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If you have sold or transferred all your shares in **Beijing Digital Telecom Co., Ltd.** (北京迪信通商貿股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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北京迪信通商貿股份有限公司
Beijing Digital Telecom Co., Ltd.

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

(Stock Code: 6188)

PROPOSED REVISION TO THE BUSINESS SCOPE OF THE COMPANY
PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' MEETINGS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2020
AND
NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING
IN 2020

The EGM of the Company is to be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Wednesday, 15 April 2020 at 2:00 p.m., with the H Shareholders Class Meeting to be held immediately after the EGM and the Domestic Shareholders Class Meeting (or any adjournment thereof). Notices of the EGM and the H Shareholders Class Meeting are set out on pages 8 to 10 and pages 11 to 13 of this circular, respectively.

The reply slips and forms of proxy for use at the EGM and the H Shareholders Class Meeting are enclosed herewith and are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>). If you intend to appoint a proxy to attend the EGM and/or the H Shareholders Class Meeting, you are requested to complete, sign and return the form(s) of proxy enclosed, in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM and/or the H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM and/or the H Shareholders Class Meeting. Shareholders who intend to attend the EGM and/or the H Shareholders Class Meeting in person or by proxy should complete, sign and return the enclosed reply slip(s) in accordance with the instructions printed thereon on or before Thursday, 26 March 2020.

28 February 2020

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of directors of the Company
“Class Meetings”	collectively, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	Beijing Digital Telecom Co., Ltd. (北京迪信通商貿股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are listed on the Hong Kong Stock Exchange under the stock code of 6188
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) of the Company, with a par value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Domestic Shareholders”	holders of the Domestic Shares of the Company
“Domestic Shareholders Class Meeting”	the 2020 first Domestic Shareholders class meeting of the Company, and any adjournment thereof (as the case may be) to be held at 4/F, C Yi’an Business Building, 18 Building Yi’an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC, on Wednesday, 15 April 2020 immediately after the EGM (or any adjournment thereof)
“EGM”	the 2020 first extraordinary general meeting of the Company to be held at 4/F, C Yi’an Business Building, 18 Building Yi’an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC, on Wednesday, 15 April 2020 at 2:00 p.m., and any adjournment thereof (as the case may be)
“H Share(s)”	the ordinary share(s) of the Company, with a par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars

DEFINITIONS

“H Shareholders Class Meeting”	the 2020 first H Shareholders class meeting of the Company, and any adjournment thereof (as the case may be) to be held at 4/F, C Yi’an Business Building, 18 Building Yi’an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC, on Wednesday, 15 April 2020, immediately after the EGM and the Domestic Shareholders Class Meeting (or any adjournment thereof)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures of Shareholders’ Meetings”	the rules of procedures of shareholders’ meetings of the Company, as amended, modified or otherwise supplemented from time to time
“Shareholder(s)”	holders of the share(s) of the Company

LETTER FROM THE BOARD



北京迪信通商貿股份有限公司
Beijing Digital Telecom Co., Ltd.

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

(Stock Code: 6188)

Executive Directors:

Mr. Liu Donghai (*Chairman*)

Mr. Liu Yajun

Mr. Liu Songshan

Ms. Liu Wencui

Registered Office:

No. 101, 4/F, C Yi'an Business Building

18 Building Yi'an Jiayuan, Beiwa West

Haidian District, Beijing

the PRC

Non-executive Directors:

Mr. Qi Xiangdong

Ms. Xin Xin

Principal Place of Business in Hong Kong:

Unit 07, 21/F, West Tower, Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

Independent Non-executive Directors:

Mr. Lv Tingjie

Mr. Lv Pingbo

Mr. Zhang Senquan

28 February 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED REVISION TO THE BUSINESS SCOPE OF THE COMPANY
PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES OF SHAREHOLDERS' MEETINGS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notices of the EGM and the H Shareholders Class Meeting (set out on pages 8 to 10 and pages 11 to 13 of this circular, respectively) and to provide you with information reasonably necessary to enable you to consider and vote on certain resolutions to be proposed at the EGM and the H Shareholders Class Meeting as described below.

At the EGM, ordinary resolutions will be proposed to (*inter alia*) (i) consider and approve the resolution on proposed revision to the business scope of the Company, and (ii) consider and approve the resolution on proposed amendments to the rules of procedures of Shareholders' Meetings; while special resolution will be proposed at the EGM and the H Shareholders Class Meeting to (*inter alia*) (iii) consider and approve the resolution on proposed amendments to the Articles of Association.

(i) PROPOSED REVISION TO THE BUSINESS SCOPE OF THE COMPANY

Reference is made to the announcement of the Company dated 27 February 2020 in relation to (*inter alia*) the proposed revision to the business scope of the Company. An ordinary resolution will be proposed at the EGM to approve the revision to the business scope of the Company.

To reflect the latest development of its business, the Company proposes to revise its business scope, the details of which are set out as follows:

Before revision:

"Wholesale and retail of telecommunications devices, mobile telecommunications products, metal materials, office equipment, computers and peripherals, instruments; mobile phone repair services; technology consultancy and technical services."

LETTER FROM THE BOARD

After revision:

“Wholesale and retail of telecommunications devices, electronic products, metal materials, office equipment, computers and peripherals, instruments, software and ancillary equipment, labour protection gears, office supplies, daily necessities, household appliances, timepieces, bags and suitcases, garments, shoes and hats, lighting equipment (with no physical store operation), gifts, cosmetics, infant products, toys, musical instruments, category-1, category-2 and category-3 medical equipment, healthcare products and food; mobile phone repair services; technology consultancy, technical services, technology development and technology transfer; import and export of goods and technology; and software development.”

