acquisition shall be conducted through a public centralized trading, or by other means recognized by the laws, administrative regulations, the GEM Listing Rules and the securities regulatory rules of the place where the Company's shares are listed, and the China Securities Regulatory Commission.

LETTER FROM THE BOARD

After the Company acquires its shares due to the above circumstances, in the case of item (i), the repurchased shares shall be deregistered within ten days from the date of repurchase; in the case of items (ii) and (iv), the repurchased shares shall be transferred or deregistered within six months. The shares of the Company acquired by itself pursuant to items (iii), (v) and (vi) shall not exceed 10% of the total issued shares of the Company and shall be transferred or deregistered within three years.

The GEM Listing Rules permit shareholders of a joint stock limited company duly incorporated in the PRC to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of an ordinary resolution passed by shareholders in general meeting.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars, the amount payable by the Company upon any repurchase of its H Shares will, therefore, be paid in Hong Kong dollars, the approvals of SAFE and other relevant government authorities are required for any repurchase of H Shares.

In accordance with the requirements of Article 190 of the Articles of Association applicable to capital reduction, the Company is required to prepare a balance sheet and a list of assets.

The Company shall notify its creditors of the passing of such special resolution and the reduction of the registered capital of the Company that would occur should the Company decide to exercise the H Share Repurchase Mandate. Such notification should be given in writing to the Company's creditors and be published by way of an announcement in the information disclosure media or the National Enterprise Credit Information Publicity System within 10 days and 30 days after the passing of such special resolution, respectively. Creditors then have a period of up to 30 days after receipt of the Company's written notification or if no such notification has been received, up to 45 days after the publication of the announcement to require the Company to repay amounts due to them or to provide guarantees thereof.

The registered capital of the Company after the capital reduction shall not be lower than the statutory minimum level required by laws.

LETTER FROM THE BOARD

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the H Share Repurchase Mandate. In accordance with the legal and regulatory requirements described above, the Directors have given notices to convene the 2024 AGM. At the 2024 AGM, a special resolution will be proposed to grant to the Directors the H Share Repurchase Mandate, i.e. a conditional general mandate to repurchase H Shares up to a maximum of 10% of the total number of issued H Shares (excluding any Treasury Shares) as at the date of passing of the related resolution.

The H Share Repurchase Mandate will be conditional upon:

- (a) the passing of the special resolution approving the grant of the H Share Repurchase Mandate at the 2024 AGM;
- (b) the obtaining of the approvals of the relevant regulatory authorities as required by the laws, rules and regulations; and
- (c) the compliance with the requirements by laws, regulations and the Articles of Association, including but not limited to Chapter 13 of the GEM Listing Rules, and the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount).

If the Company determines to repay any amount to any of its creditors in the circumstances described under condition (c) above, it expects to do so out of its internal generated fund. If the conditions are not fulfilled, the H Share Repurchase Mandate will not be exercised by the Directors.

The H Share Repurchase Mandate, if approved at the 2024 AGM, would expire on the earliest of:

- (a) the day before the convening of the next annual general meeting of the Company following the passing of this resolution at the 2024 AGM; or
- (b) the expiration of a 12-month period following the passing of this resolution at the 2024 AGM; or
- (c) the date on which the authority set out in this resolution approved at a general meeting is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

An explanatory statement containing all relevant information relating to the H Share Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the H Share Repurchase Mandate.

A special resolution will be proposed at the 2024 AGM in relation to the grant of the H Share Repurchase Mandate to the Directors.

10. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Articles of Association for the purposes of, among others:

- (i) pursuant to (a) the Company Law (2023 Revision) effective from 1 July 2024; and (b) the Relevant Transitional Arrangement for the Implementation of Supporting Systems and Rules for the New Company Law (關於新<公司法>配套制度規則實施相關過渡期安排) published by the China Securities Regulatory Commission on 27 December 2024, the responsibilities of the supervisory committee of a listed company will transit to the board's audit committee, and the role of supervisors will no longer be mandatory.

In light of the new framework, the Board has resolved to amend its Articles of Association to formally abolish the Supervisory Committee and enable the Audit Committee to exercise the authority of the Supervisory Committee;

- (ii) to allow the Company to establish a party organization in accordance with the Constitution of the Communist Party of China and the Company Law;
- (iii) to provide flexibility for the Company to hold general meetings as hybrid meetings;
- (iv) to allow Shareholders to vote by electronic means; and
- (v) to adopt certain consequential and housekeeping amendments.

LETTER FROM THE BOARD

Details of the Proposed Amendments are set out in Appendix II to this circular. Notwithstanding the Proposed Amendments, the contents of other articles of the Articles of Association shall remain unchanged. The English version of the Proposed Amendments is an unofficial translation of their Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail. After the Proposed Amendments come into effect, the full text of the amended Articles of Association will be published on the respective websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.xyjiance.cn).

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the GEM Listing Rules and the legal advisers to the Company as to the PRC laws have confirmed that the Proposed Amendments do not violate the laws of the PRC respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

A special resolution will be proposed at the 2024 AGM for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and adoption of amended Articles of Association. The Proposed Amendments and adoption of amended Articles of Association will take effect on the date on which the relevant resolution is approved at the 2024 AGM.

11. AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS

In view of the Proposed Amendments, the Board proposes to amend the relevant provisions of the Rules of Procedure for the General Meetings.

A special resolution will be proposed at the 2024 AGM for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments to the Rules of Procedure for the General Meetings, details of which are set forth in Appendix III to this circular.

Apart from the proposed amendments to the Rules of Procedure for the General Meetings as abovementioned, the provisions of the Rules of Procedure for the General Meetings remain unchanged. The English version of the Rules of Procedure for the General Meetings is an unofficial translation of their Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

LETTER FROM THE BOARD

12. AMENDMENTS TO THE RULES OF PROCEDURE FOR TH BOARD MEETINGS

In view of the Proposed Amendments, the Board proposes to amend the relevant provisions of the Rules of Procedure for the Board Meetings.

A special resolution will be proposed at the 2024 AGM for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments to the Rules of Procedure for the Board Meetings, details of which are set forth in Appendix IV to this circular.

Apart from the proposed amendments to the Rules of Procedure for the Board Meetings as abovementioned, the provisions of the Rules of Procedure for the Board Meetings remain unchanged. The English version of the Rules of Procedure for the Board Meetings is an unofficial translation of their Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

13. ABOLISHMENT OF THE RULES OF PROCEDURE FOR THE MEETINGS OF THE SUPERVISORY COMMITTEE

To streamline the governance structure and enhance operational efficiency of the Company, the Board has resolved to abolish the Supervisory Committee.

In view of the abolishment of the Supervisory Committee, the Board proposes to abolish the Rules of Procedure for the Meetings of the Supervisory Committee.

A special resolution will be proposed at the 2024 AGM for the Shareholders to, among others, consider and, if thought fit, approve the abolishment of the Rules of Procedure for the Meetings of the Supervisory Committee.

14. THE 2024 AGM AND CLOSURE OF REGISTER OF MEMBERS

Enclosed are the form of proxy and reply slip for the 2024 AGM.

If you intend to appoint a proxy to attend the 2024 AGM, you are required to complete the enclosed form of proxy in accordance with the instructions printed thereon. Holders of H Shares are required to return the proxy form to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and holders of Unlisted Shares are required to return the form of proxy to the Company's principal place of business in the PRC at No. 1, Xinyi Avenue South, Dingbao Town, Xinyi City, Maoming City, Guangdong Province, China by personal delivery or by post not less than 24 hours before the time fixed for holding the 2024 AGM (or any adjournment thereof) for

LETTER FROM THE BOARD

taking the poll (i.e. before Thursday, 15 May 2025 at 9 a.m.). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof if you so wish.

If you intend to attend the 2024 AGM in person or by proxy, you are required to complete and return the enclosed reply slip to (i) the Company's principal place of business in the PRC at No. 1, Xinyi Avenue South, Dingbao Town, Xinyi City, Maoming City, Guangdong Province, China (for holders of Unlisted Shares); or (ii) the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares), no later than 4:30 p.m. on Thursday, 15 May 2025.

For the purpose of determining the entitlement of Shareholders to attend the 2024 AGM, the register of members of the Company will be closed from Tuesday, 13 May 2025 to Friday, 16 May 2025 (both dates inclusive), during which period no transfer of Shares will be effected. Holders of H Shares whose names appear on the registers of members of the Company on Friday, 16 May 2025 shall be entitled to attend and vote at the 2024 AGM. In order to be qualified to attend and vote at the 2024 AGM, the share transfer documents and the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of H Shares no later than 4:30 p.m. on Monday, 12 May 2025.

15. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the annual general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, resolutions proposed at the 2024 AGM will be voted by poll.

An announcement will be made by the Company following the conclusion of the 2024 AGM to inform Shareholders of the poll results of the 2024 AGM.

16. RECOMMENDATIONS

The Board considers that the resolutions to be proposed at the 2024 AGM are in the interests of the Company and its Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the resolutions proposed at the 2024 AGM.

LETTER FROM THE BOARD

17. RESPONSIBILITY STATEMENT

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.

By order of the Board

**Guangdong Syntrust GK Testing and Certification
Tech Service Center Co., Ltd.**

廣東集信國控檢測認證技術服務中心股份有限公司

Mr. Lai Feng

Chairman and executive Director

In accordance with the GEM Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the 2024 AGM for the grant of the H Share Repurchase Mandate to the Directors.

H SHARE REPURCHASE MANDATE

Reasons for buying back H Shares

The Directors believe that the flexibility afforded by the H Share Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

Registered Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,179,000 H Shares with a nominal value of RMB1.00 each and 23,750,000 Unlisted Shares with a nominal value of RMB1.00 each. The Company did not have any Treasury Shares.

Exercise of the H Share Repurchase Mandate

Subject to the passing of the relevant special resolution in relation to the grant of the H Share Repurchase Mandate to the Board proposed at the 2024 AGM, the Board will be granted the H Share Repurchase Mandate until the earlier of: (a) the day before the convening of the next annual general meeting of the Company following the passing of the relevant special resolution at the annual general meeting; (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the annual general meeting; or (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by an ordinary resolution of the Shareholders at a general meeting (the “**Relevant Period**”). The exercise of the H Share Repurchase Mandate is subject to the approval of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable).

In accordance with the GEM Listing Rules, the Company will not repurchase H Shares if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which H Shares were traded on the Stock Exchange.

The exercise in full of the H Share Repurchase Mandate (on the basis of 10,179,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or bought back by the Company on or prior to the date of the 2024 AGM) would result in a maximum of 1,017,900 H Shares that may be bought back by the Company during the Relevant Period, being the maximum of 10% of the total number of issued H Shares (excluding any Treasury Shares) as at the date of passing of the related resolution.

Funding of Repurchases

In repurchasing its H Share, the Company intends to apply funds from the Company's internal resources (which may include surplus funds, retained profits and proceeds from the listing of H Shares on the Stock Exchange) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

GENERAL

Rule 13.11(2) of the GEM Listing Rules prohibit a company from knowingly repurchasing its shares on GEM from a core connected person (as defined in the GEM Listing Rules) and a core connected person is prohibited from knowingly selling his/her/its shares to the company on GEM.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, if the H Share Repurchase Mandate is approved by the Shareholders of the Company, to sell any Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of the Shares.

An exercise of the H Share Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2024) at any time during the proposed repurchase period. However, the Directors do not propose to exercise the H Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital needs of the Company or the gearing level of the Company. The number of H Shares to be bought back on any

occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase under the H Share Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

STATUS OF BOUGHT BACK H SHARES

Under the GEM Listing Rules, the Company will either (i) cancel the H Shares repurchased and reduce the Company's registered capital by an amount equivalent to the aggregate nominal value of the H Shares so cancelled, and/or (ii) hold such H Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any H Shares in treasury, any sale or transfer of H Shares in treasury will be made pursuant to the terms of the Issue and Resale Mandate and in accordance with the GEM Listing Rules and applicable laws and regulations of the PRC.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("CCASS") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

H SHARES PRICES

The highest and lowest traded prices for H Shares recorded on the Stock Exchange during the period from the Listing Date preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
September (since the Listing Date)	12.88	6.00
October	10.68	9.00
November	10.60	9.00
December	10.22	9.52
2025		
January	10.30	9.20
February	10.48	9.00
March	9.98	8.88
April (up to the Latest Practicable Date)	—*	—*

Note:* There was no trading of H Shares on the Stock Exchange during the period.

EFFECT OF THE TAKEOVER CODE

If as a result of a share repurchase by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, our controlling shareholder, Xinyi City Construction Engineering Quality and Safety Affairs Center (信宜市建設工程質量安全事務中心), is entitled to exercise approximately 56.0% of the voting rights of the Company. In the event that the Directors exercise the proposed H Share Repurchase Mandate in full, our controlling shareholder would be entitled to exercise approximately 62.2% of the voting rights of the Company. The Directors do not propose to exercise the H Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and/or result in the aggregate number of H Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the H Share Repurchase Mandate.

To the best knowledge and belief of the Directors, neither the explanatory statement nor the proposed repurchase of Shares of the Company has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

During the period from the Listing Date up to and including the Latest Practicable Date, the Company had not repurchased any of its H Shares (whether on the Stock Exchange or otherwise).

Unless otherwise specified, Article numbers referred to herein are Article numbers of the existing Articles of Association. Details of the Proposed Amendments are as follows:

The major Proposed Amendments are as follows:

No.	Existing Articles of Association	Amended Articles of Association
1.	<p>Article 10 From the effective date hereof, these Articles shall become a legally binding document governing the organization and activities of the Company, and the relationship of rights and obligations between the Company and the shareholders and among the shareholders, and be legally binding on the Company and its shareholders, directors, supervisors and senior management. A shareholder may bring an action against another shareholder or any director, supervisor, the general manager or any other senior management of the Company, or the Company, and the Company may bring an action against any of its shareholder(s), director(s), supervisor(s), the general manager or other senior management, in each case, in accordance with these Articles.</p>	<p>Article 10 From the effective date hereof, these Articles shall become a legally binding document governing the organization and activities of the Company, and the relationship of rights and obligations between the Company and the shareholders and among the shareholders, and be legally binding on the Company and its shareholders, directors; supervisors and senior management. A shareholder may bring an action against another shareholder or any director, supervisor, the general manager or any other senior management of the Company, or the Company, and the Company may bring an action against any of its shareholder(s), director(s), supervisor(s), the general manager or other senior management, in each case, in accordance with these Articles.</p>

No.	Existing Articles of Association	Amended Articles of Association
2.	<p data-bbox="296 268 834 455">Article 29 Shares issued by the Company prior to any public offering of shares shall not be transferred within one year from the date on which the shares of the Company are listed or traded on the Hong Kong Stock Exchange.</p> <p data-bbox="427 491 834 1023">The directors, supervisors and senior management of the Company shall declare to the Company their shareholding and changes thereof and shall not transfer more than twenty-five percent (25%) of the total number of shares of the Company held by them every year during their term of office determined at the time of appointment. The shares held by the aforementioned person shall not be transferred within one year of the date on which the shares are listed and traded. The aforesaid persons shall not transfer the shares of the Company held by them within half a year from the date they terminate their employment with the Company.</p> <p data-bbox="427 1059 834 1208">If shares are pledged within the restricted transfer period stipulated by laws and administrative regulations, the pledgee shall not exercise the pledge right within the restricted transfer period.</p>	<p data-bbox="850 268 1388 455">Article 29 Shares issued by the Company prior to any public offering of shares shall not be transferred within one year from the date on which the shares of the Company are listed or traded on the Hong Kong Stock Exchange.</p> <p data-bbox="981 491 1388 1023">The directors,supervisors and senior management of the Company shall declare to the Company their shareholding and changes thereof and shall not transfer more than twenty-five percent (25%) of the total number of shares of the Company held by them every year during their term of office determined at the time of appointment. The shares held by the aforementioned person shall not be transferred within one year of the date on which the shares are listed and traded. The aforesaid persons shall not transfer the shares of the Company held by them within half a year from the date they terminate their employment with the Company.</p> <p data-bbox="981 1059 1388 1208">If shares are pledged within the restricted transfer period stipulated by laws and administrative regulations, the pledgee shall not exercise the pledge right within the restricted transfer period.</p>

No.	Existing Articles of Association	Amended Articles of Association
3.	<p data-bbox="296 261 834 1049">Article 30 In the event that any shareholder (excluding recognized clearing houses or their agents as defined in the relevant regulations in force from time to time under the laws of Hong Kong), director, supervisor or senior management holding 5% or more of the shares of the Company disposes of any shares or other equity securities held by him/her within six months from the date of acquiring shares or other equity securities, or acquires any shares or other equity securities held by him/her again within six months from the date of disposing of such shares or other equity securities, the gains derived therefrom shall belong to the Company and be recovered by the Board of Directors of the Company. However, in the circumstances where a securities company holds five percent or more of the shares of the Company due to purchase of the remaining shares under underwriting arrangement, or such other circumstance as prescribed by the CSRC shall be excluded.</p> <p data-bbox="424 1081 834 1334">The shares or other equity securities held by the aforementioned director, supervisor, senior management or individual shareholder shall include the shares or other equity securities held by such person's spouse, parents, children or held through the accounts of other persons.</p>	<p data-bbox="850 261 1388 1049">Article 30 In the event that any shareholder (excluding recognized clearing houses or their agents as defined in the relevant regulations in force from time to time under the laws of Hong Kong), director; supervisor or senior management holding 5% or more of the shares of the Company disposes of any shares or other equity securities held by him/her within six months from the date of acquiring shares or other equity securities, or acquires any shares or other equity securities held by him/her again within six months from the date of disposing of such shares or other equity securities, the gains derived therefrom shall belong to the Company and be recovered by the Board of Directors of the Company. However, in the circumstances where a securities company holds five percent or more of the shares of the Company due to purchase of the remaining shares under underwriting arrangement, or such other circumstance as prescribed by the CSRC shall be excluded.</p> <p data-bbox="978 1081 1388 1334">The shares or other equity securities held by the aforementioned director, supervisor, senior management or individual shareholder shall include the shares or other equity securities held by such person's spouse, parents, children or held through the accounts of other persons.</p>

