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## **Shanghai Jin Jiang Capital Company Limited\***

**上海錦江資本股份有限公司**

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

**(Stock Code: 02006)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is published in accordance with Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In accordance with the “Official Reply regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies” (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) published by the State Council of the People’s Republic of China on 22 October 2019 and taking into account the requirements of the Company’s operation and management, the board of directors (the “**Board**”) of Shanghai Jin Jiang Capital Company Limited (the “**Company**”) has proposed to amend relevant clauses of the Articles of Association of the Company (the “**Articles of Association**”) on a prudent, expedient and as-needed basis, after taking into consideration the actual conditions of the Company. Details of the proposed amendments to the Articles of Association are set out in Appendix I to this announcement.

The Board is of the view that the proposed amendments to the Articles of Association are in the interests of the Company and its shareholders.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company at the general meeting by way of special resolution and the completion of relevant approval, registration or filing procedures in the People’s Republic of China (the “**PRC**”) in order to be effective.

The proposed amendments to the Articles of Association are subject to consideration at the 2019 annual general meeting of the Company.

A circular containing, amongst others, details of the proposed amendments to the Articles of Association will be dispatched to the shareholders of the Company in due course.

By Order of the Board  
**Shanghai Jin Jiang Capital Company Limited\***  
**Zhang Jue**  
*Joint Company Secretary*

Shanghai, the PRC, 27 April 2020

*As at the date of this announcement, the executive directors are Mr. Yu Minliang, Ms. Guo Lijuan, Mr. Chen Liming, Mr. Ma Mingju, Ms. Zhou Wei and Mr. Sun Yu; and the independent non-executive directors are Mr. Ji Gang, Dr. Rui Mingjie and Mr. Shen Liqiang.*

\* *The Company is registered as a non-Hong Kong company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under its Chinese name and the English name “**Shanghai Jin Jiang Capital Company Limited**”.*

## APPENDIX I — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association\* are set out as follows:

Clause to be amended	Original clause	Clause as amended
Article 1.7	<p>The Articles of Association are amended pursuant to the relevant provisions of the Company Law, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (《到境外上市公司章程必備條款》, hereinafter referred to as the “Mandatory Provisions”) and the “Letter of Opinion on the Supplementary Amendments to Articles of Associations by Companies to be Listed in Hong Kong” (《關於到香港上市公司對公司章程作補充修改的意見的函》, hereinafter referred to as the “Letter of Opinion on Supplementary Amendments”) and other relevant laws and regulations of the PRC.</p>	<p>The Articles of Association are amended pursuant to the relevant provisions of the Company Law, <b><u>the Special Regulations</u></b>, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (《到境外上市公司章程必備條款》, hereinafter referred to as the “Mandatory Provisions”), the “Letter of Opinion on the Supplementary Amendments to Articles of Associations by Companies to be Listed in Hong Kong” (《關於到香港上市公司對公司章程作補充修改的意見的函》) and <b><u>“Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies”</u></b> (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) and other relevant laws and regulations of the PRC.</p>