The above revision to the business scope is subject to approval by company registration authorities.

(ii) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF SHAREHOLDERS’ MEETINGS

An ordinary resolution will be proposed at the EGM to approve the amendments to the Rules of Procedures of Shareholders’ Meetings.

To reflect the Amendments to the Articles of Association and the need for corporate governance practice, the Company proposes to make corresponding amendments to the Rules of Procedures of Shareholders’ Meetings.

Details of the proposed amendments to the Rules of Procedures of Shareholders’ Meetings are set out in Appendix I to this circular.

(iii) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 February 2020 in relation to (*inter alia*) proposed amendments to the Articles of Association. A special resolution will be proposed at the EGM and the Class Meetings to approve the amendments to the Articles of Association.

The Company proposes to make corresponding amendments (the “**Amendments**”) to the Articles of Association in view of the fact that (1) the State Council of the People’s Republic of China has issued the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《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》(國函[2019]97號)), stipulating that joint stock limited companies registered in the PRC and listed overseas shall comply with relevant requirements as set out in the Company Law of the People’s Republic of China (《中華人民共和國公司法》) in respect of the notice period for convening general meetings, shareholders’ rights to propose resolutions and the convening procedures; (2) the Chinese Securities Regulatory Commission has issued the Guidance on the Application for “Full Circulation” of Unlisted Domestic Shares of H-share Companies (《H股公司境內未上市股份申請「全流通」業務指引》), pursuant to which the “Full Circulation” reform of H shares has taken place on a comprehensive scale, and the Company plans to make appropriate arrangements for the application for “Full Circulation” of H shares; and (3) some of the Company’s registered information has changed or is planned to be adjusted.

Share repurchase of H Shares of the Company will be conducted in accordance with relevant requirements and restrictions under the Listing Rules, including but not limited to Rule 10.05, 10.06, 19A.24 and 19A.25 of the Listing Rules.

Details of the Amendments are set out in Appendix II to this circular.

LETTER FROM THE BOARD

EGM AND H SHAREHOLDERS CLASS MEETING

The EGM of the Company is to be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Wednesday, 15 April 2020 at 2:00 p.m., with the H Shareholders Class Meeting to be held immediately after the EGM and the Domestic Shareholders Class Meeting (or any adjournment thereof). Notices of the EGM and the H Shareholders Class Meeting are set out on pages 8 to 10 and pages 11 to 13 of this circular, respectively.

In order to determine the Shareholders who are entitled to attend the EGM and the H Shareholders Class Meeting, the Company's register of H Shareholders will be closed from Monday, 16 March 2020 to Wednesday, 15 April 2020 (both days inclusive) during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the Company's register of members on Wednesday, 15 April 2020 are entitled to attend the EGM and the H Shareholders Class Meeting. In order to determine the entitlement to attend the EGM and the H Shareholders Class Meeting, all transfer forms and share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 13 March 2020.

The reply slips and forms of proxy for use at the EGM and the H Shareholders Class Meeting are enclosed herewith and are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>). If you intend to appoint a proxy to attend the EGM and/or the H Shareholders Class Meeting, you are requested to complete, sign and return the form(s) of proxy enclosed, in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM and/or the H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM and/or the H Shareholders Class Meeting. Shareholders who intend to attend the EGM and/or the H Shareholders Class Meeting in person or by proxy should complete, sign and return the enclosed reply slip(s) in accordance with the instructions printed thereon on or before Thursday, 26 March 2020.

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of shareholders at a general meeting must be taken by poll. All resolutions at the EGM and the Class Meetings will be taken by way of poll. An announcement on the poll results will be published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) respectively by the Company after the EGM and the Class Meetings in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the EGM and the H Shareholders Class Meeting as set out in the notices of the EGM and the H Shareholders Class Meeting.

Yours faithfully,
By order of the Board
Beijing Digital Telecom Co., Ltd.
Liu Donghai
Chairman



北京迪信通商貿股份有限公司
Beijing Digital Telecom Co., Ltd.

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

(Stock Code: 6188)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2020

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2020 (the “EGM”) of Beijing Digital Telecom Co., Ltd. (the “Company”) will be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC, on Wednesday, 15 April 2020 at 2:00 p.m. to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

- (1) To consider and approve the resolution on proposed revision to the business scope of the Company.
- (2) To consider and approve the resolution on proposed amendments to the rules of procedures of Shareholders' Meetings.

SPECIAL RESOLUTION

- (1) To consider and approve the resolution on proposed amendments to the Articles of Association.