No.	Existing Articles of Association	Amended Articles of Association
4.	<p>Article 39 The shareholders of the Company shall be entitled to the following rights:</p> <p>(i) the right to receive dividends and other profit distributions in proportion to their shareholding;</p> <p>(ii) the right to request, convene, preside over, attend or appoint proxies to attend shareholders' meetings and to exercise the corresponding voting rights in accordance with the laws;</p> <p>(iii) the right to supervise the operation of the Company, to present proposals or to raise enquires;</p> <p>(iv) the right to transfer, gift or pledge shares in accordance with the laws, administrative regulations as well as these Articles;</p> <p>(v) the right to inspect and copy the Company's and its wholly-owned subsidiary's articles of association, register of shareholders, minutes of shareholders' meetings, resolutions of Board Meetings, resolutions of the meetings of the Supervisory Committee and financial accounting reports;</p> <p>(vi) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with their shareholding;</p> <p>(vii) with respect to the shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or spin-off of the Company, the right to demand the Company to buy back their shares; and</p> <p>(viii) other rights prescribed by the laws, administrative regulations, departmental rules and these Articles.</p>	<p>Article 39 The shareholders of the Company shall be entitled to the following rights:</p> <p>(i) the right to receive dividends and other profit distributions in proportion to their shareholding;</p> <p>(ii) the right to request, convene, preside over, attend or appoint proxies to attend shareholders' meetings and to exercise the corresponding voting rights in accordance with the laws;</p> <p>(iii) the right to supervise the operation of the Company, to present proposals or to raise enquires;</p> <p>(iv) the right to transfer, gift or pledge shares in accordance with the laws, administrative regulations as well as these Articles;</p> <p>(v) the right to inspect and copy the Company's and its wholly-owned subsidiary's articles of association, register of shareholders, minutes of shareholders' meetings, resolutions of Board Meetings, resolutions of the meetings of the Supervisory Committee resolutions of the meetings of the audit committee of the Board of Directors (hereinafter referred as the "Audit Committee") and financial accounting reports;</p> <p>(vi) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with their shareholding;</p> <p>(vii) with respect to the shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or spin-off of the Company, the right to demand the Company to buy back their shares; and</p> <p>(viii) other rights prescribed by the laws, administrative regulations, departmental rules and these Articles.</p>

No.	Existing Articles of Association	Amended Articles of Association
5.	<p>Article 42 If any director or senior management violates the relevant laws and administrative regulations or the provisions of these Articles in performing his/her duties in the Company, causing any loss to the Company, the shareholder(s) individually or collectively holding one percent (1%) or more of the shares of the Company for more than 180 consecutive days shall have the right to request in writing the Supervisory Committee to bring an action in the people's court. If the Supervisory Committee violates the relevant laws and administrative regulations or the provisions of these Articles in performing its duties in the Company, causing any loss to the Company, any shareholder may request in writing the Board of Directors to bring an action in the people's court.</p>	<p>Article 42 If any director or senior management violates the relevant laws and administrative regulations or the provisions of these Articles in performing his/her duties in the Company, causing any loss to the Company, the shareholder(s) individually or collectively holding one percent (1%) or more of the shares of the Company for more than 180 consecutive days shall have the right to request in writing the Supervisory Committee the audit committee of the Board of Directors to bring an action in the people's court. If the Supervisory Committee the audit committee of the Board of Directors violates the relevant laws and administrative regulations or the provisions of these Articles in performing its duties in the Company, causing any loss to the Company, any shareholder may request in writing the Board of Directors to bring an action in the people's court.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>If the Supervisory Committee or the Board of Directors refuses to bring an action after receiving a written request from the relevant shareholder(s) as prescribed in the aforementioned paragraph, or fails to bring such action within thirty (30) days upon receipt of such written request, or if the matter is of great urgency and the failure to bring such action immediately will cause irreparable damages to the Company, the relevant shareholder(s) shall have the right to directly bring an action in the people's court in their own name for the benefit of the Company.</p> <p>If any other person infringes on the legitimate rights and interests of the Company, causing any loss to the Company, the shareholder(s) referred to in the first paragraph of this Article 42 may bring an action in the people's court pursuant to the provisions of the first two paragraphs this Article 42.</p> <p>In cases where any director, supervisor, or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or the lawful rights and interests of the wholly-owned subsidiary of the Company are infringed by any other person, resulting in any losses, any shareholder individually or shareholders collectively holding 1% or more of the shares of the Company for 180 or more consecutive days, may, pursuant to the above-mentioned provisions, make a written request to the supervisory committee or the board of directors of the wholly-owned subsidiary to bring an action in the people's court, or directly initiate an action in their own name in the people's court.</p>	<p>If the Supervisory Committee the audit committee of the Board of Directors or the Board of Directors refuses to bring an action after receiving a written request from the relevant shareholder(s) as prescribed in the aforementioned paragraph, or fails to bring such action within thirty (30) days upon receipt of such written request, or if the matter is of great urgency and the failure to bring such action immediately will cause irreparable damages to the Company, the relevant shareholder(s) shall have the right to directly bring an action in the people's court in their own name for the benefit of the Company.</p> <p>If any other person infringes on the legitimate rights and interests of the Company, causing any loss to the Company, the shareholder(s) referred to in the first paragraph of this Article 42 may bring an action in the people's court pursuant to the provisions of the first two paragraphs this Article 42.</p> <p>In cases where any director, supervisor (if any), or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or the lawful rights and interests of the wholly-owned subsidiary of the Company are infringed by any other person, resulting in any losses, any shareholder individually or shareholders collectively holding 1% or more of the shares of the Company for 180 or more consecutive days, may, pursuant to the above-mentioned provisions, make a written request to the supervisory committee (if any) or the board of directors of the wholly-owned subsidiary to bring an action in the people's court, or directly initiate an action in their own name in the people's court.</p>

No.	Existing Articles of Association	Amended Articles of Association
6.	<p data-bbox="298 263 833 391">Article 47 The shareholders' meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:</p> <p data-bbox="427 423 833 551">(i) to elect or remove the directors and supervisors and to decide on matters relating to the remuneration of directors and supervisors;</p> <p data-bbox="427 583 833 646">(ii) to deliberate and approve the reports of the Board of Directors;</p> <p data-bbox="427 678 833 742">(iii) to deliberate and approve reports of the Supervisory Committee;</p> <p data-bbox="427 774 833 859">(iv) to deliberate and approve the profit distribution plans and loss recovery plans of the Company;</p> <p data-bbox="427 891 833 987">(v) to resolve on the increase or reduction of the registered capital of the Company;</p> <p data-bbox="427 1019 833 1083">(vi) to resolve on the issuance of bonds of the Company;</p> <p data-bbox="427 1115 833 1210">(vii) to resolve on the merger, division, dissolution, liquidation or change in the form of the Company;</p> <p data-bbox="427 1242 724 1274">(viii) to amend these Articles;</p> <p data-bbox="427 1306 833 1391">(ix) to resolve on the Company's engagement and removal of the accountants;</p> <p data-bbox="427 1423 833 1519">(x) to deliberate and approve the guarantees as stipulated in Article 48 hereof;</p> <p data-bbox="427 1551 833 1742">(xi) to deliberate and approve the Company's purchase or disposal of major assets within one year with the aggregate transaction amount exceeding thirty percent (30%) of the latest audited total assets of the Company;</p>	<p data-bbox="852 263 1388 391">Article 47 The shareholders' meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:</p> <p data-bbox="981 423 1388 551">(i) to elect or remove the directors and supervisors and to decide on matters relating to the remuneration of directors and supervisors;</p> <p data-bbox="981 583 1388 646">(ii) to deliberate and approve the reports of the Board of Directors;</p> <p data-bbox="981 678 1388 742">(iii) to deliberate and approve reports of the Supervisory Committee;</p> <p data-bbox="981 774 1388 859">(iii)(iv) to deliberate and approve the profit distribution plans and loss recovery plans of the Company;</p> <p data-bbox="981 891 1388 987">(iv)(v) to resolve on the increase or reduction of the registered capital of the Company;</p> <p data-bbox="981 1019 1388 1083">(v)(vi) to resolve on the issuance of bonds of the Company;</p> <p data-bbox="981 1115 1388 1210">(vi)(vii) to resolve on the merger, division, dissolution, liquidation or change in the form of the Company;</p> <p data-bbox="981 1242 1315 1274">(vii)(viii) to amend these Articles;</p> <p data-bbox="981 1306 1388 1391">(viii)(ix) to resolve on the Company's engagement and removal of the accountants;</p> <p data-bbox="981 1423 1388 1519">(ix)(x) to deliberate and approve the guarantees as stipulated in Article 48 hereof;</p> <p data-bbox="981 1551 1388 1742">(x)(xi) to deliberate and approve the Company's purchase or disposal of major assets within one year with the aggregate transaction amount exceeding thirty percent (30%) of the latest audited total assets of the Company;</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>(xii) to deliberate and approve the related transactions required to be approved by the shareholders' meeting in accordance with the laws, regulations, and the listing rules of the place where the Company's shares are listed;</p> <p>(xiii) to deliberate and approve the change in the use of raised funds;</p> <p>(xiv) to deliberate and approve equity incentive plan and employee stock ownership plan;</p> <p>(xv) to resolve on the acquisition of the Company's shares under the circumstances prescribed in items (i) and (ii) of Article 24 hereof;</p> <p>(xvi) to deliberate other matters required to be resolved by the shareholders' meeting pursuant to the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.</p> <p>(xvii) The duties and powers of the shareholders' meeting set forth above shall not be exercised by the Board of Directors or other institutions and individuals on its behalf by way of authorization. Save for the above, the shareholders' meeting may authorize or entrust the Board of Directors and/or a person authorized by the Board of Directors to handle matters that are authorized or entrusted by the shareholders' meeting, provided that the laws and regulations as well as the mandatory requirements of the relevant laws and regulations of the listing place are not violated.</p>	<p>(xi)(xii) to deliberate and approve the related transactions required to be approved by the shareholders' meeting in accordance with the laws, regulations, and the listing rules of the place where the Company's shares are listed;</p> <p>(xii)(xiii) to deliberate and approve the change in the use of raised funds;</p> <p>(xiii)(xiv) to deliberate and approve equity incentive plan and employee stock ownership plan;</p> <p>(xiv)(xv) to resolve on the acquisition of the Company's shares under the circumstances prescribed in items (i) and (ii) of Article 24 hereof;</p> <p>(xv)(xvi) to deliberate other matters required to be resolved by the shareholders' meeting pursuant to the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.</p> <p>(xvi)(xvii) The duties and powers of the shareholders' meeting set forth above shall not be exercised by the Board of Directors or other institutions and individuals on its behalf by way of authorization. Save for the above, the shareholders' meeting may authorize or entrust the Board of Directors and/or a person authorized by the Board of Directors to handle matters that are authorized or entrusted by the shareholders' meeting, provided that the laws and regulations as well as the mandatory requirements of the relevant laws and regulations of the listing place are not violated.</p>

No.	Existing Articles of Association	Amended Articles of Association
7.	<p data-bbox="298 263 833 391">Article 50 The Company shall convene an extraordinary shareholders' meeting within two (2) months upon occurrence of the following events:</p> <p data-bbox="427 423 833 551">(i) when the number of directors is less than the number stipulated in the Company Law or two-thirds (2/3) of the number specified in these Articles;</p> <p data-bbox="427 583 833 678">(ii) when the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</p> <p data-bbox="427 710 833 838">(iii) at the request of shareholder(s) individually or collectively holding more than ten percent (10%) of the Company's shares;</p> <p data-bbox="427 870 833 934">(iv) when the Board of Directors considers necessary;</p> <p data-bbox="427 966 833 1029">(v) when the Supervisory Committee proposes to convene such meeting; or</p> <p data-bbox="427 1061 833 1242">(vi) any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company's shares are listed or these Articles.</p>	<p data-bbox="852 263 1388 391">Article 50 The Company shall convene an extraordinary shareholders' meeting within two (2) months upon occurrence of the following events:</p> <p data-bbox="981 423 1388 551">(i) when the number of directors is less than the number stipulated in the Company Law or two-thirds (2/3) of the number specified in these Articles;</p> <p data-bbox="981 583 1388 678">(ii) when the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</p> <p data-bbox="981 710 1388 838">(iii) at the request of shareholder(s) individually or collectively holding more than ten percent (10%) of the Company's shares;</p> <p data-bbox="981 870 1388 934">(iv) when the Board of Directors considers necessary;</p> <p data-bbox="981 966 1388 1093">(v) when the Supervisory Committeethe audit committee of the Board of Directors proposes to convene such meeting; or</p> <p data-bbox="981 1125 1388 1306">(vi) any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company's shares are listed or these Articles.</p>

No.	Existing Articles of Association	Amended Articles of Association
8.	<p data-bbox="298 263 836 895">Article 51 A shareholders' meeting shall be held at the domicile of the Company or such other place as designated in the notice of the shareholders' meeting. A shareholders' meeting shall be held at the designated venue in the form of on-site meeting. On the premise of ensuring the legality and effectiveness of the shareholders' meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means.</p> <p data-bbox="427 932 836 1272">The place and time of an on-site meeting shall be convenient for the attendance by the shareholders, and the place of such onsite meeting shall not be changed without justifiable reason after the delivery of notice of shareholders' meeting. If it is necessary to change the place of meeting, the convener shall publish an announcement at least two (2) working days prior to the date of on-site meeting, and explain the reason.</p>	<p data-bbox="852 263 1390 1023">Article 51 A shareholders' meeting may be held by way of combination of on-site and online meetings, an shareholders' meeting shall be held at a physical venue which is the domicile of the Company or such other place as designated in the notice of the shareholders' meeting. A shareholders' meeting shall be held at the designated venue of a physical venue in the form of on-site meeting. On the premise of ensuring the legality and effectiveness of the shareholders' meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means.</p> <p data-bbox="979 1059 1390 1400">The place and time of an on-site meeting shall be convenient for the attendance by the shareholders, and the physical place of such onsite meeting shall not be changed without justifiable reason after the delivery of notice of shareholders' meeting. If it is necessary to change the place of meeting, the convener shall publish an announcement at least two (2) working days prior to the date of on-site meeting, and explain the reason.</p>

No.	Existing Articles of Association	Amended Articles of Association
9.	<p data-bbox="298 263 836 704">Article 52 Shareholders' meetings shall be summoned by the Board. If the Board of Directors is unable or fails to fulfill its duty to convene a shareholders' meeting, the Supervisory Committee shall promptly convene and preside over it; If the Supervisory Committee does not convene and preside over the meeting, shareholders who individually or collectively hold more than ten percent (10%) of the company's shares for more than ninety (90) consecutive days may convene and preside over the meeting on their own.</p> <p data-bbox="426 740 836 1181">Independent non-executive directors shall be entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting. Regarding the proposal requesting to convene an extraordinary shareholders' meeting by the independent nonexecutive directors, the Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, inform in writing whether it agrees or disagrees to convene an extraordinary shareholders' meeting within ten (10) days upon receipt of the proposal.</p> <p data-bbox="426 1217 836 1523">If the Board of Directors agrees to convene an extraordinary shareholders' meeting, the Board of Directors shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon. If the Board of Directors refuses to convene an extraordinary shareholders' meeting, the Board of Directors shall explain the reason and publish an announcement.</p>	<p data-bbox="852 263 1390 768">Article 52 Shareholders' meetings shall be summoned by the Board. If the Board of Directors is unable or fails to fulfill its duty to convene a shareholders' meeting, the Supervisory Committee the audit committee of the Board of Directors shall promptly convene and preside over it; If the Supervisory Committee the audit committee of the Board of Directors does not convene and preside over the meeting, shareholders who individually or collectively hold more than ten percent (10%) of the company's shares for more than ninety (90) consecutive days may convene and preside over the meeting on their own.</p> <p data-bbox="979 804 1390 1244">Independent non-executive directors shall be entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting. Regarding the proposal requesting to convene an extraordinary shareholders' meeting by the independent nonexecutive directors, the Board of Directors shall, in accordance with the laws, administrative regulations and these Articles, inform in writing whether it agrees or disagrees to convene an extraordinary shareholders' meeting within ten (10) days upon receipt of the proposal.</p> <p data-bbox="979 1281 1390 1587">If the Board of Directors agrees to convene an extraordinary shareholders' meeting, the Board of Directors shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon. If the Board of Directors refuses to convene an extraordinary shareholders' meeting, the Board of Directors shall explain the reason and publish an announcement.</p>