Clause to be amended	Original clause	Clause as amended
Article 3.4	<p>Shares issued by the Company to domestic investors for subscription in RMB shall be called Domestic Shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be called Foreign Shares. Foreign Shares listed overseas shall be called Overseas-listed Foreign Shares.</p> <p>Overseas-listed <b>Foreign Shares</b> issued by the Company and listed in Hong Kong shall be called H Shares. H Shares shall refer to shares of which listing has been approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), with its nominal value denominated in RMB and subscribed for and traded in Hong Kong Dollars. H Shares may also be listed in any stock exchanges within the United States of America in the form of America Depositary Receipts.</p> <p>Subject to the approval of the securities regulatory and supervisory authorities of the State Council, the holders of Domestic Shares of the Company may transfer their shareholdings to overseas investors for listing and dealing overseas. Shares so transferred for listing and dealing on overseas stock exchanges shall comply with the regulatory procedures, provisions and requirements of the overseas stock markets, and <b>such circumstances</b> do not require the voting of a class meeting held for such purposes.</p>	<p>Shares issued by the Company to domestic investors for subscription in RMB shall be called Domestic Shares. Shares issued by the Company to foreign investors for subscription in foreign currency <b>and shares held and purchased from holders of Domestic Shares by foreign investors</b> shall <u>collectively</u> be called Foreign Shares. Foreign Shares listed overseas shall be called Overseas-listed Foreign Shares. <b>Shares not listed overseas shall be called Overseas Non-listed Foreign Shares. Shares listed and traded on overseas stock exchange with the approval of regulatory authorities delegated by the State Council and overseas securities regulatory authorities shall be called Overseas-listed Shares.</b></p> <p>Overseas-listed <u>Shares</u> issued by the Company and listed in Hong Kong shall be called H Shares. H Shares shall refer to shares of which listing has been approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), with its nominal value denominated in RMB and subscribed for and traded in Hong Kong Dollars. H Shares may also be listed in any stock exchanges within the United States of America in the form of America Depositary Receipts.</p>

Clause to be amended	Original clause	Clause as amended
	<p>“Foreign currency” referred to in the preceding paragraph shall include the legal tender of the other countries and territories, other than RMB, which are recognised by the foreign exchange competent authority of the State for payment of share monies to companies.</p>	<p>Subject to the approval of the securities regulatory and supervisory authorities of the State Council, the holders of Domestic Shares of the Company may transfer <b><u>all or part</u></b> of their shareholdings to overseas investors for listing and dealing overseas; <b><u>Domestic Shares may be converted in full or in part into Foreign Shares and Foreign Shares so converted may be listed and traded on overseas stock exchanges.</u></b> Shares so transferred <b><u>or converted</u></b> for listing and dealing on overseas stock markets shall comply with the regulatory procedures, provisions and requirements of the overseas stock markets. The listing and dealing on overseas stock markets of Shares so transferred, <b><u>or the conversion of Domestic Shares into Foreign Shares and the listing and dealing of such Foreign Shares on overseas stock markets shall</u></b> not require the voting of <b><u>the general meeting or</u></b> a class meeting held for such purposes. <b><u>Domestic Shares so converted into Overseas-listed Shares shall be treated as the same class as the original Overseas-listed Foreign Shares.</u></b></p> <p>“Foreign currency” referred to in the preceding paragraph shall include the legal tender of the other countries and territories, other than RMB, which are recognised by the foreign exchange competent authority of the State for payment of share monies to companies.</p>

Clause to be amended	Original clause	Clause as amended
Article 3.5	<p>Subject to the approval of companies approving authority mandated by the State Council, the Company issued a total number of 5,566,000,000 ordinary shares. At the time of its incorporation, the Company issued a total number of 3,300,000,000 ordinary shares to the Promoters, accounting for approximately 59.29% of the total number of ordinary shares issued by the Company. Subsequent to its incorporation, the Company issued a total number of 1,265,000,000 Overseas-listed Foreign Shares (<b>H Shares</b>) (inclusive of the 15% over-allotment option), accounting for approximately 22.73% of the total number of ordinary shares issued by the Company. Subsequent to the issuance of the Overseas-listed Foreign Shares (<b>H Shares</b>), the Company issued a total number of 1,001,000,000 new domestic shares, accounting for approximately 17.98% of the total number of ordinary shares issued by the Company.</p>	<p>Subject to the approval of companies approving authority mandated by the State Council, the Company issued a total number of 5,566,000,000 ordinary shares. At the time of its incorporation, the Company issued a total number of 3,300,000,000 ordinary shares to the Promoters, accounting for approximately 59.29% of the total number of ordinary shares issued by the Company. Subsequent to its incorporation, the Company issued a total number of 1,265,000,000 Overseas-listed Foreign Shares (inclusive of the 15% over-allotment option), accounting for approximately 22.73% of the total number of ordinary shares issued by the Company. Subsequent to the issuance of the Overseas-listed Foreign Shares, the Company issued a total number of 1,001,000,000 new domestic shares, accounting for approximately 17.98% of the total number of ordinary shares issued by the Company.</p>