By order of the Board
Beijing Digital Telecom Co., Ltd.
Liu Donghai
Chairman

Beijing, the PRC
28 February 2020

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2020

Notes:

1. Holders of the Company's H shares ("**H Shares**") and domestic shares ("**Domestic Shares**") whose names appear on the register of members of the Company on Wednesday, 15 April 2020 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Monday, 16 March 2020 to Wednesday, 15 April 2020 (both days inclusive), during which period no transfer of H Shares will be effected. In order to be eligible to attend and vote at the EGM, any holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 13 March 2020.
2. Shareholders who intend to attend the EGM in person or by proxy should complete and sign the reply slip accompanying the notice of the EGM and return it to the Company's H Share registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Thursday, 26 March 2020 (applicable to holders of H Shares), or to the address of the company secretary of the Company (the "**Company Secretary**") on or before Thursday, 26 March 2020 (applicable to holders of Domestic Shares) by hand, by post or by fax. Completion and return of the reply slip do not affect the right of a Shareholder to attend the EGM. However, failure to return the reply slip may result in adjournment of the EGM, if the number of shares carrying the right to vote represented by the Shareholders proposing to attend the EGM by reply slip does not exceed half of the total number of shares of the Company carrying the right to vote at the EGM.
3. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a shareholder of the Company. Shareholders who wish to appoint proxies should first read the circular with respect to the first extraordinary general meeting in 2020 of the Company, which was despatched to Shareholders on 28 February 2020.
4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or at the address of the Company Secretary (for holders of Domestic Shares) not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:00 p.m. on Tuesday, 14 April 2020) or any adjournment thereof (as the case may be). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other documents of authority shall be deposited together with the instrument appointing the proxy at the same time at the Company's H Share registrar or the address of the Company Secretary (as may be applicable).

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2020

5. Shareholders or their proxies are required to produce their identification documents when attending the EGM.

6. Miscellaneous

i. It is expected that the EGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

ii. The address of the Company Secretary:

Company Secretary

4/F, C Yi'an Business Building
18 Building, Yi'an Jiayuan, Beiwa West
Haidian District, Beijing
the PRC

Tel: (010) 6873 3818

Fax: (010) 6873 3816

Contact person: Ms. Li Dongmei

iii. The address of the Company's H Share registrar:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for lodging share transfers)

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for deposit of reply slip or proxy form)

Tel: (852) 2862 8555

Fax: (852) 2865 0990



北京迪信通商貿股份有限公司
Beijing Digital Telecom Co., Ltd.

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

(Stock Code: 6188)

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2020

NOTICE IS HEREBY GIVEN that the first H shareholders class meeting in 2020 (the “**H Shareholders Class Meeting**”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) will be held immediately following the first extraordinary general meeting in 2020 of the Company and the first domestic shareholders class meeting in 2020 of the Company at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Wednesday, 15 April 2020 to consider and, if thought fit, pass the following resolution:

SPECIAL RESOLUTION

- (1) To consider and approve the resolution on proposed amendments to the Articles of Association.

By order of the Board
Beijing Digital Telecom Co., Ltd.
Liu Donghai
Chairman

Beijing, the PRC
28 February 2020

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2020

Notes:

1. Holders of the Company's H shares ("**H Shares**") whose names appear on the register of members of the Company on Wednesday, 15 April 2020 are entitled to attend and vote at the H Shareholders Class Meeting. The register of members of the Company will be closed from Monday, 16 March 2020 to Wednesday, 15 April 2020 (both days inclusive), during which period no transfer of H Shares will be effected. In order to be eligible to attend and vote at the H Shareholders Class Meeting, any holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 13 March 2020.
2. Shareholders who intend to attend the H Shareholders Class Meeting in person or by proxy should complete and sign the reply slip accompanying the notice of the H Shareholders Class Meeting and return it to the Company's H Share registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Thursday, 26 March 2020 by hand, by post or by fax. Completion and return of the reply slip do not affect the right of a Shareholder to attend the H Shareholders Class Meeting. However, failure to return the reply slip may result in adjournment of the H Shareholders Class Meeting, if the number of shares carrying the right to vote represented by the Shareholders proposing to attend the H Shareholders Class Meeting by reply slip does not exceed half of the total number of shares of the Company carrying the right to vote at the H Shareholders Class Meeting.
3. Any shareholder of the Company entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a shareholder of the Company. Shareholders who wish to appoint proxies should first read the circular with respect to the first H Shareholders Class Meeting in 2020 of the Company, which was despatched to Shareholders on 28 February 2020.
4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the H Shareholders Class Meeting or any adjournment thereof (as the case may be). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other documents of authority shall be deposited together with the instrument appointing the proxy at the same time at the Company's H Share registrar.
5. Shareholders or their proxies are required to produce their identification documents when attending the H Shareholders Class Meeting.

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2020

6. Miscellaneous

- i. It is expected that the H Shareholders Class Meeting will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

- ii. The address of the Company Secretary:

Company Secretary

4/F, C Yi'an Business Building
18 Building Yi'an Jiayuan, Beiwa West
Haidian District, Beijing
the PRC

Tel: (010) 6873 3818

Fax: (010) 6873 3816

Contact person: Ms. Li Dongmei

- iii. The address of the Company's H Share registrar:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for lodging share transfers)

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for deposit of reply slip or proxy form)

Tel: (852) 2862 8555

Fax: (852) 2865 0990

**Explanation Table of the Proposed Amendments to the Rules of Procedures of
Shareholders' Meetings of Beijing Digital Telecom Co., Ltd.**