No.	Existing Articles of Association	Amended Articles of Association
10.	<p>Article 53 The Supervisory Committee shall be entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward its proposal to the Board of Directors in writing. The Board shall, pursuant to the laws, administrative regulations and these Articles, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the proposal in such notice without the consent of the Supervisory Committee.</p> <p>If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to respond within ten (10) days upon receipt of the proposal, the Board of Directors shall be deemed to be unable or fail to perform its duties to convene a shareholders' meeting, and the Supervisory Committee may convene and preside over a shareholders' meeting on its own.</p>	<p>Article 53 The Supervisory Committee The audit committee of the Board of Directors shall be entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward its proposal to the Board of Directors in writing. The Board shall, pursuant to the laws, administrative regulations and these Articles, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the proposal in such notice without the consent of the Supervisory Committee the audit committee of the Board of Directors.</p> <p>If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to respond within ten (10) days upon receipt of the proposal, the Board of Directors shall be deemed to be unable or fail to perform its duties to convene a shareholders' meeting, and the Supervisory Committee the audit committee of the Board of Directors may convene and preside over a shareholders' meeting on its own.</p>

No.	Existing Articles of Association	Amended Articles of Association
11.	<p data-bbox="296 261 834 895">Article 54 The shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward such request to the Board of Directors in writing. The written request should state the subject of the meeting and present a complete proposal. The shareholders should sign relevant documents by hand and may not entrust others (including other shareholders) to sign relevant documents. The Board shall, pursuant to the laws, administrative regulations and these Articles, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the request.</p> <p data-bbox="424 927 834 1176">If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p data-bbox="424 1208 834 1587">If the Board of Directors does not agree to hold the extraordinary shareholders' meeting or fails to respond within ten (10) days upon receipt of the request, the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to propose to the Supervisory Committee to convene an extraordinary shareholders' meeting, and shall put forward such request to the Supervisory Committee in writing.</p>	<p data-bbox="850 261 1388 895">Article 54 The shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward such request to the Board of Directors in writing. The written request should state the subject of the meeting and present a complete proposal. The shareholders should sign relevant documents by hand and may not entrust others (including other shareholders) to sign relevant documents. The Board shall, pursuant to the laws, administrative regulations and these Articles, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the request.</p> <p data-bbox="978 927 1388 1176">If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p data-bbox="978 1208 1388 1651">If the Board of Directors does not agree to hold the extraordinary shareholders' meeting or fails to respond within ten (10) days upon receipt of the request, the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to propose to the Supervisory Committee the audit committee of the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward such request to the Supervisory Committee the audit committee of the Board of Directors in writing.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>If the Supervisory Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days upon receipt of the request, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p>In the case of failure to issue the notice of shareholders' meeting within the prescribed period, the Supervisory Committee shall be deemed as failing to convene and preside over the shareholders' meeting and the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares for ninety (90) or more consecutive days may convene and preside over such meeting by such shareholder(s).</p>	<p>If the Supervisory Committee the audit committee of the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days upon receipt of the request, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p>In the case of failure to issue the notice of shareholders' meeting within the prescribed period, the Supervisory Committee the audit committee of the Board of Directors shall be deemed as failing to convene and preside over the shareholders' meeting and the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares for ninety (90) or more consecutive days may convene and preside over such meeting by such shareholder(s).</p>
12.	<p>Article 55 If the Supervisory Committee or any shareholder(s) decides to convene a shareholders' meeting by itself/themselves, the Supervisory Committee or the relevant shareholder(s) shall notify the Board of Directors in writing, and perform the relevant filing procedures with the relevant securities regulatory authorities in the place where the Company is located and the relevant stock exchange in accordance with the applicable regulations.</p> <p>Prior to the publication of announcement of the resolutions adopted at such shareholders' meeting, the shareholders convening such meeting shall hold at least ten percent (10%) shares in the Company.</p>	<p>Article 55 If the Supervisory Committee the audit committee of the Board of Directors or any shareholder(s) decides to convene a shareholders' meeting by itself/themselves, the Supervisory Committee or the relevant shareholder(s) shall notify the Board of Directors in writing, and perform the relevant filing procedures with the relevant securities regulatory authorities in the place where the Company is located and the relevant stock exchange in accordance with the applicable regulations.</p> <p>Prior to the publication of announcement of the resolutions adopted at such shareholders' meeting, the shareholders convening such meeting shall hold at least ten percent (10%) shares in the Company.</p>

No.	Existing Articles of Association	Amended Articles of Association
13.	Article 56 If the Supervisory Committee or any shareholder(s) convenes a shareholders' meeting by itself/themselves, the Board of Directors and the secretary of the Board of Directors shall give cooperation and the Board of Directors shall provide the register of shareholders as of the date of record.	Article 56 If the Supervisory Committee the audit committee of the Board of Directors or any shareholder(s) convenes a shareholders' meeting by itself/themselves, the Board of Directors and the secretary of the Board of Directors shall give cooperation and the Board of Directors shall provide the register of shareholders as of the date of record.
14.	Article 57 The necessary costs of any shareholders' meeting convened by the Supervisory Committee or any shareholder(s) shall be borne by the Company.	Article 57 The necessary costs of any shareholders' meeting convened by the Supervisory Committee the audit committee of the Board of Directors or any shareholder(s) shall be borne by the Company.
15.	Article 59 When a shareholders' meeting is convened by the Company, the Board of Directors, the Supervisory Committee and shareholder(s) who individually or collectively hold(s) three percent (3%) or more of the shares shall be entitled to make proposals to the shareholders' meeting.	Article 59 When a shareholders' meeting is convened by the Company, the Board of Directors, the Supervisory Committee the Audit Committee and shareholder(s) who individually or collectively hold(s) three-one percent (31%) or more of the shares shall be entitled to make proposals to the shareholders' meeting.
16.	Article 62 If the election of any director(s) or supervisor(s) will be discussed at a shareholders' meeting, the notice of the shareholders' meeting shall specify the particulars of each director or supervisor candidate, which shall at least include: (i) education background, work experience, concurrent posts and other personal information; (ii) whether such candidate is affiliated with the controlling shareholder and de facto controllers of the Company;	Article 62 If the election of any director(s) or supervisor(s) will be discussed at a shareholders' meeting, the notice of the shareholders' meeting shall specify the particulars of each director or supervisor candidate, which shall at least include: (i) education background, work experience, concurrent posts and other personal information; (ii) whether such candidate is affiliated with the controlling shareholder and de facto controllers of the Company;

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	<p>(iii) whether such candidate holds shares in the Company;</p> <p>(iv) whether such candidate has been subject to any penalty imposed by the CSRC or other relevant authorities or any punishment imposed by any stock exchange.</p> <p>Where the director and supervisor will be elected through cumulative voting, each director or supervisor candidate shall be nominated by a separate proposal.</p>	<p>(iii) whether such candidate holds shares in the Company;</p> <p>(iv) whether such candidate has been subject to any penalty imposed by the CSRC or other relevant authorities or any punishment imposed by any stock exchange.</p> <p>Where the director and supervisor will be elected through cumulative voting, each director or supervisor candidate shall be nominated by a separate proposal.</p>
17.	<p>Article 72 The convener and the counsels appointed by the Company (if applicable) shall jointly verify the legality of the capacity of shareholders based on the register of shareholders, and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.</p>	<p>Article 72 The convener and the counsels appointed by the Company (if applicable) shall jointly verify the legality of the capacity of shareholders based on the register of shareholders, and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.</p>
18.	<p>Article 73 All directors, supervisors and the secretary of the Board of Directors shall attend, and the general manager and other senior management shall appear as observers at each shareholders' meeting.</p>	<p>Article 73 All directors, supervisors and the secretary of the Board of Directors shall attend, and the general manager and other senior management shall appear as observers at each shareholders' meeting.</p>
19.	<p>Article 74 A shareholders' meeting shall be presided over by the Chairman, or if the Chairman is unable or fails to perform his/her duties, by one Director chosen by more than half the Directors.</p>	<p>Article 74 A shareholders' meeting shall be presided over by the Chairman, or if the Chairman is unable or fails to perform his/her duties, by one Director chosen by more than half the Directors.</p>

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	<p>A shareholders' meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee, or if the chairman of the Supervisory Committee is unable or fails to perform his/her duties, by one supervisor chosen by more than half the supervisors.</p> <p>A shareholders' meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener.</p> <p>When convening a shareholders' meeting, if the chairperson of a shareholders' meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights present at the meeting, the shareholders' meeting may appoint one person as the chairperson to continue the meeting.</p>	<p>A shareholders' meeting convened by the Supervisory Committee the audit committee of the Board of Directors shall be presided over by the chairman of the Supervisory Committee the convener of the audit committee of the Board of Directors, or if the chairman of the Supervisory Committee the convener of the audit committee of the Board of Directors is unable or fails to perform his/her duties, by one supervisor member of the audit committee of the Board of Directors chosen by more than half the supervisors members of the audit committee of the Board of Directors.</p> <p>A shareholders' meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener.</p> <p>When convening a shareholders' meeting, if the chairperson of a shareholders' meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights present at the meeting, the shareholders' meeting may appoint one person as the chairperson to continue the meeting.</p>
20.	<p>Article 76 At an annual meeting, the Board of Directors and the Supervisory Committee shall report their respective work in the preceding year to the shareholders' meeting, and each independent non-executive director shall deliver a work report.</p>	<p>Article 76 At an annual meeting, the Board of Directors and the Supervisory Committee shall report their respective work in the preceding year to the shareholders' meeting, and each independent non-executive director shall deliver a work report.</p>
21.	<p>Article 77 The directors, supervisors and senior management shall provide explanations in respect of the inquiries and suggestions made by the shareholders at any shareholders' meeting.</p>	<p>Article 77 The directors, supervisors and senior management shall provide explanations in respect of the inquiries and suggestions made by the shareholders at any shareholders' meeting.</p>

No.	Existing Articles of Association	Amended Articles of Association
22.	<p>Article 78 The chairperson of a shareholders' meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.</p>	<p>Article 78 The chairperson of a shareholders' meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.</p>
23.	<p>Article 79 The secretary of the Board of Directors shall be responsible for preparing minutes of each shareholders' meeting, which shall contain, among others:</p> <p>(i) time, place and agenda and name of convener of the meeting;</p> <p>(ii) names of the chairperson, directors, supervisors, the general manager and other senior management that are attendees or observers at the meeting;</p> <p>(iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares;</p> <p>(iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal;</p> <p>(v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;</p> <p>(vi) names of the counsels (if applicable), teller(s) and scrutineer(s);</p> <p>(vii) other information required by these Articles to be contained in the minutes.</p>	<p>Article 79 The secretary of the Board of Directors shall be responsible for preparing minutes of each shareholders' meeting, which shall contain, among others:</p> <p>(i) time, place and agenda and name of convener of the meeting;</p> <p>(ii) names of the chairperson, directors, supervisors, the general manager and other senior management that are attendees or observers at the meeting;</p> <p>(iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares;</p> <p>(iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal;</p> <p>(v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;</p> <p>(vi) names of the counsels (if applicable), teller(s) and scrutineer(s);</p> <p>(vii) other information required by these Articles to be contained in the minutes.</p>

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24.	<p>Article 80 The convener of a shareholders' meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the directors, supervisors, the secretary of the Board of Directors, the convener or his/her proxy present in person at the meeting and the chairperson, and be kept together with the register of attendance, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.</p>	<p>Article 80 The convener of a shareholders' meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the directors, supervisors, the secretary of the Board of Directors, the convener or his/her proxy present in person at the meeting and the chairperson, and be kept together with the register of attendance, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.</p>
25.	<p>Article 83 The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:</p> <p>(i) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the Board of Directors;</p> <p>(iii) appointment and dismissal of the members of the Board of Directors and members of the Supervisory Committee, and decision on remuneration and payment methods thereof;</p> <p>(iv) issuance of corporate bonds;</p> <p>(v) annual report of the Company;</p> <p>(vi) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations or these Articles.</p>	<p>Article 83 The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:</p> <p>(i) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the Board of Directors;</p> <p>(iii) appointment and dismissal of the members of the Board of Directors and members of the Supervisory Committee, and decision on remuneration and payment methods thereof;</p> <p>(iv) issuance of corporate bonds;</p> <p>(v) annual report of the Company;</p> <p>(vi) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations or these Articles.</p>

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26.	<p data-bbox="298 263 833 391">Article 88 The list of director and supervisor candidates shall be submitted to the shareholders' meeting for voting in the form of a proposal.</p> <p data-bbox="426 423 833 832">The Board shall publicly disclose the respective resumes and particulars of director and supervisor candidates to the shareholders. Each of the director and supervisor candidates shall covenant in writing that he/she accepts the nomination, his/her information disclosed publicly is true, accurate and complete, he/she meets the qualifications for the relevant post, and he/she will diligently perform his/her duties after being elected. Method and procedure of nomination of directors and supervisors:</p> <p data-bbox="426 863 833 1208">(i) the Board of Directors and the shareholder(s) individually or collectively holding three percent (3%) or more of the shares in the Company shall have the right to nominate non-independent non-executive director candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Board of Directors shall submit a proposal to the shareholders' meeting.</p> <p data-bbox="426 1240 833 1585">(ii) the Supervisory Committee and the shareholder(s) individually or collectively holding three percent(3%) or more of the shares in the Company shall have the right to nominate shareholders' representatives as supervisor candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Supervisory Committee shall submit a proposal to the shareholders' meeting.</p>	<p data-bbox="852 263 1386 391">Article 88 The list of director and supervisor candidates shall be submitted to the shareholders' meeting for voting in the form of a proposal.</p> <p data-bbox="979 423 1386 832">The Board shall publicly disclose the respective resumes and particulars of director and supervisor candidates to the shareholders. Each of the director and supervisor candidates shall covenant in writing that he/she accepts the nomination, his/her information disclosed publicly is true, accurate and complete, he/she meets the qualifications for the relevant post, and he/she will diligently perform his/her duties after being elected. Method and procedure of nomination of directors and supervisors:</p> <p data-bbox="979 863 1386 1208">(i) the Board of Directors and the shareholder(s) individually or collectively holding three percent (3%) or more of the shares in the Company shall have the right to nominate non-independent non-executive director candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Board of Directors shall submit a proposal to the shareholders' meeting.</p> <p data-bbox="979 1240 1386 1585">(ii) the Supervisory Committee and the shareholder(s) individually or collectively holding three percent(3%) or more of the shares in the Company shall have the right to nominate shareholders' representatives as supervisor candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Supervisory Committee shall submit a proposal to the shareholders' meeting.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>(iii) the Board of Directors, the Supervisory Committee and the shareholder(s) individually or collectively holding one percent (1%) or more of the issued and outstanding voting shares in the Company shall have the right to nominate independent non-executive director candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Board of Directors shall submit a proposal to the shareholders' meeting.</p> <p>When electing directors and supervisors at a shareholders' meeting, the cumulative voting system may be adopted pursuant to the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, these Articles or the relevant resolutions of the shareholders' meeting. Under the cumulative voting system, in the election of two or more directors or supervisors at a shareholders' meeting, each share shall be entitled to such number of votes that is equal to the number of directors or supervisors to be elected, and a shareholder may allocate all of his/her votes to a single candidate. The Board shall publicly disclose the respective resumes and particulars of director and supervisor candidates to the shareholders.</p> <p>Specific process of cumulative voting:</p> <p>(i) the election of and votes on the independent non-executive directors, non-independent non-executive directors and supervisors shall be held separately;</p>	<p>(iii)(ii) the Board of Directors, the Supervisory Committee and the shareholder(s) individually or collectively holding one percent (1%) or more of the issued and outstanding voting shares in the Company shall have the right to nominate independent non-executive director candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Board of Directors shall submit a proposal to the shareholders' meeting.</p> <p>When electing directors and supervisors at a shareholders' meeting, the cumulative voting system may be adopted pursuant to the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, these Articles or the relevant resolutions of the shareholders' meeting. Under the cumulative voting system, in the election of two or more directors or supervisors at a shareholders' meeting, each share shall be entitled to such number of votes that is equal to the number of directors or supervisors to be elected, and a shareholder may allocate all of his/her votes to a single candidate. The Board shall publicly disclose the respective resumes and particulars of director and supervisor candidates to the shareholders.</p> <p>Specific process of cumulative voting:</p> <p>(i) the election of and votes on the independent non-executive directors, non-independent non-executive directors and supervisors shall be held separately;</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>(ii) in the election of the independent non-executive directors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the independent non-executive directors; such votes may only be allocated to the independent non-executive director candidates, and the candidates with the most votes will be elected;</p> <p>(iii) in the election of the non-independent non-executive directors and the supervisors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the non-independent non-executive directors and the supervisors; such votes may only be allocated to the non-independent non-executive director and the supervisor candidates, and the candidates with the most votes will be elected;</p> <p>(iv) if the number of candidates exceeds the number specified herein, the number of the independent non-executive directors, non-independent non-executive directors and supervisors elected by each shareholder shall not exceed the respective number of the independent non-executive directors, non-independent non-executive directors and supervisors specified herein, and the total number of votes cast by him/her shall not exceed the number of votes that he/she is entitled to. Otherwise, the votes cast by such shareholder shall be invalid; and</p> <p>(v) the scrutineer(s) and teller(s) at the shareholders' meeting shall carefully examine the compliance with the foregoing provisions, to ensure the fairness and validity of the cumulative voting.</p>	<p>(ii) in the election of the independent non-executive directors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the independent non-executive directors; such votes may only be allocated to the independent non-executive director candidates, and the candidates with the most votes will be elected;</p> <p>(iii) in the election of the non-independent non-executive directors and the supervisors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the non-independent non-executive directors and the supervisors; such votes may only be allocated to the non-independent non-executive director and the supervisor candidates, and the candidates with the most votes will be elected;</p> <p>(iv) if the number of candidates exceeds the number specified herein, the number of the independent non-executive directors, non-independent non-executive directors and supervisors elected by each shareholder shall not exceed the respective number of the independent non-executive directors, non-independent non-executive directors and supervisors specified herein, and the total number of votes cast by him/her shall not exceed the number of votes that he/she is entitled to. Otherwise, the votes cast by such shareholder shall be invalid; and</p> <p>(v) the scrutineer(s) and teller(s) at the shareholders' meeting shall carefully examine the compliance with the foregoing provisions, to ensure the fairness and validity of the cumulative voting.</p>