Clause to be amended	Original clause	Clause as amended
Article 4.3	<p>Subject to the approval of the relevant competent authorities of the State, the Company may repurchase its outstanding issued shares in accordance with the procedures stipulated in the Articles of Association in the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) Cancellation of shares for the purpose of reduction of the Company's capital;</li> <li>(2) Merger with another company holding shares in the Company;</li> <li>(3) Using such shares in connection with staff shareholding plans or share incentives;</li> <li>(4) Requesting the Company to purchase its own shares where shareholders object to the merger or demerger resolution of a general meeting;</li> <li>(5) Using such shares for conversion of convertible bonds issued by the Company;</li> <li>(6) Deemed necessary by the Company for protecting the Company's value and shareholders' interests;</li> <li>(7) Other circumstances permitted by laws and administrative regulations.</li> </ol> <p>The acquisition of its own shares by the Company pursuant to the foregoing paragraphs (1) or (2) shall be subject to approval at the general meeting by way of resolution; the acquisition of its own shares by the Company pursuant to the foregoing paragraphs (3), (5) or (6) shall be subject to approval by way of Board resolution at a Board meeting attended by more than two-thirds of the directors <b>in accordance with the provisions of the Articles of Association or the mandate of the general meeting.</b></p>	<p>Subject to the approval of the relevant competent authorities of the State, the Company may repurchase its outstanding issued shares in accordance with the procedures stipulated in the Articles of Association in the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) Cancellation of shares for the purpose of reduction of the Company's capital;</li> <li>(2) Merger with another company holding shares in the Company;</li> <li>(3) Using such shares in connection with staff shareholding plans or share incentives;</li> <li>(4) Requesting the Company to purchase its own shares where shareholders object to the merger or demerger resolution of a general meeting;</li> <li>(5) Using such shares for conversion of convertible bonds issued by the Company;</li> <li>(6) Deemed necessary by the Company for protecting the Company's value and shareholders' interests;</li> <li>(7) Other circumstances permitted by laws and administrative regulations.</li> </ol> <p>The acquisition of its own shares by the Company pursuant to the foregoing paragraphs (1) or (2) shall be subject to approval at the general meeting by way of resolution; the acquisition of its own shares by the Company pursuant to the foregoing paragraphs (3), (5) or (6) <b>shall</b> be subject to approval by way of Board resolution at a Board meeting attended by more than two-thirds of the directors.</p>