Number	Original Article	Amended Article	Main Basis of Amendments
1.	<p>Article 5 The Company shall convene an extraordinary general meeting within 2 months following the date of occurrence of any of the following circumstances:</p> <p>(1) when the number of directors is less than the quorum;</p> <p>(2) when the Company fails to recover the loss amounting to over one third of the share capital;</p> <p>(3) when shareholder(s) severally or jointly holding 10% or more of the Company's shares request(s) in writing;</p> <p>(4) when deemed necessary by the Board of Directors to call an extraordinary general meeting;</p> <p>(5) when the Board of Supervisors motions to call an extraordinary general meeting;</p> <p>(6) other circumstances required by laws, administrative regulations, departmental regulations or the Articles of Association.</p>	<p>Article 5 The Company shall convene an extraordinary general meeting within 2 months following the date of occurrence of any of the following circumstances:</p> <p>(1) <u>when the number of directors is less than that required by the Company Law or is less than two thirds of the number required by the Articles of Association when the number of directors is less than the quorum;</u></p> <p>(2) when the Company fails to recover the loss amounting to over one third of the share capital;</p> <p>(3) <u>when shareholder(s) severally or jointly holding 10% or more of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting when shareholder(s) severally or jointly holding 10% or more of the Company's shares request(s) in writing;</u></p> <p>(4) when deemed necessary by the Board of Directors to call an extraordinary general meeting;</p> <p>(5) when the Board of Supervisors motions to call an extraordinary general meeting;</p> <p>(6) other circumstances required by laws, administrative regulations, departmental regulations or the Articles of Association.</p>	Amended in accordance with the Articles of Association.

Number	Original Article	Amended Article	Main Basis of Amendments
2.	<p>Article 15 The convener shall notify every shareholder in no less than 20 days prior to the date of the annual general meeting, and 15 days in the case of convening an extraordinary general meeting.</p>	<p>Article 15 <u>When the Company convenes the annual general meeting, a written notice shall be issued in no less than 20 business days prior to the date of the meeting to notify all the shareholders recorded in the register of shareholders with respect to the matters to be considered as well as the date and location of the meeting; in the case of an extraordinary general meeting, the written notice shall be issued in no less than 10 business days or 15 days, whichever is earlier, prior to the date of the meeting. The convener shall notify every shareholder in no less than 20 days prior to the date of the meeting, and 15 days in the case of convening an extraordinary general meeting.</u></p> <p><u>In the case that the relevant rules of the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed require the Company to send out, mail, deliver, distribute, announce or by other means provide relevant documents of the Company in both Chinese and English language, if the Company has made proper arrangement to determine whether its shareholders wish to receive either the English version or the Chinese version only, the Company may, within the scope permitted by the applicable laws and regulations and according to such applicable laws and regulations, send to the relevant shareholders the English version or the Chinese version only (in accordance with the wishes as stated by the shareholders) of the communications of the Company, including but not limited to notices of general meetings, circulars to shareholders, annual reports, interim reports and quarterly reports.</u></p>	Same as the basis for amendments to item 1.

Number	Original Article	Amended Article	Main Basis of Amendments
		<p><u>Subject to compliance with the applicable laws and regulations and the rules of the stock exchange on which the shares of the Company are listed, the notice may be made available by issuance at the website of the Hong Kong Stock Exchange or publication on one or more designated newspapers for holders of overseas-listed shares listed in Hong Kong. Upon such announcement, the notice of the relevant general meeting shall be deemed to have been received by the holders of overseas-listed shares listed in Hong Kong.</u></p> <p><u>Unless otherwise provided in the Articles of Association, the notice of general meeting shall be served on each shareholder (whether or not entitled to vote at the meeting) by personal delivery or prepaid mail to their addresses recorded in the register of shareholders. For the holders of domestic shares, the notice of the general meeting may also be issued by way of an announcement.</u></p> <p><u>The announcement as referred to on the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory authorities of the State Council based on the time limit for notification of the general meetings as stipulated in the Articles of Association. Upon publication of such announcements, the holders of domestic shares shall be deemed to have received the notice of general meeting.</u></p>	

Number	Original Article	Amended Article	Main Basis of Amendments
3.	<p>Article 16 The notice of Shareholders' Meeting includes:</p> <p>(1) time, place and duration of the meeting;</p> <p>(2) matters and motions submitted for consideration and approval at the meeting;</p> <p>(3) a clear statement that all shareholders are entitled to attend and vote at the Shareholders' Meeting, and to appoint proxies in writing to attend and vote on their behalf, and that a proxy needs not be a shareholder;</p> <p>(4) the date on which the equity interests of shareholders entitled to attend the Shareholders' Meeting are registered (the "Record Date");</p> <p>(5) name and telephone number of the permanent contact of the meeting.</p> <p>The interval between the Record Date and the date of the meeting shall not exceed 7 working days. The record date shall not be changed upon confirmation.</p> <p>Any notice and supplementary notice of Shareholders' Meetings shall sufficiently and completely disclose all the details of all proposals as well as all the information or explanations necessary for reasonable judgements by shareholders on the matters proposed to be discussed. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</p>	<p>Article 16 The notice of shareholders' meeting <u>shall be in compliance with the following requirements includes:</u></p> <p>(1) time, place and duration of the meeting;</p> <p>(2) matters and motions submitted for consideration and approval at the meeting;</p> <p>(3) a clear statement that all shareholders are entitled to attend and vote at the Shareholders' Meeting, and to appoint proxies in writing to attend and vote on his behalf, and that a proxy need not be a shareholder;</p> <p>(4) the date on which the equity interests of shareholders entitled to attend the Shareholders' Meeting were registered (the "Record Date");</p> <p>(5) name and telephone number of permanent contact of the meeting.</p> <p><u>(1) be in writing;</u></p> <p><u>(2) specify the place, date and time of the meeting;</u></p> <p><u>(3) describe matters for consideration at the meeting;</u></p> <p><u>(4) provide such necessary information and explanations for shareholders to make informed decisions on the matters to be considered. Without limitation to the generality of the foregoing, where a proposal is made with respect to the merger of the Company with another company, the repurchase of shares, the restructuring of share capital or restructuring in any other manner, the conditions of the proposed transaction shall be provided in detail along with copies of the proposed agreement, if any, and the reason(s) and effect of such proposal must be properly explained;</u></p>	Same as the basis for amendments to item 1.