No.	Existing Articles of Association	Amended Articles of Association
27.	<p>Article 91 The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.</p>	<p>Article 91 The Company shall provide the way of electronic voting, but the The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.</p>
28.	<p>Article 93 Before voting on any proposal, a shareholders' meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.</p> <p>The counsels (if applicable), shareholders' representatives and supervisors' representatives shall jointly count and scrutinize the votes cast on such proposal. The voting results shall be declared at the meeting and recorded in the minutes of the meeting.</p> <p>The shareholders, who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.</p>	<p>Article 93 Before voting on any proposal, a shareholders' meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.</p> <p>The counsels (if applicable), shareholders' representatives and supervisors' representatives shall jointly count and scrutinize the votes cast on such proposal. The voting results shall be declared at the meeting and recorded in the minutes of the meeting.</p> <p>The shareholders, who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.</p>
29.	<p>Article 99 If a shareholders' meeting adopts any resolution on the appointment of directors and supervisors, the term of office of the newly appointed directors and supervisors shall commence from the date of adoption of the relevant resolution at the shareholders' meeting.</p>	<p>Article 99 If a shareholders' meeting adopts any resolution on the appointment of directors and supervisors, the term of office of the newly appointed directors and supervisors shall commence from the date of adoption of the relevant resolution at the shareholders' meeting.</p>

No.	Existing Articles of Association	Amended Articles of Association
30.	<p>Article 103 Subject to the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles, each director owes fiduciary duties to the Company and shall:</p> <p>(i) not take advantage of his/her powers to accept bribes or other illegal payments;</p> <p>(ii) not embezzle the property or misappropriate any funds of the Company;</p> <p>(iii) not deposit any assets or funds of the Company in any account opened in his/her name or the name of any other person;</p> <p>(iv) not lend any funds of the Company to any person or provide any guarantee for any person on the security of any property of the Company in violation of these Articles or without the approval of the shareholders' meeting or the Board of Directors;</p> <p>(v) not enter into contracts or conduct transactions with the Company in violation of these Articles or without fulfilling the reporting obligations of the Board of Directors or the shareholders' meeting and without the approval of the shareholders' meeting; The provision shall also apply to the close relatives of directors, supervisors, or senior officers, enterprises directly or indirectly controlled by directors, supervisors, or senior management or their close relatives, and parties having other related-party relationships with directors, supervisors, or senior officers who enter into contracts or engage in transactions with the company;</p>	<p>Article 103 Subject to the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles, each director owes fiduciary duties to the Company and shall:</p> <p>(i) not take advantage of his/her powers to accept bribes or other illegal payments;</p> <p>(ii) not embezzle the property or misappropriate any funds of the Company;</p> <p>(iii) not deposit any assets or funds of the Company in any account opened in his/her name or the name of any other person;</p> <p>(iv) not lend any funds of the Company to any person or provide any guarantee for any person on the security of any property of the Company in violation of these Articles or without the approval of the shareholders' meeting or the Board of Directors;</p> <p>(v) not enter into contracts or conduct transactions with the Company in violation of these Articles or without fulfilling the reporting obligations of the Board of Directors or the shareholders' meeting and without the approval of the shareholders' meeting; The provision shall also apply to the close relatives of directors, supervisors, or senior officers, enterprises directly or indirectly controlled by directors, supervisors, or senior management or their close relatives, and parties having other related-party relationships with directors, supervisors, or senior officers who enter into contracts or engage in transactions with the company;</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>(vi) not take advantage of his/her position in the Company to seek any business opportunities for himself/herself or any other person that should be attributable to the Company, except in any of the following circumstances: where the activity is reported to the board of directors or the shareholders' meeting and approved in accordance with the Company's Articles of Association through resolutions of the Board of Directors or the shareholders' meeting; and where the Company cannot exploit the business opportunity according to any laws, administrative regulations, or the Company's Articles of Association;</p> <p>(vii) not operate businesses, either self-owned or owned by others, similar to those of the Company they serve, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval in accordance with the Company's Articles of Association through resolutions of the Board of Directors or the shareholders' meeting;</p> <p>(viii) not to accept any commissions from others on transactions conducted with the Company;</p> <p>(ix) not disclose any secrets of the Company without authorization;</p> <p>(x) not use his/her affiliation with the Company to the detriment of the interests of the Company; and</p> <p>(xi) perform such other fiduciary duties as set forth in the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.</p> <p>Any director violating the provisions of this Article shall surrender the proceeds derived therefrom to the Company and indemnify the Company for the losses arising therefrom.</p>	<p>(vi) not take advantage of his/her position in the Company to seek any business opportunities for himself/herself or any other person that should be attributable to the Company, except in any of the following circumstances: where the activity is reported to the board of directors or the shareholders' meeting and approved in accordance with the Company's Articles of Association through resolutions of the Board of Directors or the shareholders' meeting; and where the Company cannot exploit the business opportunity according to any laws, administrative regulations, or the Company's Articles of Association;</p> <p>(vii) not operate businesses, either self-owned or owned by others, similar to those of the Company they serve, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval in accordance with the Company's Articles of Association through resolutions of the Board of Directors or the shareholders' meeting;</p> <p>(viii) not to accept any commissions from others on transactions conducted with the Company;</p> <p>(ix) not disclose any secrets of the Company without authorization;</p> <p>(x) not use his/her affiliation with the Company to the detriment of the interests of the Company; and</p> <p>(xi) perform such other fiduciary duties as set forth in the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.</p> <p>Any director violating the provisions of this Article shall surrender the proceeds derived therefrom to the Company and indemnify the Company for the losses arising therefrom.</p>

No.	Existing Articles of Association	Amended Articles of Association
31.	<p>Article 104 Subject to the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles, each director has a duty of diligence to the Company and shall:</p> <p>(i) prudently, seriously and diligently exercise the powers granted by the Company to ensure that the business activities of the Company comply with the applicable laws, administrative regulations and economic policies of the State, and fall within the scope of business set forth in the business license of the Company;</p> <p>(ii) fairly treat all shareholders;</p> <p>(iii) keep abreast of the business management and operations of the Company;</p> <p>(iv) sign off the regular reports of the Company in writing, and ensure the authenticity, accuracy and completeness of the information disclosed by the Company;</p> <p>(v) truthfully provide the relevant information and documents to the Supervisory Committee, without obstructing the exercise of powers and duties by the Supervisory Committee and the supervisors; and</p> <p>(vi) perform such other duties of care as set forth in the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.</p>	<p>Article 104 Subject to the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles, each director has a duty of diligence to the Company and shall:</p> <p>(i) prudently, seriously and diligently exercise the powers granted by the Company to ensure that the business activities of the Company comply with the applicable laws, administrative regulations and economic policies of the State, and fall within the scope of business set forth in the business license of the Company;</p> <p>(ii) fairly treat all shareholders;</p> <p>(iii) keep abreast of the business management and operations of the Company;</p> <p>(iv) sign off the regular reports of the Company in writing, and ensure the authenticity, accuracy and completeness of the information disclosed by the Company;</p> <p>(v) truthfully provide the relevant information and documents to the Supervisory Committee the audit committee of the Board of Directors, without obstructing the exercise of powers and duties by the Supervisory Committee the audit committee of the Board of Directors and the supervisors; and</p> <p>(vi) perform such other duties of care as set forth in the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.</p>

No.	Existing Articles of Association	Amended Articles of Association
32.	<p data-bbox="300 268 831 519">Article 107 A director may submit his/her resignation to the Board of Directors in writing prior to the expiration of his/her term of office, and the resignation shall become effective on the date the Company receives the notice. The Board of Directors shall disclose the relevant information within two (2) days.</p> <p data-bbox="427 555 831 1395">If the resignation of any Director causes the number of Board members to be less than the quorum, or if such Director is an independent non-executive director, the number of independent non-executive directors to be less than one third (1/3) of the total number of members of the Board of Directors, or there is no professional accountant among the independent non-executive directors, the resignation of such director shall not take effect until a successor director fills the vacancy arising from his/her resignation. The original director shall perform his/her duties in accordance with the relevant laws, administrative regulations, departmental rules and these Articles until his/her successor is appointed and takes office. The Board of Directors shall convene an extraordinary shareholders' meeting as soon as possible to elect directors to fill the vacancies arising from the resignation of such directors. The term of office of the by-election directors shall be limited to the remaining period of the previous directors.</p> <p data-bbox="427 1432 831 1804">The resigning director shall specify in his/her letter of resignation the date of resignation, reason of resignation, the posts he/she will resign, and whether he/she will continue to hold any post, and what posts he/she will continue to hold, in the Company and its controlled subsidiaries, among others. The provisions of this Article regarding letter of resignation shall mutatis mutandis apply to the resignation of the supervisors and senior management.</p>	<p data-bbox="853 268 1385 519">Article 107 A director may submit his/her resignation to the Board of Directors in writing prior to the expiration of his/her term of office, and the resignation shall become effective on the date the Company receives the notice. The Board of Directors shall disclose the relevant information within two (2) days.</p> <p data-bbox="981 555 1385 1395">If the resignation of any Director causes the number of Board members to be less than the quorum, or if such Director is an independent non-executive director, the number of independent non-executive directors to be less than one third (1/3) of the total number of members of the Board of Directors, or there is no professional accountant among the independent non-executive directors, the resignation of such director shall not take effect until a successor director fills the vacancy arising from his/her resignation. The original director shall perform his/her duties in accordance with the relevant laws, administrative regulations, departmental rules and these Articles until his/her successor is appointed and takes office. The Board of Directors shall convene an extraordinary shareholders' meeting as soon as possible to elect directors to fill the vacancies arising from the resignation of such directors. The term of office of the by-election directors shall be limited to the remaining period of the previous directors.</p> <p data-bbox="981 1432 1385 1804">The resigning director shall specify in his/her letter of resignation the date of resignation, reason of resignation, the posts he/she will resign, and whether he/she will continue to hold any post, and what posts he/she will continue to hold, in the Company and its controlled subsidiaries, among others. The provisions of this Article regarding letter of resignation shall mutatis mutandis apply to the resignation of the supervisors and senior management.</p>

No.	Existing Articles of Association	Amended Articles of Association
33.	<p>Article 108 Any director whose resignation has taken effect or term of office has expired shall perform all necessary hand-over procedures with the Board of Directors, and continue to be bound by the obligation to keep confidential the trade secrets of the Company until the relevant trade secrets have been made public, and other fiduciary duties to the Company and the shareholders shall remain valid until three (3) years after he/she terminates service with the Company.</p> <p>The provisions of this Article regarding the obligation of confidentiality and fiduciary duties of the outgoing directors shall mutatis mutandis apply to the supervisors and senior management.</p>	<p>Article 108 Any director whose resignation has taken effect or term of office has expired shall perform all necessary hand-over procedures with the Board of Directors, and continue to be bound by the obligation to keep confidential the trade secrets of the Company until the relevant trade secrets have been made public, and other fiduciary duties to the Company and the shareholders shall remain valid until three (3) years after he/she terminates service with the Company.</p> <p>The provisions of this Article regarding the obligation of confidentiality and fiduciary duties of the outgoing directors shall mutatis mutandis apply to the supervisors and senior management.</p>
34.	<p>Article 124 The Board shall meet regularly, but in any event at least four (4) times each year, or about once a quarter. The Board Meetings shall be convened by the chairman of the Board, by giving fourteen (14) days' written notice to all directors and supervisors.</p>	<p>Article 124 The Board shall meet regularly, but in any event at least four (4) times each year, or about once a quarter. The Board Meetings shall be convened by the chairman of the Board, by giving fourteen (14) days' written notice to all directors and supervisors.</p>
35.	<p>Article 125 The chairman of the Board shall, on requisition of the shareholders representing one tenth (1/10) or more of the voting rights of the Company, or one third (1/3) or more of the directors, or the Supervisory Committee, or two (2) or more independent non-executive directors, or the general manager, convene and preside over an extraordinary Board Meeting within fourteen (14) days after receiving such requisition.</p>	<p>Article 125 The chairman of the Board shall, on requisition of the shareholders representing one tenth (1/10) or more of the voting rights of the Company, or one third (1/3) or more of the directors, or the Supervisory Committee the audit committee of the Board of Directors, or two (2) or more independent non-executive directors, or the general manager, convene and preside over an extraordinary Board Meeting within fourteen (14) days after receiving such requisition.</p>

No.	Existing Articles of Association	Amended Articles of Association
36.	<p>Article 130 Any director, supervisor, general manager or other senior management who is, whether directly or indirectly, materially interested in any established or proposed contract, transaction or arrangement with the Company (except for employment contracts of such director, supervisor, general manager or other senior management entered into with the Company) shall promptly disclose the nature and degree of his/her interest to the Board, regardless of whether the relevant matter requires the approval of the Board under normal circumstances.</p> <p>Save for the circumstances permitted by the Hong Kong Listing Rules and applicable regulations, the directors shall not vote on any resolutions of the Board in respect of approving a contract, transaction or arrangement or any other related proposal in which these directors or any of their close associates (as defined in the applicable Hong Kong Listing Rules in force from time to time) have a material interest. The directors concerned shall also not be counted for the purpose of determining whether a quorum is present. A Board Meeting may be held with the attendance of a majority of the disinterested directors, and the resolutions made at a Board Meeting shall be approved by a majority of the disinterested directors. The matter shall be submitted to the shareholders' meeting for deliberation if the number of disinterested directors present at the Board Meeting is less than three (3).</p>	<p>Article 130 Any director,—supervisor, general manager or other senior management who is, whether directly or indirectly, materially interested in any established or proposed contract, transaction or arrangement with the Company (except for employment contracts of such director,—supervisor, general manager or other senior management entered into with the Company) shall promptly disclose the nature and degree of his/her interest to the Board, regardless of whether the relevant matter requires the approval of the Board under normal circumstances.</p> <p>Save for the circumstances permitted by the Hong Kong Listing Rules and applicable regulations, the directors shall not vote on any resolutions of the Board in respect of approving a contract, transaction or arrangement or any other related proposal in which these directors or any of their close associates (as defined in the applicable Hong Kong Listing Rules in force from time to time) have a material interest. The directors concerned shall also not be counted for the purpose of determining whether a quorum is present. A Board Meeting may be held with the attendance of a majority of the disinterested directors, and the resolutions made at a Board Meeting shall be approved by a majority of the disinterested directors. The matter shall be submitted to the shareholders' meeting for deliberation if the number of disinterested directors present at the Board Meeting is less than three (3).</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>Unless the interested director, supervisor, general manager or other senior management has disclosed his/her interest to the Board in accordance with the requirements of the first paragraph of this Article, and the Board has approved such matter at a meeting in which he/she has not been counted a quorum, and has abstained from voting thereon, the Company shall have the right to cancel the relevant contract, transaction or arrangement, expect that the counterparty is a bona fide party who did not know the violation of obligation by such director, supervisor, general manager or other senior management.</p> <p>Any director, supervisor, general manager or other senior management shall also be deemed interested in a contract, transaction or arrangement if any of his/her related persons has an interest therein.</p> <p>If a substantial shareholder (as defined in the applicable Hong Kong Listing Rules in force from time to time) or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should be dealt with by a physical Board Meeting rather than a written resolution. Independent non-executive directors, and whose close associates (as defined in the applicable Hong Kong Listing Rules in force from time to time), have no material interest in the transaction should be present at that Board Meeting.</p>	<p>Unless the interested director,supervisor, general manager or other senior management has disclosed his/her interest to the Board in accordance with the requirements of the first paragraph of this Article, and the Board has approved such matter at a meeting in which he/she has not been counted a quorum, and has abstained from voting thereon, the Company shall have the right to cancel the relevant contract, transaction or arrangement, expect that the counterparty is a bona fide party who did not know the violation of obligation by such director,supervisor, general manager or other senior management.</p> <p>Any director,—supervisor, general manager or other senior management shall also be deemed interested in a contract, transaction or arrangement if any of his/her related persons has an interest therein.</p> <p>If a substantial shareholder (as defined in the applicable Hong Kong Listing Rules in force from time to time) or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should be dealt with by a physical Board Meeting rather than a written resolution. Independent non-executive directors, and whose close associates (as defined in the applicable Hong Kong Listing Rules in force from time to time), have no material interest in the transaction should be present at that Board Meeting.</p>