Clause to be amended	Original clause	Clause as amended
Article 6.5	<p>The Company may keep its register of members of Overseas-listed <b>Foreign Shares</b> at an overseas location and appoint an overseas agent to manage the same in accordance with the mutual understanding and agreement between competent securities authorities of the State Council and overseas securities regulatory authorities. The original copy of the register of holders of Overseas-listed <b>Foreign Shares</b> listed in Hong Kong shall be placed at Hong Kong.</p> <p>A duplicate copy of the register of members of the Overseas-listed <b>Foreign Shares</b> shall be placed at the Company's residence; the overseas agent so appointed shall ensure that the original copy of the register of members of the Overseas-listed <b>Foreign Shares</b> is consistent with the duplicate copy at all times. In the event of any inconsistencies between the records of the original and the duplicate copy of the register of members of Overseas-listed <b>Foreign Shares</b>, the original copy shall prevail.</p>	<p>The Company may keep its register of members of Overseas-listed <u>Shares</u> at an overseas location and appoint an overseas agent to manage the same in accordance with the mutual understanding and agreement between competent securities authorities of the State Council and overseas securities regulatory authorities. The original copy of the register of holders of Overseas-listed <u>Shares</u> listed in Hong Kong shall be placed at Hong Kong.</p> <p>A duplicate copy of the register of members of the Overseas-listed <u>Shares</u> shall be placed at the Company's residence; the overseas agent so appointed shall ensure that the original copy of the register of members of the Overseas-listed <u>Shares</u> is consistent with the duplicate copy at all times. In the event of any inconsistencies between the records of the original and the duplicate copy of the register of members of Overseas-listed <u>Shares</u>, the original copy shall prevail.</p>
Paragraph 2 of Article 6.6	<p>The register of members shall comprise the following parts:</p> <ol style="list-style-type: none"> <li>(1) The register of members to be kept in the residence of the Company other than those stipulated in items (2) and (3) of this paragraph;</li> <li>(2) The register of members of Overseas-listed <b>Foreign Shares</b> to be kept at the location of the stock exchange where the Overseas-listed Foreign Shares are listed;</li> <li>(3) Any registers of members to be kept in other places as determined by the board of directors to fulfil requirements for the listing of the shares of the Company.</li> </ol>	<p>The register of members shall comprise the following parts:</p> <ol style="list-style-type: none"> <li>(1) The register of members to be kept in the residence of the Company other than those stipulated in items (2) and (3) of this paragraph;</li> <li>(2) The register of members of Overseas-listed <u>Shares</u> to be kept at the location of the stock exchange where the Overseas-listed Foreign Shares are listed;</li> <li>(3) Any registers of members to be kept in other places as determined by the board of directors to fulfil requirements for the listing of the shares of the Company.</li> </ol>



Clause to be amended	Original clause	Clause as amended
Paragraph 1 of Article 6.8	<p>All fully paid-up Overseas-listed <b>Foreign Shares</b> listed in Hong Kong may be freely transferred in accordance with the Articles of Association. However, the board of directors shall have the right to refuse to recognize any instrument of transfer without giving any reason, unless the following conditions are met:</p> <ol style="list-style-type: none"> <li>(1) A fee (for each instrument of transfer) of HK\$2.50, or such higher fee prescribed by the Hong Kong Stock Exchange having been paid to the Company, for the purpose of registration of any instrument of transfer and other documents which are related to or will affect the title to the shares;</li> <li>(2) The instrument of transfer being related to Overseas-listed <b>Foreign Shares</b> listed in Hong Kong only;</li> <li>(3) The stamp duties chargeable on the instrument of transfer having been paid;</li> <li>(4) The relevant share certificates together with proof evidencing the right of the transferor to transfer the shares as the board of directors may reasonably request having been furnished;</li> <li>(5) The number of joint holders not exceeding 4 in case the shares are intended to be transferred to joint holders.</li> </ol>	<p>All fully paid-up Overseas-listed <u>Shares</u> listed in Hong Kong may be freely transferred in accordance with the Articles of Association. However, the board of directors shall have the right to refuse to recognize any instrument of transfer without giving any reason, unless the following conditions are met:</p> <ol style="list-style-type: none"> <li>(1) A fee (for each instrument of transfer) of HK\$2.50, or such higher fee prescribed by the Hong Kong Stock Exchange having been paid to the Company, for the purpose of registration of any instrument of transfer and other documents which are related to or will affect the title to the shares;</li> <li>(2) The instrument of transfer being related to Overseas-listed <u>Shares</u> listed in Hong Kong only;</li> <li>(3) The stamp duties chargeable on the instrument of transfer having been paid;</li> <li>(4) The relevant share certificates together with proof evidencing the right of the transferor to transfer the shares as the board of directors may reasonably request having been furnished;</li> <li>(5) The number of joint holders not exceeding 4 in case the shares are intended to be transferred to joint holders.</li> </ol>