Number	Original Article	Amended Article	Main Basis of Amendments
		<p><u>(5) disclose the nature and extent of the material interests of any director, supervisor, general manager, or other senior management in the matters for consideration, and the effect of such matters in their capacity as shareholders to the extent that it is different from the effect on the interests of other shareholders of the same class;</u></p> <p><u>(6) contain the full text of any special resolution proposed to be passed at the meeting;</u></p> <p><u>(7) state clearly that a shareholder entitled to attend and vote at the meeting are entitled to appoint one or more proxies to attend and vote on his/her behalf, and that a proxy needs not be a shareholder;</u></p> <p><u>(8) specify the time and place for delivering proxy forms for the meeting.</u></p> <p>The interval between the record date and the date of the meeting shall not exceed 7 working days. The record date shall not be changed upon confirmation.</p> <p>Any notice and supplementary notice of shareholders' meetings shall sufficiently and completely disclose all the details of all proposals as well as all the information or explanations necessary for reasonable judgements by shareholders on the matters proposed to be discussed. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
4.	<p>Article 17 In the event that matters involving the election of directors and supervisors are to be considered at the Shareholders' Meeting, the notice of such Shareholders' Meeting shall fully disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following:</p> <p>(1) personal particulars including education background, working experience and any part-time job;</p> <p>(2) whether there is any connected relationship with the Company or its controlling shareholders and de facto controller;</p> <p>(3) disclosure of shareholdings in the Company;</p> <p>(4) whether they have been penalized by the CSRC or other related authorities or reprimanded by any stock exchange.</p> <p>Apart from directors and supervisors elected through the cumulative voting system, each candidate of director or supervisor shall be individually proposed.</p>	<p>Article 17 In the event that matters involving the election of directors and supervisors are to be considered at the Shareholders' Meeting, the notice of such Shareholders' Meeting shall fully disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following:</p> <p>(1) personal particulars including education background, working experience and any part-time job;</p> <p>(2) whether there is any connected relationship with the Company or its controlling shareholders and de facto controller;</p> <p>(3) disclosure of shareholdings in the Company;</p> <p>(4) Whether they have been penalized by the CSRC or other related authorities or reprimanded by any stock exchange.</p> <p>Apart from directors and supervisors elected through the cumulative voting system, Each candidate of director or supervisor shall be individually proposed.</p>	Amended according to the need for corporate governance practice.

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>The ways and procedures for nominating directors and supervisors are:</p> <p>Candidates for directors of the first session of the board of directors and candidates for the first session of the supervisory committee of the Company are nominated by promoters. The ways and procedures for nominating directors and supervisors for other sessions are:</p> <p>(1) when a re-election of the board of directors or a by-election of director for the incumbent board of directors takes place, the incumbent board of directors and shareholders individually or collectively holding over 3% of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of director for the next session of the board of directors or candidates for by-election as director who are not staff representatives;</p> <p>(2) when a re-election of the supervisory committee or a by-election of supervisor for the incumbent supervisory committee takes place, the incumbent supervisory committee and shareholders individually or collectively holding over 3% of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of supervisor for the next session of the supervisory committee or candidates by-election as of supervisor who are not staff representatives;</p> <p>(3) the shareholders shall provide the board of directors with the biographical details and basic particulars of the nominated candidates for the position of director or supervisor. The incumbent board of directors shall conduct a review on qualifications. Upon review, the qualified candidates will be submitted to the Shareholders' Meeting for election;</p>	<p>The ways and procedures for nominating directors and supervisors are:</p> <p>Candidates for directors of the first session of the board of directors and candidates for the first session of the supervisory committee of the Company are nominated by promoters. The ways and procedures for nominating directors and supervisors for other sessions are:</p> <p>(1) when a re-election of the board of directors or a by-election of director for the incumbent board of directors takes place, the incumbent board of directors and shareholders individually or collectively holding over 3% of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of director for the next session of the board of directors or candidates for by-election as director who are not staff representatives;</p> <p>(2) when a re-election of the supervisory committee or a by-election of supervisor for the incumbent supervisory committee takes place, the incumbent supervisory committee and shareholders individually or collectively holding over 3% of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of supervisor for the next session of the supervisory committee or candidates by-election as of supervisor who are not staff representatives;</p> <p>(3) the shareholders shall provide the board of directors with the biographical details and basic particulars of the nominated candidates for the position of director or supervisor. The incumbent board of directors shall conduct a review on qualifications. Upon review, the qualified candidates shall be submitted to the Shareholders' Meeting for election;</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(4) At the request of the Company, the candidates for the position of director or supervisor shall undertake to the Company in written form the followings, including but not limited to, agreeing to accept the nomination, undertaking that their personal information submitted is true and complete, and that they will duly perform their duties upon successful election.</p> <p>When election of the directors and supervisors is voted at the general meeting, the cumulative voting system can be applied in accordance with the provisions of the Articles of Association or the resolution of the general meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means that each share shall have the same voting right as the number of directors or supervisors to be elected, when election of directors or supervisors is voted at the general meeting. The voting right held by shareholders may be used collectively. The board of directors shall state the biographical details and basic particulars of the candidates for directors and supervisors to the shareholders.</p>	<p>(4) At the request of the Company, the candidates for the position of director or supervisor shall undertake to the Company in written form the followings, including but not limited to, agreeing to accept the nomination, undertaking that their personal information submitted is true and complete, and that they will duly perform their duties upon successful election.</p> <p>When election of the directors and supervisors is voted at the general meeting, the cumulative voting system can be applied in accordance with the provisions of the Articles of Association or the resolution of the general meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means that each share shall have the same voting right as the number of directors or supervisors to be elected, when election of directors or supervisors is voted at the general meeting. The voting right held by shareholders may be used collectively. The board of directors shall state the biographical details and basic particulars of the candidates for directors and supervisors to the shareholders.</p>	