No.	Existing Articles of Association	Amended Articles of Association
37.	<p data-bbox="298 263 836 612">Article 135 The Board shall set up the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board may establish other necessary Special Committees based on the actual needs of the Company's operation and management. Such Committees shall be accountable to the Board, perform their respective duties delegated by these Articles and the Board, and submit their proposals to the Board for deliberation.</p> <p data-bbox="427 646 836 1208">All members of each Special Committee shall be directors. The independent non-executive directors shall constitute a majority of members, and act as the conveners, of the Audit Committee, the Remuneration Committee and the Nomination Committee. All members of the Audit Committee shall be non-executive directors, and its convener shall be a professional accountant and have appropriate professional qualifications or accounting or related financial management expertise as set forth in the Hong Kong Listing Rules. The Board shall be responsible for formulating the terms of reference of the Special Committees to regulate their operation.</p> <p data-bbox="427 1242 836 1361">The following matters shall be passed by more than half of the members of the Audit Committee before being resolved by the Board:</p> <p data-bbox="427 1395 836 1489">(i) the appointment or dismissal of accounting firms responsible for the auditing of the Company;</p> <p data-bbox="427 1523 836 1583">(ii) the appointment and dismissal of financial controller;</p> <p data-bbox="427 1617 836 1676">(iii) disclosure of financial and accounting reports;</p> <p data-bbox="427 1710 836 1804">(iv) other matters as stipulated by the securities regulatory authorities under the State Council.</p>	<p data-bbox="852 263 1390 646">Article 135 The Board shall set up the Audit Committee (the “Audit Committee”), the Remuneration Committee and the Nomination Committee. The Board may establish other necessary Special Committees based on the actual needs of the Company's operation and management. Such Committees shall be accountable to the Board, perform their respective duties delegated by these Articles and the Board, and submit their proposals to the Board for deliberation.</p> <p data-bbox="979 680 1390 1242">All members of each Special Committee shall be directors. The independent non-executive directors shall constitute a majority of members, and act as the conveners, of the Audit—Audit Committee, the Remuneration Committee and the Nomination Committee. All members of the Audit—Audit Committee shall be non-executive directors, and its convener shall be a professional accountant and have appropriate professional qualifications or accounting or related financial management expertise as set forth in the Hong Kong Listing Rules. The Board shall be responsible for formulating the terms of reference of the Special Committees to regulate their operation.</p> <p data-bbox="979 1276 1390 1395">The following matters shall be passed by more than half of the members of the Audit Committee before being resolved by the Board:</p> <p data-bbox="979 1430 1390 1523">(i) the appointment or dismissal of accounting firms responsible for the auditing of the Company;</p> <p data-bbox="979 1557 1390 1617">(ii) the appointment and dismissal of financial controller;</p> <p data-bbox="979 1651 1390 1710">(iii) disclosure of financial and accounting reports;</p> <p data-bbox="979 1744 1390 1838">(iv) other matters as stipulated by the securities regulatory authorities under the State Council.</p>

No.	Existing Articles of Association	Amended Articles of Association
38.	<p>Article 142 The terms of reference for the manager shall specify, among others:</p> <p>conditions for convening, proceedings at and attendees of the office meetings by the manager;</p> <p>respective duties and responsibilities and division of labor of the general manager and other senior management;</p> <p>application of the funds and assets of the Company, authority to enter into material contracts, and the system for reporting to the Board of Directors and the Supervisory Committee;</p> <p>other matters that the Board of Directors deems necessary.</p>	<p>Article 142 The terms of reference for the manager shall specify, among others:</p> <p>conditions for convening, proceedings at and attendees of the office meetings by the manager;</p> <p>respective duties and responsibilities and division of labor of the general manager and other senior management;</p> <p>application of the funds and assets of the Company, authority to enter into material contracts, and the system for reporting to the Board of Directors and the Supervisory Committee;</p> <p>other matters that the Board of Directors deems necessary.</p>
39.	<p>Article 148 CHAPTER VII SUPERVISORY COMMITTEE</p> <p>Section I Supervisors</p> <p>Article 102 hereof in relation to the circumstances under which a person may not serve as a director shall mutatis mutandis apply to the supervisors.</p> <p>None of the directors, the general manager or other senior management of the Company shall hold the post of supervisor concurrently.</p>	<p>Article 148 CHAPTER VII SUPERVISORY COMMITTEE</p> <p>Section I Supervisors</p> <p>Article 102 hereof in relation to the circumstances under which a person may not serve as a director shall mutatis mutandis apply to the supervisors.</p> <p>None of the directors, the general manager or other senior management of the Company shall hold the post of supervisor concurrently.</p>
40.	<p>Article 149 A supervisor shall abide by applicable laws and administrative regulations and the provisions hereof, have the fiduciary duties of loyalty and duty of diligence to the Company, and shall not take advantage of his/her powers to accept bribes or other illegal payments or embezzle the property of the Company.</p>	<p>Article 149 A supervisor shall abide by applicable laws and administrative regulations and the provisions hereof, have the fiduciary duties of loyalty and duty of diligence to the Company, and shall not take advantage of his/her powers to accept bribes or other illegal payments or embezzle the property of the Company.</p>
41.	<p>Article 150 The term of office of a supervisor is three (3) years and they are eligible for re-election at the end of the term.</p>	<p>Article 150 The term of office of a supervisor is three (3) years and they are eligible for re-election at the end of the term.</p>

No.	Existing Articles of Association	Amended Articles of Association
42.	Article 151 If the successor of a supervisor is not appointed upon expiration of his/her term of office or a supervisor resigns office prior to the expiration of his/her term of office, which causes the number of members of the Supervisory Committee to be less than the quorum, such supervisor shall continue to perform his/her duties in accordance with the relevant laws, administrative regulations and these Articles until his/her successor is appointed and takes office. The term of office of the newly elected supervisors shall be limited to the remaining period of the previous supervisors.	Article 151 If the successor of a supervisor is not appointed upon expiration of his/her term of office or a supervisor resigns office prior to the expiration of his/her term of office, which causes the number of members of the Supervisory Committee to be less than the quorum, such supervisor shall continue to perform his/her duties in accordance with the relevant laws, administrative regulations and these Articles until his/her successor is appointed and takes office. The term of office of the newly elected supervisors shall be limited to the remaining period of the previous supervisors.
43.	Article 152 The supervisors shall ensure the authenticity, accuracy and completeness of the information disclosed by the Company, and sign to confirm the regular reports of the Company in writing.	Article 152 The supervisors shall ensure the authenticity, accuracy and completeness of the information disclosed by the Company, and sign to confirm the regular reports of the Company in writing.
44.	Article 153 The supervisors may appear as observers at the Board Meetings and inquire about or put forward suggestions on any resolution of the Board of Directors.	Article 153 The supervisors may appear as observers at the Board Meetings and inquire about or put forward suggestions on any resolution of the Board of Directors.
45.	Article 154 Any supervisor who violates the relevant laws, administrative regulations, departmental rules or these Articles in performing his/her duties in the Company shall indemnify the Company for the losses arising therefrom.	Article 154 Any supervisor who violates the relevant laws, administrative regulations, departmental rules or these Articles in performing his/her duties in the Company shall indemnify the Company for the losses arising therefrom.
46.	Article 155 A supervisor shall not take advantage of his/her affiliation with the Company to the detriment of the interests of the Company, and shall indemnify the Company for the losses arising therefrom.	Article 155 A supervisor shall not take advantage of his/her affiliation with the Company to the detriment of the interests of the Company, and shall indemnify the Company for the losses arising therefrom.

No.	Existing Articles of Association	Amended Articles of Association
47.	<p data-bbox="295 266 766 300">Article 156 Section II Supervisory Committee</p> <p data-bbox="427 329 836 708">The Company shall establish a Supervisory Committee. The Supervisory Committee consists of five (5) members, two (2) of which is the employee representative supervisor. The Supervisory Committee shall have a chairman, who is elected by the majority votes of the members of the Supervisory Committee. The chairman shall be appointed or dismissed by the votes of more than half of the members of the Supervisory Committee.</p> <p data-bbox="427 738 836 959">The meetings of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee, or if he/she is unable or fails to do so, by one supervisor elected by more than half of the supervisors.</p> <p data-bbox="427 989 836 1334">The Supervisory Committee shall include shareholders' representatives and an appropriate proportion of employees' representatives, of which the proportion of employees' representatives shall not be less than one-third (1/3). The employees' representatives in the Supervisory Committee shall be democratically elected by the employees of the Company through staff assemblies, staff meetings or other means.</p>	<p data-bbox="849 266 1319 300">Article 156 Section II Supervisory Committee</p> <p data-bbox="981 329 1390 708">The Company shall establish a Supervisory Committee. The Supervisory Committee consists of five (5) members, two (2) of which is the employee representative supervisor. The Supervisory Committee shall have a chairman, who is elected by the majority votes of the members of the Supervisory Committee. The chairman shall be appointed or dismissed by the votes of more than half of the members of the Supervisory Committee.</p> <p data-bbox="981 738 1390 959">The meetings of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee, or if he/she is unable or fails to do so, by one supervisor elected by more than half of the supervisors.</p> <p data-bbox="981 989 1390 1334">The Supervisory Committee shall include shareholders' representatives and an appropriate proportion of employees' representatives, of which the proportion of employees' representatives shall not be less than one-third (1/3). The employees' representatives in the Supervisory Committee shall be democratically elected by the employees of the Company through staff assemblies, staff meetings or other means.</p>

No.	Existing Articles of Association	Amended Articles of Association
48.	<p>Article 157 The Supervisory Committee exercises the following powers and duties:</p> <p>(i) to review the report regularly prepared by the Board of Directors and provide written audit opinions;</p> <p>(ii) to review the financial position of the Company;</p> <p>(iii) to supervise the performance of directors and senior management in fulfilling their duties to the Company, and propose dismissal of directors and senior management that have violated laws, administrative regulations, these Articles or resolutions of the shareholders' meeting;</p> <p>(iv) to demand rectification by directors and senior management of the Company when the acts of such persons are prejudicial to the Company's interests;</p> <p>(v) to propose the convening of an extraordinary shareholders' meeting, and convene and preside over the shareholders' meeting when the Board of Directors fails to perform such duties provided by the Company Law;</p> <p>(vi) to submit proposals to shareholders' meetings;</p> <p>(vii) to initiate litigations against directors and senior management in accordance with provisions set out in Article 189 of the Company Law; and</p> <p>(viii) to investigate if unusual business operation is found in the Company and, if necessary, an accounting firm, law firm or any other professional organization may be engaged at the expense of the Company to assist its work.</p>	<p>Article 157 The Supervisory Committee exercises the following powers and duties:</p> <p>(i) to review the report regularly prepared by the Board of Directors and provide written audit opinions;</p> <p>(ii) to review the financial position of the Company;</p> <p>(iii) to supervise the performance of directors and senior management in fulfilling their duties to the Company, and propose dismissal of directors and senior management that have violated laws, administrative regulations, these Articles or resolutions of the shareholders' meeting;</p> <p>(iv) to demand rectification by directors and senior management of the Company when the acts of such persons are prejudicial to the Company's interests;</p> <p>(v) to propose the convening of an extraordinary shareholders' meeting, and convene and preside over the shareholders' meeting when the Board of Directors fails to perform such duties provided by the Company Law;</p> <p>(vi) to submit proposals to shareholders' meetings;</p> <p>(vii) to initiate litigations against directors and senior management in accordance with provisions set out in Article 189 of the Company Law; and</p> <p>(viii) to investigate if unusual business operation is found in the Company and, if necessary, an accounting firm, law firm or any other professional organization may be engaged at the expense of the Company to assist its work.</p>

No.	Existing Articles of Association	Amended Articles of Association
49.	<p>Article 158 The Supervisory Committee shall meet at least once every six months. An extraordinary meeting of the Supervisory Committee may be convened on requisition of a supervisor. The resolution of Supervisory Committee shall be passed by a majority of all supervisors, and each member shall have one vote for resolutions to be approved by the Supervisory Committee.</p>	<p>Article 158 The Supervisory Committee shall meet at least once every six months. An extraordinary meeting of the Supervisory Committee may be convened on requisition of a supervisor. The resolution of Supervisory Committee shall be passed by a majority of all supervisors, and each member shall have one vote for resolutions to be approved by the Supervisory Committee.</p>
50.	<p>Article 159 The Supervisory Committee shall establish its rules of procedure, defining its method of discussion and voting procedures, to improve its efficiency and make scientific decisions.</p> <p>The rules of procedure of the Supervisory Committee shall set forth the procedures to convene, and voting procedures at, meetings of Supervisory Committee, which shall be prepared by the Supervisory Committee and approved by the shareholders' meeting, and constitute an exhibit to these Articles.</p>	<p>Article 159 The Supervisory Committee shall establish its rules of procedure, defining its method of discussion and voting procedures, to improve its efficiency and make scientific decisions.</p> <p>The rules of procedure of the Supervisory Committee shall set forth the procedures to convene, and voting procedures at, meetings of Supervisory Committee, which shall be prepared by the Supervisory Committee and approved by the shareholders' meeting, and constitute an exhibit to these Articles.</p>
51.	<p>Article 160 The Supervisory Committee shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by the supervisors present at such meeting.</p> <p>A supervisor shall have right to request certain explanatory notes to be made in the meeting minutes regarding his/her speeches at the meeting. The meeting minutes of the Supervisory Committee shall be placed on file of the Company for a period of not less than ten (10) years.</p>	<p>Article 160 The Supervisory Committee shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by the supervisors present at such meeting.</p> <p>A supervisor shall have right to request certain explanatory notes to be made in the meeting minutes regarding his/her speeches at the meeting. The meeting minutes of the Supervisory Committee shall be placed on file of the Company for a period of not less than ten (10) years.</p>
52.	<p>Article 161 The notice of a meeting of the Supervisory Committee shall specify:</p> <p>(i) date, place and duration of the meeting;</p> <p>(ii) subject matter and topics of the meeting;</p> <p>(iii) date of notice.</p>	<p>Article 161 The notice of a meeting of the Supervisory Committee shall specify:</p> <p>(i) date, place and duration of the meeting;</p> <p>(ii) subject matter and topics of the meeting;</p> <p>(iii) date of notice.</p>

No.	Existing Articles of Association	Amended Articles of Association
53.	N/A	<p>Article 148 CHAPTER VII AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</p> <p>The Audit Committee of the Board of Directors exercises the following powers and duties:</p> <p>(i) to review the financial information in financial accounting reports and regular reports, and internal controls evaluation reports;</p> <p>(ii) to propose the appointment or dismissal of accounting firms responsible for the auditing of the Company to the Board of Directors;</p> <p>(iii) to propose the appointment and dismissal of the Company's financial controller to the Board of Directors;</p> <p>(iv) to propose the change of accounting policies and accounting estimates, or correction of significant accounting errors due to reasons other than changes in accounting standards;</p> <p>(v) to review the financial position of the Company;</p> <p>(vi) to supervise the performance of directors and senior management in fulfilling their duties to the Company, and propose dismissal of directors and senior management that have violated laws, administrative regulations, these Articles or resolutions of the shareholders' meeting;</p> <p>(vii) to demand rectification by directors and senior management when the acts of such persons are prejudicial to the Company's interests;</p>

No.	Existing Articles of Association	Amended Articles of Association
		<p>(viii) to investigate if unusual business operation is found in the Company and, if necessary, an accounting firm, law firm or any other professional organization may be engaged at the expense of the Company to assist its work;</p> <p>(ix) other duties and powers of the Supervisory Committee provided by laws, administrative regulations and the Company's Articles of Association.</p>
54.	N/A	<p>Article 149 The audit committee of the Board of Directors consists of three (3) directors who do not hold senior management positions within the Company, of which the independent directors shall constitute a majority of members, and the professional accountants among the independent directors shall act as the convener.</p>

No.	Existing Articles of Association	Amended Articles of Association
55.	N/A	<p>Article 150 The audit committee of the Board of Directors shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external audits and internal control. The following matters shall be approved by more than half of all members of the audit committee of the Board of Directors before submission to the board of directors for deliberation:</p> <p>(i) disclosure of financial information in financial accounting reports and regular reports, and internal controls evaluation reports;</p> <p>(ii) the appointment or dismissal of accounting firms responsible for the auditing of the Company;</p> <p>(iii) the appointment and dismissal of financial controller;</p> <p>(iv) change of accounting policies and accounting estimates, or correction of significant accounting errors due to reasons other than changes in accounting standards;</p> <p>(v) other matters as stipulated by laws, administrative regulations, the securities regulatory authorities under the State Council and the Company's Articles of Association.</p>