Clause to be amended	Original clause	Clause as amended
Article 6.12	<p>Any party whose name appears on the register of members or any party who requests to have his or her or its name entered into the register of members may apply to the Company for the issuance of new share certificates in respect of the shares concerned (i.e. the “Relevant Shares”) in replacement of lost share certificates (i.e. the “Original Share Certificates”). Applications for the issuance of new share certificates in replacement of lost share certificates by holders of Domestic Shares shall be dealt with in accordance with the provisions of Section 144 of the Company Law.</p> <p>Application for the issuance of new share certificates in replacement of lost share certificates by holders of Overseas-listed <b>Foreign Shares</b> shall be dealt with in accordance with the laws, the rules of the stock exchange or other relevant regulations of the place where the original register of members for Overseas-listed <b>Foreign Shares</b> is kept. The issuance of replacement certificates shall be subject to the following:</p> <p>.....</p>	<p>Any party whose name appears on the register of members or any party who requests to have his or her or its name entered into the register of members may apply to the Company for the issuance of new share certificates in respect of the shares concerned (i.e. the “Relevant Shares”) in replacement of lost share certificates (i.e. the “Original Share Certificates”). Applications for the issuance of new share certificates in replacement of lost share certificates by holders of Domestic Shares <u>and Non-listed Foreign Shares</u> shall be dealt with in accordance Article 144 of the Company Law.</p> <p>Application for the issuance of new share certificates in replacement of lost share certificates by holders of Overseas-listed <u>Shares</u> shall be dealt with in accordance with the laws, the rules of the stock exchange or other relevant regulations of the place where the original register of members for Overseas-listed <u>Shares</u> is kept. The issuance of replacement certificates shall be subject to the following:</p> <p>.....</p>

Clause to be amended	Original clause	Clause as amended
Article 8.5	Written notice of a general meeting shall be given <b>45</b> days before the date of the meeting to notify all shareholders on the register of members of the matters to be considered at the meeting and the date and venue of the meeting. <b>A shareholder who intends to attend the meeting shall deliver his or her reply in writing to confirm attendance to the Company 20 days before the date of the meeting.</b>	Written notice of an <u>annual</u> general meeting shall be given <u>20</u> days before the date of the meeting to notify all shareholders on the register of members of the matters to be considered at the meeting and the date and venue of the meeting; <u>notice of an extraordinary general meeting shall be given to shareholders 15 days before the date of the meeting.</u>
Article 8.6	When the Company convenes an annual general meeting, shareholders holding 5% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall include in the agenda of the proposed motions that fall within the scope of the powers of the general meeting.	<u>Shareholders alone or in aggregate holding 3% or above of the total number of voting shares in the Company may propose interim proposals and submit to the board of directors in writing ten days before the date of the general meeting; the board of directors shall notify other shareholders within two days following the receipt of such proposals and shall table such interim proposals at the general meeting for consideration. The contents of interim proposals shall fall within the scope of the powers of the general meeting and carry specific subjects and matters to be resolved upon.</u>
Article 8.7	The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days before the date of the general meeting from the shareholders. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total voting shares, the Company may hold the meeting, otherwise the Company shall notify the shareholders again within 5 days by way of a public announcement containing the agenda, date and venue for the meeting. The Company may convene the meeting after the publication of such announcement.  Matters not stated in the notice of an extraordinary general meeting shall not be determined in such meeting.	<u>The original Article 8.7 is deleted in its entirety and the subsequent clauses are renumbered accordingly.</u>

Clause to be amended	Original clause	Clause as amended
Article 8.8	<p>Formerly Article 8.9</p> <p>A notice of general meeting shall be served on all shareholders (whether or not entitled to vote at the meeting) personally, by delivery in person or prepaid post to their addresses as shown in the register of members. For the holders of Domestic Shares, notice of a general meeting may be issued by way of public notice. For holders of Overseas-listed <b>Foreign Shares</b>, notice of a general meeting may also be published by means of newspapers (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).</p> <p>The public notice referred to in the preceding paragraph shall be published <b>45 to 50 days before the date of the meeting</b> in one or more newspapers designated by the competent securities authorities of the State Council. Once the public notice is published, all holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p>A notice of general meeting shall be served on all shareholders (whether or not entitled to vote at the meeting) personally, by delivery or prepaid post to their addresses as shown in the register of members. For the holders of Domestic Shares, notice of a general meeting may be issued by way of public notice. For holders of Overseas-listed <b>Shares</b>, notice of a general meeting may also be published by means of newspapers (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).</p> <p>The public notice referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities authorities of the State Council. Once the public notice is published, all holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p>