**APPENDIX I EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE RULES OF PROCEDURES OF SHAREHOLDERS' MEETINGS**

Number	Original Article	Amended Article	Main Basis of Amendments
5.	<p>Article 37 Matters included into the agenda shall all be passed through voting by way of open ballot at the general meetings. Shareholders (including their proxies) shall exercise their voting rights in accordance with the number of their shares carrying the voting rights and each share shall have one vote, except for the case of cumulative voting system.</p> <p>Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of shares carrying voting rights represented by shareholders or proxies present at a general meeting. The board of directors, independent directors and shareholders who satisfy the conditions under relevant regulations may publicly solicit voting rights from the shareholders. Solicitation of voting rights shall be conducted free of charge and information shall be fully disclosed to the shareholders.</p>	<p>Article 37 Matters included into the agenda shall all be passed through voting by way of open ballot at the general meetings. Shareholders (including their proxies) shall exercise their voting rights in accordance with the number of their shares carrying the voting rights and each share shall have one vote; except for the case of cumulative voting system.</p> <p>Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of shares carrying voting rights represented by shareholders or proxies present at a general meeting. The board of directors, independent directors and shareholders who satisfy the conditions under relevant regulations may publicly solicit voting rights from the shareholders. Solicitation of voting rights shall be conducted free of charge and information shall be fully disclosed to the shareholders.</p>	Same as the basis for amendments to item 4.
6.	<p>Article 44 The list of candidates for directors and supervisors shall be submitted to the general meeting for voting by way of proposal. For election of directors and supervisors, upon the approval of ordinary resolutions at the general meeting, the election may adopt the cumulative voting system.</p>	<p>Article 44 The list of candidates for directors and supervisors shall be submitted to the general meeting for voting by way of proposal. For election of directors and supervisors, upon the approval of ordinary resolutions at the general meeting, the election may adopt the cumulative voting system.</p>	Same as the basis for amendments to item 4.
7.	<p>Article 46 In addition to the cumulative voting system, the general meeting shall resolve on all the proposals separately. Where there are several proposals for the same matter, such proposals shall be resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolutions can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused to vote at the general meeting.</p>	<p>Article 46 In addition to the cumulative voting system, The general meeting shall resolve on all the proposals separately. Where there are several proposals for the same matter, such proposals shall be resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolutions can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused to vote at the general meeting.</p>	Same as the basis for amendments to item 4.
8.	Nil	<p>Article 68 <u>Matters not specified in these Rules shall be implemented in accordance with the provisions of the Articles of Association.</u></p>	The Rules of Procedures of Shareholders' Meetings needs further improvement.
9.	<p>Article 68 The board of directors of the Company are responsible for the interpretation of these Rules.</p>	<p>Article 689 The board of directors of the Company are responsible for the interpretation of these Rules.</p>	Number to be deferred.

APPENDIX II	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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**Explanation Table of the Proposed Amendments to the Articles of Association of
Beijing Digital Telecom Co., Ltd.**

Number	Original Article	Amended Article	Main Basis of Amendments
1	<p>Article 1 To safeguard the legitimate rights and interests of Beijing Digital Telecom Co., Ltd. (hereinafter referred to as the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Company has formulated the Articles of Association in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Document for Supplementary Modification Proposal on Articles of Association of Companies Listed in Hong Kong and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant requirements under the laws and regulations.</p>	<p>Article 1 To safeguard the legitimate rights and interests of Beijing Digital Telecom Co., Ltd. (hereinafter referred to as the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Company has formulated the Articles of Association in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), <u>the Reply of the State Council on the Adjustment of the Notice Period of Shareholders’ Meetings and Other Matters Applicable to Overseas Listed Companies</u>, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Document for Supplementary Modification Proposal on Articles of Association of Companies Listed in Hong Kong and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant requirements under the laws and regulations.</p>	<p>In October 2019, the State Council issued the Reply of the State Council on the Adjustment of the Notice Period of Shareholders’ Meetings and Other Matters Applicable to Overseas Listed Companies, which states that “the requirements on the notice period of Shareholders’ Meetings, shareholders’ proposal right and convening procedures for joint stock limited companies incorporated in China and listed overseas shall be governed by the relevant provisions under the Company Law of the People’s Republic of China, instead of the provisions under the Articles 20 to 22 of the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies”.</p>