No.	Existing Articles of Association	Amended Articles of Association
56.	N/A	<p>Article 151 The audit committee of the Board of Directors shall convene at least one (1) meeting quarterly. An extraordinary meeting may be convened when proposed by two (2) and more of its members or it is deemed as necessary by the convener. No meetings of the audit committee of the Board of Directors shall be held unless more than two thirds (2/3) of the members are present at such meeting.</p> <p>Any resolution of the audit committee of the Board of Directors must be approved by a majority of the members of the Audit Committee.</p> <p>Each member of the audit committee of the Board of Directors shall have one vote for any resolution of the Board.</p>
57.	N/A	<p>Article 152 The audit committee of the Board of Directors shall establish its rules of procedure, defining its method of discussion and voting procedures, to ensure its efficiency and make scientific decisions.</p>
58.	N/A	<p>Article 153 The audit committee of the Board of Directors shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by the members present at such meeting.</p> <p>A member shall have right to request certain explanatory notes to be made in the meeting minutes regarding his/her speeches at the meeting. The meeting minutes of the audit committee of the Board of Directors shall be placed on file of the Company for a period of not less than ten (10) years.</p>

No.	Existing Articles of Association	Amended Articles of Association
59.	N/A	<p>Article 154 The notice of a meeting of the audit committee of the Board of Directors shall specify:</p> <p>(i) date, place and duration of the meeting;</p> <p>(ii) subject matter and topics of the meeting;</p> <p>(iii) date of notice.</p>
60.	N/A	<p>Article 155 CHAPTER VIII PARTY ORGANIZATION (NEW)</p> <p>The Company shall establish a party organization and carry out party-related activities in accordance with the provisions of the Constitution of the Communist Party of China and the Companies Ordinance.</p>
61.	N/A	<p>Article 156 The establishment and staffing of party organizations are included in the Company's management organizations and establishment, and the funds for the work of party organizations are included in the Company's budget and charged to the Company's management fees.</p>
62.	N/A	<p>Article 157 The Company shall establish a Party Branch. The Party Branch shall consist of a secretary and several other members of the Party Branch, which shall be elected or appointed or dismissed in accordance with the provisions of the Constitution of the Communist Party of China. Eligible members of the Party Branch may be elected as directors, general manager and other senior management through statutory procedures. Eligible directors, general manager and other senior management who are party members may entered the Party Branch in accordance with relevant requirements and procedures.</p>

No.	Existing Articles of Association	Amended Articles of Association
63.	N/A	<p>Article 158 The Company's Party Branch shall exercise the following duties and powers:</p> <p>(i) to insist on the role of the leadership and political core of the Party Organization, carry out work around the production and operation of the Company, support the shareholders' meeting, the Board of Directors and the management in exercising their duties and powers according to law, and ensure that the Party's and the Country's principles and policies are implemented thoroughly in the Company;</p> <p>(ii) to adhere to the principle of "the Party exercising leadership over all officials and talent"; study and decide on major personnel appointments and dismissals of leaders above the middle level of the Company, directors, supervisors (if any) and senior management of subsidiaries; assume the role of leadership and gate-keeper in talent selection and employment; and establish and perfect the talent selection and employment mechanism that meets the requirements of the modern enterprise system and the needs of market competition;</p> <p>(iii) to participate in the decision-making of major issues of the Company, study and discuss the Company's reform, development and stability, major operation and management matters and major issues involving the personal interests of the staff, and discuss and deliberate other matters within the scope of "three critical and one important";</p> <p>(iv) to insist on comprehensive Party management and governance, strictly enforce the accountability system for Party building work, increase the assessment of Party building work, and genuinely implement an accountability system relating to the conduct and integrity of the Party and perform the relevant supervisory responsibilities;</p>

No.	Existing Articles of Association	Amended Articles of Association
		<p>(v) to lead the ideological and political work, united front work, construction of spiritual civilization, construction of enterprise culture, and the work of the trade union, the Communist Youth League and other mass groups and organizations of the Company, and lead the improvement of conduct and uphold the integrity of the Party;</p> <p>(vi) to wholeheartedly unite the employees and support the work of the staff assemblies, encourage the employees' representatives to participate in corporate governance in an orderly manner;</p> <p>(vii) to improve the work of Party building with business development and team building, ensure and promote the harmonious and scientific development of the Company;</p> <p>(viii) to study other matters that shall be decided by the Company's Party Branch according to law.</p>
64.	<p>Article 165 The Company shall appropriate ten percent (10%) of the after-tax profits of each year as the statutory provident fund before distributing profits for such year; provided, however, when the accumulated statutory provident fund has exceeded fifty percent (50%) (inclusive) of the registered capital of the Company, such appropriation may be suspended.</p>	<p>Article 162 The Company shall appropriate ten percent (10%) of the after-tax profits of each year as the statutory provident fund before distributing profits for such year; provided, however, when the accumulated statutory provident fund has exceeded fifty percent (50%) (inclusive) of the registered capital of the Company, such appropriation may be suspended.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>If the statutory provident fund of the Company is insufficient to cover the loss in prior years, the profit in the current year shall be first applied to make up such loss before appropriation of the statutory provident fund as stated above.</p> <p>After appropriating the statutory provident fund from the after-tax profits, the Company may, by resolution of the shareholders' meeting, further appropriate other surplus reserve from the after-tax profits</p> <p>Unless otherwise provided herein, the remaining after-tax profits after making up the losses and appropriating the provident fund shall be distributed to the shareholders in proportion to their respective shareholding.</p> <p>If the shareholders' meeting resolves to distribute any profits to the shareholders before making up the losses and appropriating the provident fund in violation of the provisions, the shareholders shall return such profits distributed to the Company, and if any losses are caused thereby to the Company, the shareholders, as well as any directors, supervisors, and senior officers responsible for the violation, shall be liable for compensation.</p> <p>The shares held by the Company shall not involve any profit distribution.</p>	<p>If the statutory provident fund of the Company is insufficient to cover the loss in prior years, the profit in the current year shall be first applied to make up such loss before appropriation of the statutory provident fund as stated above.</p> <p>After appropriating the statutory provident fund from the after-tax profits, the Company may, by resolution of the shareholders' meeting, further appropriate other surplus reserve from the after-tax profits</p> <p>Unless otherwise provided herein, the remaining after-tax profits after making up the losses and appropriating the provident fund shall be distributed to the shareholders in proportion to their respective shareholding.</p> <p>If the shareholders' meeting resolves to distribute any profits to the shareholders before making up the losses and appropriating the provident fund in violation of the provisions, the shareholders shall return such profits distributed to the Company, and if any losses are caused thereby to the Company, the shareholders, as well as any directors, supervisors, and senior officers responsible for the violation, shall be liable for compensation.</p> <p>The shares held by the Company shall not involve any profit distribution.</p>

No.	Existing Articles of Association	Amended Articles of Association
65.	<p data-bbox="300 266 831 329">Article 168 The Company may distribute dividends in the form of cash or stock, as follows:</p> <p data-bbox="427 363 831 1181">(i) Principles of profit distribution: each share of the Company shall be entitled to the same dividends, and the shareholders shall receive dividends and other profit distributions in proportion to their respective shareholding. The Company adopts a positive policy as regards profit distribution, strives to provide reasonable returns on investment to the investors, and maintains the consistency and stability. The Company may distribute profits in the form of cash or stock, provided that the profits shall be distributed to the limit of aggregate profits distributable, and to the extent that the ability of the Company to continue as a going concern shall not be impaired. The Board, the Supervisory Committee and the shareholders' meeting of the Company shall give full consideration to the opinions of the independent nonexecutive directors, external supervisors (if any) and the public investors in deciding and demonstrating its profit distribution policy.</p> <p data-bbox="427 1215 831 1464">(ii) Forms of profit distribution: the Company may distribute the dividends in the form of cash, stock or a combination of cash and stock, and shall give preference to the distribution of profits in the form of cash to the extent that the Company meets the conditions for distribution of cash dividends.</p>	<p data-bbox="853 266 1385 329">Article 165 The Company may distribute dividends in the form of cash or stock, as follows:</p> <p data-bbox="981 363 1385 1181">(i) Principles of profit distribution: each share of the Company shall be entitled to the same dividends, and the shareholders shall receive dividends and other profit distributions in proportion to their respective shareholding. The Company adopts a positive policy as regards profit distribution, strives to provide reasonable returns on investment to the investors, and maintains the consistency and stability. The Company may distribute profits in the form of cash or stock, provided that the profits shall be distributed to the limit of aggregate profits distributable, and to the extent that the ability of the Company to continue as a going concern shall not be impaired. The Board, the Supervisory Committee and the shareholders' meeting of the Company shall give full consideration to the opinions of the independent non-executive directors, external supervisors (if any) and the public investors in deciding and demonstrating its profit distribution policy.</p> <p data-bbox="981 1215 1385 1464">(ii) Forms of profit distribution: the Company may distribute the dividends in the form of cash, stock or a combination of cash and stock, and shall give preference to the distribution of profits in the form of cash to the extent that the Company meets the conditions for distribution of cash dividends.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>(iii) Conditions for distribution and proportion of cash dividends: The Company distributes profits primarily in the form of cash. Specifically, if the Company makes a profit in a year, after making up the loss and appropriating the statutory provident fund and surplus reserve according to law, the Company shall distribute the remaining distributable profits in the form of cash, to the limit of aggregate profits distributable.</p>	<p>(iii) Conditions for distribution and proportion of cash dividends: The Company distributes profits primarily in the form of cash. Specifically, if the Company makes a profit in a year, after making up the loss and appropriating the statutory provident fund and surplus reserve according to law, the Company shall distribute the remaining distributable profits in the form of cash, to the limit of aggregate profits distributable.</p> <p>(iv) The Company's audit committee of the Board of Directors shall supervise the implementation of the Company's profit distribution policy and shareholders' returns planning as well as the decision-making process by the Board of Directors and the management.</p>
66.	<p>Article 180 The notice of any Board Meeting shall be delivered in person, by post, facsimile, email or otherwise set forth herein.</p>	<p>Article 177 The notice of any Board Meeting and meetings of the audit committee of the Board of Directors shall be delivered in person, by post, facsimile, email or otherwise set forth herein.</p>
67.	<p>Article 181 The notice of any meeting of the Supervisory Committee shall be delivered in person, by post, facsimile, email or otherwise set forth herein.</p>	<p>Article 181 The notice of any meeting of the Supervisory Committee shall be delivered in person, by post, facsimile, email or otherwise set forth herein.</p>
68.	<p>Article 193 Under the circumstance set out in item (i) and item (ii) of Paragraph 1 of Article 192 and it has not distributed any property to shareholders, the Company may continue to exist by amending these Articles or by a resolution of the shareholders' meeting.</p> <p>Any amendment to these Articles pursuant to the preceding paragraph shall be subject to approval of two thirds (2/3) or more of the votes held by the shareholders present at the shareholders' meeting.</p>	<p>Article 189 Under the circumstance set out in item (i) and item (ii) of Paragraph 1 of Article 192188 and it has not distributed any property to shareholders, the Company may continue to exist by amending these Articles or by a resolution of the shareholders' meeting.</p> <p>Any amendment to these Articles pursuant to the preceding paragraph shall be subject to approval of two thirds (2/3) or more of the votes held by the shareholders present at the shareholders' meeting.</p>

No.	Existing Articles of Association	Amended Articles of Association
69.	<p>Article 194 Where the Company is dissolved under the circumstances set out in items (i), (ii), (iv) and (v) of Paragraph 1 of Article 192 hereof, the director is the liquidation obligor of the Company, and the Company shall establish a liquidation committee to carry out liquidation within fifteen (15) days from the date when the cause of dissolution occurred. The composition of the liquidation committee shall be determined by the directors or the shareholders' meeting. If the liquidation obligor fails to fulfill the liquidation obligation in a timely manner and causes losses to the Company or creditors, they shall bear the liability for compensation. If the liquidation committee is not established within the deadline for liquidation or fails to liquidate after the establishment of the liquidation committee, interested parties may apply to the people's court to designate relevant personnel to form a liquidation committee for liquidation. The people's court shall accept the application and promptly organize liquidation committee to carry out liquidation.</p>	<p>Article 190 Where the Company is dissolved under the circumstances set out in items (i), (ii), (iv) and (v) of Paragraph 1 of Article 192188 hereof, the director is the liquidation obligor of the Company, and the Company shall establish a liquidation committee to carry out liquidation within fifteen (15) days from the date when the cause of dissolution occurred. The composition of the liquidation committee shall be determined by the directors or the shareholders' meeting. If the liquidation obligor fails to fulfill the liquidation obligation in a timely manner and causes losses to the Company or creditors, they shall bear the liability for compensation. If the liquidation committee is not established within the deadline for liquidation or fails to liquidate after the establishment of the liquidation committee, interested parties may apply to the people's court to designate relevant personnel to form a liquidation committee for liquidation. The people's court shall accept the application and promptly organize liquidation committee to carry out liquidation.</p>
70.	<p>Article 206 Definitions:</p> <p>(i) Controlling shareholder means any Shareholder or other person or group of persons together entitled to exercise, or control the exercise of 30% (or such other percentage as may be prescribed by law from time to time as may be necessary to trigger a mandatory public offer or to establish legal or managerial control over an enterprise) or more of the voting power at shareholders' meetings of the Company or who is in a position to control the composition of a majority of the Board of Directors of the Company.</p>	<p>Article 202 Definitions:</p> <p>(i) Controlling shareholder means any Shareholder or other person or group of persons together entitled to exercise, or control the exercise of 30% (or such other percentage as may be prescribed by law from time to time as may be necessary to trigger a mandatory public offer or to establish legal or managerial control over an enterprise) or more of the voting power at shareholders' meetings of the Company or who is in a position to control the composition of a majority of the Board of Directors of the Company.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>(ii) De facto controller means any person who is not a shareholder but actually possesses the power to direct the acts of the Company through investment, contract or other arrangement.</p> <p>(iii) Affiliation means the relationship between any controlling shareholder, de facto controller, director, supervisor or senior management of the Company and any entity controlled by it or him/her directly or indirectly, or other relationship that may cause any transfer of the benefits of the Company, or otherwise falling within the meaning of the Hong Kong Listing Rules; provided, however, the entities controlled by the State shall not be deemed to be affiliated with each other solely because they are under common control by the State.</p>	<p>(ii) De facto controller means any person who is not a shareholder but actually possesses the power to direct the acts of the Company through investment, contract or other arrangement.</p> <p>(iii) Affiliation means the relationship between any controlling shareholder, de facto controller, director, supervisor or senior management of the Company and any entity controlled by it or him/her directly or indirectly, or other relationship that may cause any transfer of the benefits of the Company, or otherwise falling within the meaning of the Hong Kong Listing Rules; provided, however, the entities controlled by the State shall not be deemed to be affiliated with each other solely because they are under common control by the State.</p>
71.	<p>Article 211 The exhibits to these Articles include the rules of procedure for the shareholders' meeting, the rules of procedure for the Board of Directors and the rules of procedure for the Supervisory Committee.</p>	<p>Article 207 The exhibits to these Articles include the rules of procedure for the shareholders' meeting, the rules of procedure for the Board of Directors and the rules of procedure for the Supervisory Committee.</p>
72.	<p>Article 212 These Articles are formulated by the Board of Directors and submitted to the shareholders' meeting for approval, and shall take effect from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange.</p>	<p>Article 208 These Articles are formulated by the Board of Directors and submitted to the shareholders' meeting for approval, and shall take effect from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange afterwards.</p>

Unless otherwise specified, Article numbers referred to herein are Article numbers of the existing Rules of Procedure for the General Meetings.

The major proposed amendments to the Rules of Procedure for the General Meetings are as follows:

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
1.	Article 2 The Rules are binding on the Company, all shareholders, shareholders attending the shareholders' meeting and their proxies, directors of the Company, supervisors, senior management, and other relevant personnel present at the shareholders meeting.	Article 2 The Rules are binding on the Company, all shareholders, shareholders attending the shareholders' meeting and their proxies, directors of the Company; supervisors , senior management, and other relevant personnel present at the shareholders meeting.
2.	Article 7 Under the conditions stipulated in this chapter, the Supervisory Committee or the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares for ninety (90) or more consecutive days decide to convene a shareholders' meeting by itself/themselves.	Article 7 Under the conditions stipulated in this chapter, the audit committee of the Board of Directors the Supervisory Committee or the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares for ninety (90) or more consecutive days decide to convene a shareholders' meeting by itself/themselves.
3.	Article 8 The Supervisory Committee shall be entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward its proposal to the Board of Directors in writing. The Board shall, pursuant to the laws, administrative regulations and Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the proposal.	Article 8 The audit committee of the Board of Directors The Supervisory Committee shall be entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward its proposal to the Board of Directors in writing. The Board shall, pursuant to the laws, administrative regulations and Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the proposal.