Clause to be amended	Original clause	Clause as amended
Article 9.3(1) and (2)	<p>The following circumstances shall be deemed to be variation or abrogation of the rights of a certain class of shareholders:</p> <p>(1) The increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of another class having voting rights, rights to distribution or other privileges equivalent or superior to the class of shares in question, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges which have been approved by the securities regulatory and supervisory authorities of the State Council;</p> <p>(2) The conversion of all or part of the shares of such class into shares of another class or vice versa or the grant of such conversion rights, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges which have been approved by the securities regulatory and supervisory authorities of the State Council;</p>	<p>The following circumstances shall be deemed to be variation or abrogation of the rights of a certain class of shareholders:</p> <p>(1) The increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of another class having voting rights, rights to distribution or other privileges equivalent or superior to the class of shares in question, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges <b><u>or the conversion of Domestic Shares into Foreign Shares for listing and dealing on overseas stock exchanges</u></b> which have been approved by the securities regulatory and supervisory authorities of the State Council;</p> <p>(2) The conversion of all or part of the shares of such class into shares of another class or vice versa or the grant of such conversion rights, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges <b><u>or the conversion of Domestic Shares into Foreign Shares for listing and dealing on overseas stock exchanges</u></b> which have been approved by the securities regulatory and supervisory authorities of the State Council;</p>

Clause to be amended	Original clause	Clause as amended
Article 9.6	<p>The Company shall give notice of a class meeting in writing <b>45</b> days before the date of the class meeting to notify all registered class members of the matters to be considered, the date and venue of the class meeting. <b>A shareholder who intends to attend the class meeting shall deliver his or her written confirmation of attendance 20 days before the date of the class meeting.</b></p> <p><b>The Company may convene the class meeting if the number of shares carrying voting rights at the meeting represented by shareholders who intend to attend the meeting reaches more than one half of the voting shares at the class meeting, otherwise the Company shall notify the shareholders again of the matters to be considered and the date and venue for the meeting by way of a public announcement within 5 days. The Company may hold the class meeting after notification by way of such public announcement.</b></p>	<p>The Company shall give notice of a class meeting in writing <u><b>20</b></u> days before the date of the class meeting to notify all registered class members of the matters to be considered, the date and venue of the class meeting.</p>

Clause to be amended	Original clause	Clause as amended
Article 9.8	<p>In addition to other class shareholders, holders of Domestic Shares and holders of Overseas-listed <b>Foreign Shares</b> shall be deemed to be shareholders of different classes.</p> <p>The special procedures for voting at a class meeting shall not apply in the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) The issue of either Domestic Shares or Overseas-listed <b>Foreign Shares</b> or both by the Company at an interval of 12 months with the approval of the general meeting by way of a special resolution, with the number of Domestic Shares and Overseas-listed <b>Foreign Shares</b> proposed to be issued not more than 20% of the number of issued shares outstanding in each class;</li> <li>(2) The completion of plans to issue Domestic Shares and Overseas-listed Foreign Shares upon the Company's incorporation within 15 months from the date of approval of such plans by the China Securities Regulatory Commission;</li> <li>(3) The conversion of Domestic Shares held by holders of Domestic Shares of the Company into <b>H Shares</b> for sale overseas and listing on the Hong Kong Stock Exchange with the approval of the competent securities authorities and permission of the Hong Kong Stock Exchange.</li> </ol>	<p>In addition to other class shareholders, holders of Domestic Shares and holders of Overseas-listed <u>Shares</u> shall be deemed to be shareholders of different classes.</p> <p>The special procedures for voting at a class meeting shall not apply in the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) The issue of either Domestic Shares or Overseas-listed <u>Shares</u> or both by the Company at an interval of 12 months with the approval of the general meeting by way of a special resolution, with the number of Domestic Shares and Overseas-listed <u>Shares</u> proposed to be issued not more than 20% of the number of issued shares outstanding in each class;</li> <li>(2) The completion of plans to issue Domestic Shares and Overseas-listed Foreign Shares upon the Company's incorporation within 15 months from the date of approval of such plans by the China Securities Regulatory Commission;</li> <li>(3) The conversion of Domestic Shares held by holders of Domestic Shares of the Company into <u>Foreign Shares</u> for sale overseas and listing on the Hong Kong Stock Exchange with the approval of the competent securities authorities and permission of the Hong Kong Stock Exchange.</li> </ol>