Number	Original Article	Amended Article	Main Basis of Amendments
2.	<p>Article 2 The Company is a joint stock company with limited liability established in accordance with the Company Law, the Special Regulations and other relevant laws and regulations of China. The establishment of the Company is approved by “Jing Shang Wu Zi Zi [2009] No. 758” issued by Beijing Municipal Commission of Commerce. It is registered with and was granted a business licence by Beijing Administration Bureau of Industry and Commerce on 28 December 2009. The Company’s business licence number is: 110108002727434.</p> <p>The promoters of the Company are: Digital Science & Technology Group Limited, Beijing Di Er Tong Consulting Company Limited, Beijing Rong Feng Tai Management and Consulting Company Limited, 3i Infocomm Limited, CDH Mobile (HK) Limited and Crown Flame Investment Limited.</p>	<p>Article 2 The Company is a joint stock company with limited liability established in accordance with the Company Law, the Special Regulations and other relevant laws and regulations of China. The establishment of the Company is approved by “Jing Shang Wu Zi Zi [2009] No. 758” issued by Beijing Municipal Commission of Commerce. It iswas registered with and was granted a business licence by Beijing Administration Bureau of Industry and Commerce on 28 December 2009. The Company’s business licence number is: 110108002727434The existing unified social credibility code of the Company’s business licence is 911100008029439243.</p> <p>The promoters of the Company are: Digital Science & Technology Group Limited, Beijing Di Er Tong Consulting Company Limited, Beijing Rong Feng Tai Management and Consulting Company Limited, 3i Infocomm Limited, CDH Mobile (HK) Limited and Crown Flame Investment Limited.</p>	The Company’s registration information has been changed.

Number	Original Article	Amended Article	Main Basis of Amendments
3.	<p>Article 8 These Articles of Association shall not be effective without the approval by special resolution of shareholders at the Shareholders' Meeting and shall become effective on the date on which the overseas-listed foreign shares, upon approval by relevant competent authority of the PRC, are listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Stock Exchange") and shall replace the Articles of Association originally registered with the Administration for Industry and Commerce.</p> <p>These Articles of Association shall be a legally binding public document that regulates the Company's organization and activities, the rights and obligations between the Company and its shareholders as well as among the shareholders once it goes into effect.</p>	<p>Article 8 These Articles of Association shall not be effective without the approval by special resolution of shareholders at the Shareholders' Meeting and shall become effective on the date on which the overseas-listed foreign shares, upon approval by relevant competent authority of the PRC, are listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Stock Exchange") and shall replace the Articles of Association originally registered with the Administration for Industry and Commerce <u>company registration authority</u>.</p> <p>These Articles of Association shall be a legally binding public document that regulates the Company's organization and activities, the rights and obligations between the Company and its shareholders as well as among the shareholders once it goes into effect.</p>	<p>The government is undertaking reform and has ceased to use "Administration for Industry and Commerce" or similar expressions.</p>

Number	Original Article	Amended Article	Main Basis of Amendments
4.	<p>Article 13 The business scope of the Company is subject to the scope approved by the company registration authority.</p> <p>Scope of business: wholesale and retail of telecommunications devices, mobile telecommunications products, metal materials, office equipment, computers and peripherals, instruments; mobile phone repair services; technology consultancy and technical services.</p> <p>The Company may change its business scope and amend these Articles of Association in accordance with law upon registration of change with the Administration for Industry and Commerce and with the approval of shareholders at the Shareholders' Meeting.</p>	<p>Article 13 The business scope of the Company is subject to the scope approved by the company registration authority.</p> <p>Scope of business: wholesale and retail of telecommunications devices, mobile telecommunications products <u>electronic products</u>, metal materials, office equipment, computers and peripherals, instruments, <u>software and ancillary equipment, labour protection gears, office supplies, daily necessities, household appliances, timepieces, bags and suitcases, garment, shoes and hats, lighting equipment (with no physical store operation), gifts, cosmetics, infant products, toys, musical instruments, category-1, category-2 and category-3 medical equipment, healthcare products and food</u>; mobile phone repair services; technology consultancy and technical services, <u>technology development and technology transfer; import and export of goods and technology; and software development.</u></p> <p>The Company may change its business scope and amend these Articles of Association in accordance with law upon registration of change with Administration for Industry and Commerce <u>company registration authority</u> and with the approval of shareholders at the Shareholders' Meeting.</p>	<p>(1) The Company intends to adjust its business scope.</p> <p>(2) Same as the basis for amendments to item 3.</p>

Number	Original Article	Amended Article	Main Basis of Amendments
5.	<p>Article 18 Domestic shares refer to the shares denominated in Renminbi issued by the Company to domestic investors. Foreign shares refer to the shares denominated in foreign currencies issued by the Company to overseas investors and the shares held by foreign investors. Those foreign shares listed overseas are referred to as overseas-listed foreign shares (of which those listed in Hong Kong can be referred to as H shares), and those foreign shares (unlisted overseas) are referred to as non-listed foreign shares.</p> <p>Unless otherwise specified in these Articles of Association, holders of domestic shares and foreign shares are both holders of ordinary shares and shall have the same rights and obligations.</p>	<p>Article 18 Domestic shares refer to the shares denominated in Renminbi issued by the Company to domestic investors. Foreign shares refer to the shares denominated in foreign currencies issued by the Company to overseas investors and the shares held by foreign investors. Those <u>shares issued by the Company and listed overseas (including foreign shares listed overseas and domestic shares approved by the securities regulatory authorities of the State Council and overseas securities exchange to list overseas)</u> are referred to as overseas-listed foreign shares (of which those listed in Hong Kong can be referred to as H shares), and those foreign shares (unlisted overseas) are referred to as non-listed foreign shares.</p> <p>Unless otherwise specified in these Articles of Association, holders of domestic shares and holders of foreign shares are both holders of ordinary shares and shall have the same rights and obligations.</p>	<p>In November 2019, the China Securities Regulatory Commission issued the Guidelines for the “Full Circulation” Application for Domestic Unlisted Shares of H-share Listed Companies, pursuant to which the “Full Circulation” reform of H shares has taken place on a comprehensive scale. The Company plans to make appropriate arrangement for the application of “Full Circulation” of its H shares.</p>