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the extraordinary meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the proposal in such notice without the consent of the Supervisory Committee.</p> <p>If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to respond within ten (10) days upon receipt of the proposal, the Board of Directors shall be deemed to be unable or fail to perform its duties to convene a shareholders' meeting, and the Supervisory Committee may convene and preside over a shareholders' meeting on its own.</p>	<p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the extraordinary meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the proposal in such notice without the consent of the audit committee of the Board of Directors the Supervisory Committee.</p> <p>If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to respond within ten (10) days upon receipt of the proposal, the Board of Directors shall be deemed to be unable or fail to perform its duties to convene a shareholders' meeting, and the audit committee of the Board of Directors the Supervisory Committee may convene and preside over a shareholders' meeting on its own.</p>
4.	<p>Article 9 The shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward such request to the Board of Directors in writing. The written request should state the subject of the meeting and present a complete proposal. The shareholders should sign relevant documents by hand and may not entrust others (including other shareholders) to sign relevant documents. The Board shall, pursuant to the laws, administrative regulations and Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the request.</p>	<p>Article 9 The shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall put forward such request to the Board of Directors in writing. The written request should state the subject of the meeting and present a complete proposal. The shareholders should sign relevant documents by hand and may not entrust others (including other shareholders) to sign relevant documents. The Board shall, pursuant to the laws, administrative regulations and Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten (10) days upon receipt of the request.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p>If the Board of Directors does not agree to hold the extraordinary shareholders' meeting or fails to respond within ten (10) days upon receipt of the request, the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to propose to the Supervisory Committee to convene an extraordinary shareholders' meeting, and shall put forward such request to the Supervisory Committee in writing.</p> <p>If the Supervisory Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days upon receipt of the request, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p>In the case of failure to issue the notice of shareholders' meeting within the prescribed period, the Supervisory Committee shall be deemed as failing to convene and preside over the shareholders' meeting and the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares for ninety (90) or more consecutive days may convene and preside over such meeting by such shareholder(s).</p>	<p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p>If the Board of Directors does not agree to hold the extraordinary shareholders' meeting or fails to respond within ten (10) days upon receipt of the request, the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares shall be entitled to propose to the audit committee of the Board of Directors the Supervisory Committee to convene an extraordinary shareholders' meeting, and shall put forward such request to the audit committee of the Board of Directors the Supervisory Committee in writing.</p> <p>If the audit committee of the Board of Directors the Supervisory Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five (5) days upon receipt of the request, provided that no change shall be made to the request in such notice without the consent of the relevant shareholders.</p> <p>In the case of failure to issue the notice of shareholders' meeting within the prescribed period, the audit committee of the Board of Directors the Supervisory Committee shall be deemed as failing to convene and preside over the shareholders' meeting and the shareholder(s) individually or collectively holding ten percent (10%) or more of the shares for ninety (90) or more consecutive days may convene and preside over such meeting by such shareholder(s).</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	Prior to the publication of announcement of the resolutions adopted at such shareholders' meeting, the shareholders convening such meeting shall hold at least ten percent (10%) shares in the Company.	Prior to the publication of announcement of the resolutions adopted at such shareholders' meeting, the shareholders convening such meeting shall hold at least ten percent (10%) shares in the Company.
5.	Article 10 If the Supervisory Committee or any shareholder(s) decides to convene a shareholders' meeting by itself/themselves in accordance with the provisions of this chapter, the Supervisory Committee or the relevant shareholder(s) shall notify the Board of Directors in writing, and perform the relevant filing procedures with the relevant securities regulatory authorities in the place where the Company is located and the relevant stock exchange in accordance with the applicable regulations; the Board of Directors and the secretary of the Board of Directors shall give cooperation and the Board of Directors shall provide the register of shareholders as of the date of record; the reasonable costs incurred by the meetings shall be borne by the Company.	Article 10 If the audit committee of the Board of Directors the Supervisory Committee or any shareholder(s) decides to convene a shareholders' meeting by itself/themselves in accordance with the provisions of this chapter, the Supervisory Committee or the relevant shareholder(s) shall notify the Board of Directors in writing, and perform the relevant filing procedures with the relevant securities regulatory authorities in the place where the Company is located and the relevant stock exchange in accordance with the applicable regulations; the Board of Directors and the secretary of the Board of Directors shall give cooperation and the Board of Directors shall provide the register of shareholders as of the date of record; the reasonable costs incurred by the meetings shall be borne by the Company.
6.	Article 12 When a shareholders' meeting is convened by the Company, the Board of Directors, the Supervisory Committee and shareholder(s) who individually or collectively hold(s) one percent (1%) or more of the shares shall be entitled to make proposals to the shareholders' meeting.	Article 12 When a shareholders' meeting is convened by the Company, the Board of Directors, the audit committee of the Board of Directors the Supervisory Committee and shareholder(s) who individually or collectively hold(s) one percent (1%) or more of the shares shall be entitled to make proposals to the shareholders' meeting.

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>Shareholders individually or jointly holding 1% or more of the Company's shares may submit ad hoc proposals in writing to the Board of Directors 10 days before a shareholders' meeting is convened. Temporary proposals should have clear agenda items and specific resolution matters. The Board of Directors shall issue a supplementary notice of the shareholders' meeting within two days upon receipt of the proposal to announce the contents of the provisional proposal, notify other shareholders and submit the temporary proposal to the shareholders' meeting for review, except for any proposal that violates laws, administrative regulations, or the Articles of Association, or any proposal that falls outside the purview of the shareholders' meeting. The Company shall not increase the shareholding percentage for shareholders proposing interim proposals. For the publication of the supplementary notice of the shareholders' meeting, if there are special provisions under the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail, provided that the Company Law, the Securities Law, the Trial Administrative Measures, the Guidelines for Articles of Association of Listed Companies and other applicable provisions are not violated. If the shareholders' meeting shall be postponed due to the issuance of a supplementary notice of the shareholders' meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' meeting shall be postponed pursuant to the provisions of the securities regulatory rules of the place where the Company's shares are listed.</p>	<p>Shareholders individually or jointly holding 1% or more of the Company's shares may submit ad hoc proposals in writing to the Board of Directors 10 days before a shareholders' meeting is convened. Temporary proposals should have clear agenda items and specific resolution matters. The Board of Directors shall issue a supplementary notice of the shareholders' meeting within two days upon receipt of the proposal to announce the contents of the provisional proposal, notify other shareholders and submit the temporary proposal to the shareholders' meeting for review, except for any proposal that violates laws, administrative regulations, or the Articles of Association, or any proposal that falls outside the purview of the shareholders' meeting. The Company shall not increase the shareholding percentage for shareholders proposing interim proposals. For the publication of the supplementary notice of the shareholders' meeting, if there are special provisions under the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail, provided that the Company Law, the Securities Law, the Trial Administrative Measures, the Guidelines for Articles of Association of Listed Companies and other applicable provisions are not violated. If the shareholders' meeting shall be postponed due to the issuance of a supplementary notice of the shareholders' meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' meeting shall be postponed pursuant to the provisions of the securities regulatory rules of the place where the Company's shares are listed.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>Except for circumstances provided in the above paragraph, the convener, after issuing the announcement regarding the notice of the shareholders' meeting, shall neither modify the proposals stated in the notice of shareholders' meetings nor add new proposals.</p> <p>The shareholders' meeting shall not vote for or pass a resolution on any proposal not stated in the notice of shareholders' meeting or not complying with the provisions of Article 11 hereof.</p>	<p>Except for circumstances provided in the above paragraph, the convener, after issuing the announcement regarding the notice of the shareholders' meeting, shall neither modify the proposals stated in the notice of shareholders' meetings nor add new proposals.</p> <p>The shareholders' meeting shall not vote for or pass a resolution on any proposal not stated in the notice of shareholders' meeting or not complying with the provisions of Article 11 hereof.</p>
7.	<p>Article 13 If the election of any director(s) or supervisor(s) will be discussed at a shareholders' meeting, the notice of the shareholders' meeting shall specify the particulars of each director or supervisor candidate in accordance with the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and provisions of the Articles of Association, which shall at least include:</p> <p>(i) education background, work experience, concurrent posts and other personal information;</p> <p>(ii) whether such candidate is affiliated with the controlling shareholder and de facto controllers of the Company;</p> <p>(iii) whether such candidate holds shares in the Company;</p> <p>(iv) whether such candidate has been subject to any penalty imposed by the CSRC or other relevant authorities or any punishment imposed by any stock exchange.</p> <p>Where the director and supervisor will be elected through cumulative voting, each director or supervisor candidate shall be nominated by a separate proposal.</p>	<p>Article 13 If the election of any director(s) or supervisor(s) will be discussed at a shareholders' meeting, the notice of the shareholders' meeting shall specify the particulars of each director or supervisor candidate in accordance with the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and provisions of the Articles of Association, which shall at least include:</p> <p>(i) education background, work experience, concurrent posts and other personal information;</p> <p>(ii) whether such candidate is affiliated with the controlling shareholder and de facto controllers of the Company;</p> <p>(iii) whether such candidate holds shares in the Company;</p> <p>(iv) whether such candidate has been subject to any penalty imposed by the CSRC or other relevant authorities or any punishment imposed by any stock exchange.</p> <p>Where the director and supervisor will be elected through cumulative voting, each director or supervisor candidate shall be nominated by a separate proposal.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
8.	<p data-bbox="298 342 833 406">Article 15 The notice of any shareholders' meeting shall meet the following requirements:</p> <p data-bbox="427 442 592 474">(i) be in writing;</p> <p data-bbox="427 510 833 574">(ii) specify the venue, date, and time of the meeting;</p> <p data-bbox="427 610 833 674">(iii) explain the matters to be discussed at the meeting;</p> <p data-bbox="427 710 833 1136">(iv) provide such information and explanation that are necessary for the shareholders to make an informed decision on the matters to be discussed; this principle includes (but is not limited to) when the Company proposes a merger, repurchase of shares, share capital reorganization or other restructuring, the specific terms and contract (if any) of the proposed transaction must be provided, and a detailed explanation of its cause and effect must be given;</p> <p data-bbox="427 1172 833 1570">(v) if any director, supervisor, general manager and other senior management members have material interests in the matters to be discussed, the nature and extent of such material interests shall be disclosed; if the effect of the proposed matters on such director, supervisor, manager and other senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified;</p>	<p data-bbox="852 342 1386 406">Article 15 The notice of any shareholders' meeting shall meet the following requirements:</p> <p data-bbox="981 442 1145 474">(i) be in writing;</p> <p data-bbox="981 510 1386 574">(ii) specify the venue, date, and time of the meeting;</p> <p data-bbox="981 610 1386 674">(iii) explain the matters to be discussed at the meeting;</p> <p data-bbox="981 710 1386 1136">(iv) provide such information and explanation that are necessary for the shareholders to make an informed decision on the matters to be discussed; this principle includes (but is not limited to) when the Company proposes a merger, repurchase of shares, share capital reorganization or other restructuring, the specific terms and contract (if any) of the proposed transaction must be provided, and a detailed explanation of its cause and effect must be given;</p> <p data-bbox="981 1172 1386 1570">(v) if any director,supervisor, general manager and other senior management members have material interests in the matters to be discussed, the nature and extent of such material interests shall be disclosed; if the effect of the proposed matters on such director,supervisor, manager and other senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified;</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>(vi) contain the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(vii) explicitly that each shareholder has the right to attend and vote at the shareholders' meeting in person or by proxy in writing, and the proxy does not need to be a shareholder of the Company;</p> <p>(viii) specify the time and venue for lodging proxy forms for the relevant meeting;</p> <p>(ix) date of record for determining the shareholders' entitlement to attend the shareholders' meeting;</p> <p>(x) name and telephone number of the regular contact person for the meeting;</p> <p>(xi) other requirements as stipulated under the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p>	<p>(vi) contain the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(vii) explicitly that each shareholder has the right to attend and vote at the shareholders' meeting in person or by proxy in writing, and the proxy does not need to be a shareholder of the Company;</p> <p>(viii) specify the time and venue for lodging proxy forms for the relevant meeting;</p> <p>(ix) date of record for determining the shareholders' entitlement to attend the shareholders' meeting;</p> <p>(x) name and telephone number of the regular contact person for the meeting;</p> <p>(xi) other requirements as stipulated under the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>The interval between the date of record and the date of meeting shall comply with the regulations of the relevant securities regulatory authorities in the place where the Company's shares are listed.</p> <p>Each notice or supplemental notice of the shareholders' meeting shall sufficiently and completely disclose the specific contents of all proposals, as well as all the information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. If the matters to be discussed at the shareholders' meeting require the opinions of the independent non-executive directors, the opinions and the reasons of such independent non-executive directors shall be also disclosed simultaneously in such notice or supplemental notice of the shareholders' meeting.</p>	<p>The interval between the date of record and the date of meeting shall comply with the regulations of the relevant securities regulatory authorities in the place where the Company's shares are listed.</p> <p>Each notice or supplemental notice of the shareholders' meeting shall sufficiently and completely disclose the specific contents of all proposals, as well as all the information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. If the matters to be discussed at the shareholders' meeting require the opinions of the independent non-executive directors, the opinions and the reasons of such independent non-executive directors shall be also disclosed simultaneously in such notice or supplemental notice of the shareholders' meeting.</p>
9.	<p>Article 19 A shareholders' meeting shall be held at a physical venue which is the domicile of the Company or such other place as designated in the notice of the shareholders' meeting.</p>	<p>Article 19 A shareholders' meeting may be held by way of combination of on-site and online meetings, an shareholders' meeting, shall be held at a physical venue which is the domicile of the Company or such other place as designated in the notice of the shareholders' meeting.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>A shareholders' meeting shall be held at the designated venue in the form of on-site meeting. On the premise of ensuring the legality and effectiveness of the shareholders' meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means.</p>	<p>A shareholders' meeting shall be held at the designated venue of a physical venue in the form of on-site meeting. On the premise of ensuring the legality and effectiveness of the shareholders' meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means.</p>
10.	<p>Article 26 All directors, supervisors and the secretary of the Board of Directors shall attend, and the general manager and other senior management shall appear as observers at each shareholders' meeting. At the shareholders' meeting, except for matters involving the trade secrets of the Company that cannot be disclosed, the directors, supervisors, general manager and other senior management attending or present at the meeting shall provide explanations in respect of the inquiries and suggestions made by the shareholders.</p>	<p>Article 26 All directors,supervisors and the secretary of the Board of Directors shall attend, and the general manager and other senior management shall appear as observers at each shareholders' meeting. At the shareholders' meeting, except for matters involving the trade secrets of the Company that cannot be disclosed, the directors,supervisors, general manager and other senior management attending or present at the meeting shall provide explanations in respect of the inquiries and suggestions made by the shareholders.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
11.	<p data-bbox="298 342 833 570">Article 27 Shareholders' meetings shall be summoned by the Board and presided over by the Chairman who shall act as the presiding officer; or if the Chairman is unable or fails to perform his/her duties, by one Director chosen by more than half the Directors.</p> <p data-bbox="427 612 833 874">A shareholders' meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee, or if the chairman of the Supervisory Committee is unable or fails to perform his/her duties, by one supervisor chosen by more than half the supervisors.</p> <p data-bbox="427 917 833 1038">A shareholders' meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener.</p> <p data-bbox="427 1081 833 1406">When convening a shareholders' meeting, if the chairperson of a shareholders' meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights present at the meeting, the shareholders' meeting may appoint one person as the chairperson to continue the meeting.</p>	<p data-bbox="852 342 1386 570">Article 27 Shareholders' meetings shall be summoned by the Board and presided over by the Chairman who shall act as the presiding officer; or if the Chairman is unable or fails to perform his/her duties, by one Director chosen by more than half the Directors.</p> <p data-bbox="979 612 1386 1144">A shareholders' meeting convened by the audit committee of the Board of Directors the Supervisory Committee shall be presided over by the convener chairman of the audit committee of the Board of Directors the Supervisory Committee, or if the chairman of the audit committee of the Board of Directors the Supervisory Committee is unable or fails to perform his/her duties, by one member of the audit committee of the Board of Directors chosen by more than half the members of the audit committee of the Board of Directors by one supervisor chosen by more than half the supervisors.</p> <p data-bbox="979 1187 1386 1308">A shareholders' meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener.</p> <p data-bbox="979 1351 1386 1676">When convening a shareholders' meeting, if the chairperson of a shareholders' meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights present at the meeting, the shareholders' meeting may appoint one person as the chairperson to continue the meeting.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
12.	Article 28 At an annual meeting, the Board of Directors and the Supervisory Committee shall report their respective work in the preceding year to the shareholders' meeting, and each independent non-executive director shall deliver a work report.	Article 28 At an annual meeting, the Board of Directors and the Supervisory Committee shall report their respective work in the preceding year to the shareholders' meeting, and each independent non-executive director shall deliver a work report.
13.	Article 29 The chairperson of a shareholders' meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.	Article 29 The chairperson of a shareholders' meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
14.	<p>Article 32 The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:</p> <p>(i) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the Board of Directors;</p> <p>(iii) election and dismissal of the members of the Board of Directors and members of the Supervisory Committee who are not employee representatives, and decision on remuneration and payment methods thereof;</p> <p>(iv) issuance of corporate bonds;</p> <p>(v) annual report of the Company;</p> <p>(vi) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents and the securities regulatory rules of the place where the Company's shares are listed, or provisions of the Articles of Association.</p>	<p>Article 32 The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:</p> <p>(i) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the Board of Directors;</p> <p>(iii) election and dismissal of the members of the Board of Directors and members of the Supervisory Committee who are not employee representatives, and decision on remuneration and payment methods thereof;</p> <p>(iv) issuance of corporate bonds;</p> <p>(v) annual report of the Company;</p> <p>(vi) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents and the securities regulatory rules of the place where the Company's shares are listed, or provisions of the Articles of Association.</p>
15.	<p>Article 40 The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.</p>	<p>Article 40 The Company shall provide the way of electronic voting, but the The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
16.	<p>Article 41 Before voting on any proposal, a shareholders' meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.</p> <p>The counsels (if applicable), shareholders' representatives and supervisors' representatives shall jointly count and scrutinize the votes cast on such proposal.</p>	<p>Article 41 Before voting on any proposal, a shareholders' meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.</p> <p>The counsels (if applicable), shareholders' representatives and supervisors' representatives shall jointly count and scrutinize the votes cast on such proposal.</p>
17.	<p>Article 45 The secretary of the Board of Directors shall be responsible for preparing minutes of each shareholders' meeting, which shall contain, among others:</p> <p>(i) time, place and agenda and name of convener of the meeting;</p> <p>(ii) names of the chairperson, directors, supervisors, the secretary of the Board of Directors, the general manager and other senior management that are attendees or observers at the meeting;</p> <p>(iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares;</p> <p>(iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal;</p>	<p>Article 45 The secretary of the Board of Directors shall be responsible for preparing minutes of each shareholders' meeting, which shall contain, among others:</p> <p>(i) time, place and agenda and name of convener of the meeting;</p> <p>(ii) names of the chairperson, directors, supervisors, the secretary of the Board of Directors, the general manager and other senior management that are attendees or observers at the meeting;</p> <p>(iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares;</p> <p>(iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal;</p>