Clause to be amended	Original clause	Clause as amended
Paragraph 2 of Article 15.4	A copy of the financial report, accompanied by the balance sheet (including every document required by PRC laws and administrative regulations to be annexed thereto) and profit and loss account or income and expenditure account (inclusive of the aforesaid report) or the summary financial report shall, at least 21 days before the date of the annual general meeting, be delivered or sent by prepaid post by the Company to every holder of Overseas-listed <b>Foreign Shares</b> at the address shown in the register of members.	A copy of the financial report, accompanied by the balance sheet (including every document required by PRC laws and administrative regulations to be annexed thereto) and profit and loss account or income and expenditure account (inclusive of the aforesaid report) or the summary financial report shall, at least 21 days before the date of the annual general meeting, be delivered or sent by prepaid post by the Company to every holder of Overseas-listed <u>Shares</u> at the address shown in the register of members.
Article 15.17	<p>The Company shall appoint receiving agents to receive on behalf of the holders of Overseas-listed <b>Foreign Shares</b> in respect of the distribution of dividend and other monies payable by the Company on Overseas listed <b>Foreign Shares</b>.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the relevant provisions of the law or the rules of the stock exchange of the place where the shares of the Company are listed.</p> <p>The receiving agent of monies appointed on behalf of the holders of Overseas-listed <b>Foreign Shares</b> listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>	<p>The Company shall appoint receiving agents to receive on behalf of the holders of Overseas-listed <u>Shares</u> in respect of the distribution of dividend and other monies payable by the Company on Overseas listed <u>Shares</u>.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the relevant provisions of the law or the rules of the stock exchange of the place where the shares of the Company are listed.</p> <p>The receiving agent of monies appointed on behalf of the holders of Overseas-listed <u>Shares</u> listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>



Clause to be amended	Original clause	Clause as amended
Article 20.1	<p>Any merger or demerger of the Company shall be proposed by the board of directors and once it has been passed pursuant to the procedures stipulated in the Articles of Association, the relevant approval procedures shall be carried out in accordance with the law. A shareholder who objects to the merger or demerger plan shall be entitled to request the Company or shareholders who agree to the merger or demerger plan to purchase his or her shares at a fair price. The contents of the resolution on merger or demerger of the Company shall be made into a special document to be available for inspection by shareholders. A copy of the said document shall also be sent by post to holders of Overseas-listed <b>Foreign Shares</b>.</p>	<p>Any merger or demerger of the Company shall be proposed by the board of directors and once it has been passed pursuant to the procedures stipulated in the Articles of Association, the relevant approval procedures shall be carried out in accordance with the law. A shareholder who objects to the merger or demerger plan shall be entitled to request the Company or shareholders who agree to the merger or demerger plan to purchase his or her shares at a fair price. The contents of the resolution on merger or demerger of the Company shall be made into a special document to be available for inspection by shareholders. A copy of the said document shall also be sent by post to holders of Overseas-listed <b><u>Shares</u></b>.</p>
Item (1), Paragraph 1 of Article 23.1	<p>The Company shall abide by the following rules on the resolution of disputes:</p> <p>(1) Disputes or claims related to the Company's affairs arising between holders of the Overseas-listed <b>Foreign Shares</b> and the Company, or between holders of the Overseas-listed <b>Foreign Shares</b> and the Company's directors, supervisors, chief executive officer or other senior management officers, or between holders of the Overseas-listed <b>Foreign Shares</b> and holders of the Domestic Shares arising from rights or obligations conferred by the Articles of Association, the Company Law and any other relevant laws and administrative regulations shall be submitted by the relevant parties for resolution by arbitration.</p> <p>Disputes in relation to the identification of a shareholder and the register of members need not be resolved by way of arbitration.</p>	<p>The Company shall abide by the following rules on the resolution of disputes:</p> <p>(1) Disputes or claims related to the Company's affairs arising between holders of the Overseas-listed <b><u>Shares</u></b> and the Company, or between holders of the Overseas-listed <b><u>Shares</u></b> and the Company's directors, supervisors, chief executive officer or other senior management officers, or between holders of the Overseas-listed <b><u>Shares</u></b> and holders of the Domestic Shares arising from rights or obligations conferred by the Articles of Association, the Company Law and any other relevant laws and administrative regulations shall be submitted by the relevant parties for resolution by arbitration.</p> <p>Disputes in relation to the identification of a shareholder and the register of members need not be resolved by way of arbitration.</p>

Clause to be amended	Original clause	Clause as amended
Paragraph 2 of Article 24.1	Unless otherwise provided herein, the term “public announcement” referred to in the Articles of Association means, in the case of a public announcement served on holders of Domestic Shares or a public announcement as required to be published in the PRC in accordance with the relevant provisions and the Articles of Association, the public announcement published in the newspapers in the PRC which are in accordance with the laws and administrative regulations of the PRC; in the case of a public announcement served on holders of Overseas-listed <b>Foreign Shares</b> or such public announcement as required to be published in Hong Kong or other countries and regions in accordance with the relevant provisions and the Articles of Association, the public announcement which must be published in such newspapers in accordance with relevant rules and regulations of such countries and regions.	Unless otherwise provided herein, the term “public announcement” referred to in the Articles of Association means, in the case of a public announcement served on holders of Domestic Shares or a public announcement as required to be published in the PRC in accordance with the relevant provisions and the Articles of Association, the public announcement published in the newspapers in the PRC which are in accordance with the laws and administrative regulations of the PRC; in the case of a public announcement served on holders of Overseas-listed <u>Shares</u> or such public announcement as required to be published in Hong Kong or other countries and regions in accordance with the relevant provisions and the Articles of Association, the public announcement which must be published in such newspapers in accordance with relevant rules and regulations of such countries and regions.
Paragraph 3 of Article 24.1	Notwithstanding any other provisions herein regarding the form of the serving of any document, notice or other press, the Company may serve the notice of the Company in the form provided by Article 24.1(4) on the holders of <b>H Shares</b> of the Company by personal delivery or by prepaid posts provided that it complies with the listing rules of the place of listing. The notice of the Company means any document served or to be served by the Company to the shareholders for reference or to take action, including but not limited to, annual report (inclusive of the annual financial report), interim report (inclusive of the interim financial report), notice, press or other written documents of the general meeting.	Notwithstanding any other provisions herein regarding the form of the serving of any document, notice or other press, the Company may serve the notice of the Company in the form provided by Article 24.1(4) on the holders of <u>Foreign Shares</u> of the Company by personal delivery or by prepaid posts provided that it complies with the listing rules of the place of listing. The notice of the Company means any document served or to be served by the Company to the shareholders for reference or to take action, including but not limited to, annual report (inclusive of the annual financial report), interim report (inclusive of the interim financial report), notice, press or other written documents of the general meeting.
Certain clauses in the Articles of Association have been deleted. Accordingly, relevant chapters and clauses have been renumbered, and the numbering of other clauses cited in relevant clauses has also been adjusted.		

\* *The Articles of Association and its amendments are written in Chinese without any official English version. Any English translation is provided for reference only and the Chinese version shall prevail in case of any inconsistency between the English and Chinese versions.*