No.	Existing Rules of Procedure for the General Meetings	Amended Rules of Procedure for the General Meetings
	<p>(v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;</p> <p>(vi) names of the counsels (if applicable), teller(s) and scrutineer(s);</p> <p>Other information required by these Articles to be contained in the minutes.</p>	<p>(v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;</p> <p>(vi) names of the counsels (if applicable), teller(s) and scrutineer(s);</p> <p>Other information required by these Articles to be contained in the minutes.</p>
18.	<p>Article 46 The convener of a shareholders' meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the directors, supervisors, the secretary of the Board of Directors, the convener or his/her proxy present at the meeting and the chairperson, and be kept together at the domicile with the register of attendance, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.</p>	<p>Article 46 The convener of a shareholders' meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the directors, supervisors, the secretary of the Board of Directors, the convener or his/her proxy present at the meeting and the chairperson, and be kept together at the domicile with the register of attendance, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.</p>
19.	<p>Article 49 If a shareholders' meeting adopts any resolution on the appointment of directors and supervisors, the term of office of the newly appointed directors and supervisors shall commence from the date of adoption of the relevant resolution at the shareholders' meeting.</p>	<p>Article 49 If a shareholders' meeting adopts any resolution on the appointment of directors and supervisors, the term of office of the newly appointed directors and supervisors shall commence from the date of adoption of the relevant resolution at the shareholders' meeting.</p>
20.	<p>Article 56 These Rules are formulated by the Board of Directors and submitted to the shareholders' meeting for approval, and shall take effect from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange. The amendment to these Rules shall be drafted by the Board of Directors and submitted to the shareholders' meeting for approval before coming into effect.</p>	<p>Article 56 These Rules are formulated by the Board of Directors and submitted to the shareholders' meeting for approval, and shall take effect afterwards from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange. The amendment to these Rules shall be drafted by the Board of Directors and submitted to the shareholders' meeting for approval before coming into effect.</p>

Unless otherwise specified, Article numbers referred to herein are Article numbers of the existing Rules of Procedure for the Board Meetings.

The major proposed amendments to the Rules of Procedure for the Board Meetings are as follows:

No.	Existing Rules of Procedure for the Board Meetings	Amended Rules of Procedure for the Board Meetings
1.	<p>Article 5 Board Meetings shall include regular and extraordinary meetings.</p> <p>The Board shall meet regularly, but in any event at least four (4) times each year, or about once a quarter. The Board Meetings shall be convened by the chairman of the Board, by giving fourteen (14) days' written notice to all directors and supervisors.</p> <p>Before serving the notice to convene regular Board meetings, the office of the Board shall adequately consult with the directors, and shall accordingly formulate a preliminary proposal for meeting and submit the same to the Chairman of the Board for consideration. Before deciding a proposal, the Chairman of the Board may, where necessary, seek the opinions of the general manager and other senior management.</p> <p>The agenda of the regular Board meetings and its related documents shall be submitted to all directors in full and in time and be delivered at least three (3) days before the date (or within other days agreed) of the planned Board meeting or meeting of any Board committees. All other meetings of the Board shall also comply with the arrangements above so far as practicable.</p>	<p>Article 5 Board Meetings shall include regular and extraordinary meetings.</p> <p>The Board shall meet regularly, but in any event at least four (4) times each year, or about once a quarter. The Board Meetings shall be convened by the chairman of the Board, by giving fourteen (14) days' written notice to all directors and supervisors.</p> <p>Before serving the notice to convene regular Board meetings, the office of the Board shall adequately consult with the directors, and shall accordingly formulate a preliminary proposal for meeting and submit the same to the Chairman of the Board for consideration. Before deciding a proposal, the Chairman of the Board may, where necessary, seek the opinions of the general manager and other senior management.</p> <p>The agenda of the regular Board meetings and its related documents shall be submitted to all directors in full and in time and be delivered at least three (3) days before the date (or within other days agreed) of the planned Board meeting or meeting of any Board committees. All other meetings of the Board shall also comply with the arrangements above so far as practicable.</p>

No.	Existing Rules of Procedure for the Board Meetings	Amended Rules of Procedure for the Board Meetings
	The Chairman of the Board shall convene a meeting with the independent non-executive directors at least once a year at which no other directors are present.	The Chairman of the Board shall convene a meeting with the independent non-executive directors at least once a year at which no other directors are present.
2.	<p>Article 6 The Chairman of the Board shall convene and preside over an extraordinary Board Meeting of the Board within fourteen (14) days after receiving the proposal, on requisition of any of the following:</p> <p>(i) the shareholders representing one tenth (1/10) or more of the voting rights of the Company;</p> <p>(ii) one third (1/3) or more of the directors jointly;</p> <p>(iii) two (2) or more independent nonexecutive directors;</p> <p>(iv) the Supervisory Committee;</p> <p>(v) the general manager.</p>	<p>Article 6 The Chairman of the Board shall convene and preside over an extraordinary Board Meeting of the Board within fourteen (14) days after receiving the proposal, on requisition of any of the following:</p> <p>(i) the shareholders representing one tenth (1/10) or more of the voting rights of the Company;</p> <p>(ii) one third (1/3) or more of the directors jointly;</p> <p>(iii) two (2) or more independent nonexecutive directors;</p> <p>(iv) the audit committee of the Board of Directors the Supervisory Committee;</p> <p>(v) the general manager.</p>
3.	<p>Article 8 When the Board of Directors convenes an extraordinary meeting, the office of the Board shall notify all directors, supervisors, as well as general manager, the secretary of the Board, and other senior management of the notice of the meeting and documents at least three (3) days before the meeting via personal delivery, mail, facsimile, email, or other methods stipulated in the Articles of Association. If not delivered directly, confirmation shall also be made by phone and recorded accordingly.</p>	<p>Article 8 When the Board of Directors convenes an extraordinary meeting, the office of the Board shall notify all directors; supervisors, as well as general manager, the secretary of the Board, and other senior management of the notice of the meeting and documents at least three (3) days before the meeting via personal delivery, mail, facsimile, email, or other methods stipulated in the Articles of Association. If not delivered directly, confirmation shall also be made by phone and recorded accordingly.</p>

No.	Existing Rules of Procedure for the Board Meetings	Amended Rules of Procedure for the Board Meetings
	<p>Notwithstanding the notice period set forth above, if an extraordinary Board Meeting needs to be held as soon as possible in case of any emergency, the meeting notice may be given by telephone or orally at any time, provided that the convener shall provide an explanation at the meeting and record it in the meeting minutes.</p> <p>A director who has attended the meeting and has not raised an objection regarding not receiving the notice of the meeting before or during attendance shall be deemed to have been served the notice of the meeting.</p>	<p>Notwithstanding the notice period set forth above, if an extraordinary Board Meeting needs to be held as soon as possible in case of any emergency, the meeting notice may be given by telephone or orally at any time, provided that the convener shall provide an explanation at the meeting and record it in the meeting minutes.</p> <p>A director who has attended the meeting and has not raised an objection regarding not receiving the notice of the meeting before or during attendance shall be deemed to have been served the notice of the meeting.</p>
4.	<p>Article 17 The main duties of Supervisors who observe the Board meeting are to supervise the Board on whether the Board resolves in accordance with the Articles of Association and through statutory procedures, and listen to the proceedings of the meetings, but the Supervisors do not participate in the proceedings of the Board. Supervisors who have opposition to the resolutions of the Board may, through the Supervisory Committee after the meetings, submit comments to the Board in writing.</p>	<p>Article 17 The main duties of Supervisors who observe the Board meeting are to supervise the Board on whether the Board resolves in accordance with the Articles of Association and through statutory procedures, and listen to the proceedings of the meetings, but the Supervisors do not participate in the proceedings of the Board. Supervisors who have opposition to the resolutions of the Board may, through the Supervisory Committee after the meetings, submit comments to the Board in writing.</p>
5.	<p>Article 26 In the event that a director of the Company notifies the Board in writing and declares that on the basis of contents of the notice, he/she will be interested in the contract, transaction or arrangement to be entered into by the Company before the Company first considers the relevant contract, transaction or arrangement, the relevant director shall be deemed to have made a disclosure as required in Article 26 of these Rules.</p>	<p>Article 26 In the event that a director of the Company notifies the Board in writing and declares that on the basis of contents of the notice, he/she will be interested in the contract, transaction or arrangement to be entered into by the Company before the Company first considers the relevant contract, transaction or arrangement, the relevant director shall be deemed to have made a disclosure as required in Article 26 25 of these Rules.</p>

No.	Existing Rules of Procedure for the Board Meetings	Amended Rules of Procedure for the Board Meetings
6.	<p>Article 41 These Rules are formulated by the Board of Directors and submitted to the shareholders' meeting for approval, and shall take effect from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange. The amendment to these Rules shall be drafted by the Board of Directors and submitted to the shareholders' meeting for approval before coming into effect.</p>	<p>Article 41 These Rules are formulated by the Board of Directors and submitted to the shareholders' meeting for approval, and shall take effect from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange afterwards. The amendment to these Rules shall be drafted by the Board of Directors and submitted to the shareholders' meeting for approval before coming into effect.</p>

NOTICE OF THE 2024 AGM



GUANGDONG SYNTRUST GK TESTING AND CERTIFICATION TECH SERVICE CENTER CO., LTD.

廣東集信國控檢測認證技術服務中心股份有限公司

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

(Stock code: 8629)

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of 2024 (the “**2024 AGM**”) of the Company will be held at 9 a.m. on Friday, 16 May 2025 at 6/F, No. 1, Xinyi Avenue South, Dingbao Town, Xinyi City, Maoming City, Guangdong Province, China for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the 2024 Work Report of the Board of Directors.
2. To consider and approve the 2024 Work Report of the Supervisory Committee.
3. To consider and approve the 2024 Audited Consolidated Financial Statements.
4. To consider and approve the 2024 Annual Report.
5. To consider and approve a final dividend distribution plan for 2024.
6. To consider and approve the re-appointment of Ernst & Young as the auditors of the Company for 2025, for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix their remuneration.
7. To consider and approve the adjustment to emoluments of the Directors for 2025.
8. To consider and approve the adjustment to emoluments of the Supervisors for 2025.

NOTICE OF THE 2024 AGM

SPECIAL RESOLUTIONS

9. To consider and approve the grant of the general mandate to the Board to (i) allot, issue or deal with additional Shares and (ii) sell and/or transfer Treasury Shares of not exceeding 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the related resolution, and to authorise the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the issue or allotment of additional Shares pursuant to such mandate.

“THAT”

- (a) subject to paragraph (c) and in accordance with the relevant requirements of the GEM Listing Rules, the Articles of Association and relevant laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to, either separately or concurrently, allot, issue or deal with, either separately or concurrently, additional Shares, and to sell and transfer Treasury Shares, and to make or grant offers, agreements, options, awards and rights of exchange or conversion which might be required for the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options, awards and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) each of the total number of Shares allotted, issued, sold, transferred or dealt with or agreed conditionally or unconditionally to be allotted, issued, sold, transferred or dealt with (whether by an option and awards or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed the aggregate of 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing this resolution;
- (d) the Board will only exercise the above powers in accordance with the Company Law and the GEM Listing Rules and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments are obtained; and

NOTICE OF THE 2024 AGM

(e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the day before the convening of the next annual general meeting of the Company following the passing of this resolution at the 2024 AGM; or
- (ii) the expiration of a 12-month period following the passing of this resolution at the 2024 AGM; or
- (iii) the date on which the authority set out in this resolution approved at a general meeting is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.”

10. To consider and approve the grant of the general mandate to the Board to repurchase H Shares on the Stock Exchange not exceeding 10% of the total number of the issued H Shares (excluding any Treasury Shares) as at the date of passing the related resolution, and to authorise the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the repurchase of H Shares pursuant to such mandate.

“**THAT:**

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares on the Stock Exchange during the Relevant Period (as hereinafter defined), subject to and in accordance with the Articles of Association and all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies;
- (b) the total number of H Shares authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the issued H Shares (excluding any Treasury Shares) as at the date of the passing of this resolution;

NOTICE OF THE 2024 AGM

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the day before the convening of the next annual general meeting of the Company following the passing of this resolution at the 2024 AGM; or
 - (ii) the expiration of a 12-month period following the passing of this resolution at the 2024 AGM; or
 - (iii) the date on which the authority set out in this resolution approved at a general meeting is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.”
11. To consider and approve the amendments to the Articles of Association of the Company.
12. To consider and approve the amendments to the Rules of Procedure for the General Meetings.
13. To consider and approve the amendments to the Rules of Procedure for the Board Meetings.
14. To consider and approve the abolishment of the Rules of Procedure for the Meetings of the Supervisory Committee.

Shareholders will listen to the 2024 Work Reports of the Independent Non-executive Directors at the 2024 AGM (such report is not subject to voting and resolution).

By order of the Board
**Guangdong Syntrust GK Testing and Certification
Tech Service Center Co., Ltd.**
廣東集信國控檢測認證技術服務中心股份有限公司
Mr. Lai Feng
Chairman and executive Director

Hong Kong, 16 April 2025

NOTICE OF THE 2024 AGM

As at the date of this notice, the Board comprises of four executive Directors, namely Mr. Lai Feng, Mr. Huang Fei, Ms. Mai Jiayu and Mr. Zhang Xihua, two non-executive Directors, namely Ms. Zou Chan and Mr. Chen Guangfu and three independent non-executive Directors, namely Ms. Liu Hongge, Ms. Deng Dian and Mr. Luo Qiling.

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 any statement herein or this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.xyjiance.cn)

Notes:

1. The resolutions at the 2024 AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the GEM Listing Rules.
2. To ascertain shareholders of the Company (“**Shareholder(s)**”) who are entitled to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Tuesday, 13 May 2025 to Friday, 16 May 2025 (both days inclusive), during which period no transfer of shares of the Company (the “**Share(s)**”) can be registered. Holders of H Shares whose names appear on the registers of members of the Company on Friday, 16 May 2025 shall be entitled to attend and vote at the 2024 AGM. In order to qualify to attend and vote at the 2024 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H Shares), no later than 4:30 p.m. on Monday, 12 May 2025.
3. Shareholders who intend to attend the 2024 AGM should complete the reply slip and return it by hand or by post to (i) the Company’s principal place of business in the PRC at No. 1, Xinyi Avenue South, Dingbao Town, Xinyi City, Maoming, Guangdong Province, China (for holders of Unlisted Shares); or (ii) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H Shares), no later than 4:30 p.m. on Thursday, 15 May 2025.
4. Shareholders who are entitled to attend and vote at the 2024 AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the 2024 AGM.
5. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy thereof, must be completed and returned to (i) the Company’s principal place of business in the PRC at No. 1, Xinyi Avenue South, Dingbao Town, Xinyi City, Maoming City, Guangdong Province, China (for holders of Unlisted Shares); or (ii) the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong

NOTICE OF THE 2024 AGM

(for holders of H Shares) not less than 24 hours before the time appointed for the 2024 AGM (or any adjournment thereof) for taking the poll (i.e. Thursday, 15 May 2025 at 9 a.m.). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the 2024 AGM or any adjourned meeting thereof should he/she so wish.

If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the 2024 AGM on its behalf. If the Shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant ordinance from time to time, the Shareholder may authorise one or more persons it considers appropriate as its representative(s) at the 2024 AGM; however, if more than one person are authorised, the power of attorney shall contain the number and class of Shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the 2024 AGM and exercise its right, as if the persons are the Company's individual Shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

A vote provided in according to the instruments in such form of proxy shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the 2024 AGM.

6. In case of joint Shareholder for any Share, only the person whose name is at the first place on the register of members of the Company has the rights to receive the certificate of relevant Shares and notice from the Company and to attend or exercise all of the votes relating to the Shares.
7. Shareholders or their proxies shall provide their identity documents when attending the 2024 AGM.
8. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 16 April 2025.