Number	Original Article	Amended Article	Main Basis of Amendments																																																								
6.	<p>Article 20 The total number of ordinary shares issued by the Company is 732,460,400 shares, comprising 337,700,000 domestic shares and 394,760,400 H shares. The following is the shareholding structure of the Company:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Shareholders</th> <th>Number of shares held</th> <th>Percentage of shareholding</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Digital Science & Technology Group Limited</td> <td>211,400,000</td> <td>28.86%</td> </tr> <tr> <td>2</td> <td>Beijing Di Er Tong Consulting Company Limited</td> <td>101,300,000</td> <td>13.83%</td> </tr> <tr> <td>3</td> <td>Chengmai Dixin Changqing Investment Centre (Limited Partnership)</td> <td>17,500,000</td> <td>2.39%</td> </tr> <tr> <td>4</td> <td>Beijing Rong Feng Tai Management and Consulting Company Limited</td> <td>7,500,000</td> <td>1.02%</td> </tr> <tr> <td>5</td> <td>Other holders of foreign shares (H Share)</td> <td>394,760,400</td> <td>53.90%</td> </tr> <tr> <td colspan="2">Total</td> <td>732,460,400</td> <td>100%</td> </tr> </tbody> </table>	No.	Shareholders	Number of shares held	Percentage of shareholding	1	Digital Science & Technology Group Limited	211,400,000	28.86%	2	Beijing Di Er Tong Consulting Company Limited	101,300,000	13.83%	3	Chengmai Dixin Changqing Investment Centre (Limited Partnership)	17,500,000	2.39%	4	Beijing Rong Feng Tai Management and Consulting Company Limited	7,500,000	1.02%	5	Other holders of foreign shares (H Share)	394,760,400	53.90%	Total		732,460,400	100%	<p>Article 20 The total number of ordinary shares issued by the Company is 732,460,400 shares, comprising 337,700,000 domestic shares and 394,760,400 H foreign shares. The following is the shareholding structure of the Company:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Shareholders</th> <th>Number of shares held</th> <th>Percentage of shareholding</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Digital Science & Technology Group Limited</td> <td>211,400,000</td> <td>28.86%</td> </tr> <tr> <td>2</td> <td>Beijing Di Er Tong Consulting Company Limited</td> <td>101,300,000</td> <td>13.83%</td> </tr> <tr> <td>3</td> <td>Chengmai Dixin Changqing Investment Centre (Limited Partnership)</td> <td>17,500,000</td> <td>2.39%</td> </tr> <tr> <td>4</td> <td>Beijing Rong Feng Tai Management and Consulting Company Limited</td> <td>7,500,000</td> <td>1.02%</td> </tr> <tr> <td>5</td> <td>Other holders of foreign shares (H Share)</td> <td>394,760,400</td> <td>53.90%</td> </tr> <tr> <td colspan="2">Total</td> <td>732,460,400</td> <td>100%</td> </tr> </tbody> </table>	No.	Shareholders	Number of shares held	Percentage of shareholding	1	Digital Science & Technology Group Limited	211,400,000	28.86%	2	Beijing Di Er Tong Consulting Company Limited	101,300,000	13.83%	3	Chengmai Dixin Changqing Investment Centre (Limited Partnership)	17,500,000	2.39%	4	Beijing Rong Feng Tai Management and Consulting Company Limited	7,500,000	1.02%	5	Other holders of foreign shares (H Share)	394,760,400	53.90%	Total		732,460,400	100%	Same as the basis for amendments to item 5.
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Number	Original Article	Amended Article	Main Basis of Amendments
7.	<p data-bbox="359 293 732 491">Article 21 Subject to approval by the securities regulatory authorities of the State Council of the plans of the Company to issue overseas-listed foreign shares or domestic shares, and after the authorization by shareholders at a general meeting, the Board of the Company may arrange for separate issuance of shares.</p> <p data-bbox="359 523 732 697">The Company is entitled to implement its respective plans to issue overseas-listed foreign shares or domestic shares pursuant to the preceding paragraph within 15 months after the approval date by the securities regulatory authorities of the State Council.</p> <p data-bbox="359 729 732 976">The shareholders holding unlisted shares of the Company may trade their shares overseas after obtaining relevant approvals from the securities regulatory authorities of the State Council. Such trading on the overseas securities exchange shall comply with relevant overseas regulatory procedures, regulations and requirements. No class shareholders' meeting is required for the trading of abovementioned shares on overseas securities.</p>	<p data-bbox="748 293 1121 491">Article 21 Subject to approval by the securities regulatory authorities of the State Council of the plans of the Company to issue overseas-listed foreign shares or domestic shares, and after the authorization by shareholders at a general meeting, the Board of the Company may arrange for separate issuance of shares.</p> <p data-bbox="748 523 1121 697">The Company is entitled to implement its respective plans to issue overseas-listed foreign shares or domestic shares pursuant to the preceding paragraph within 15 months after the approval date by the securities regulatory authorities of the State Council.</p> <p data-bbox="748 729 1121 1002">The shareholders holding unlisted shares of the Company may trade their shares overseas after obtaining relevant approvals from the securities regulatory authorities of the State Council. Such trading on the overseas securities exchange shall comply with relevant overseas regulatory procedures, regulations and requirements. No <u>Shareholders' Meeting</u> or class shareholders' meeting is required for the trading of abovementioned shares on overseas securities.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
8.	<p>Article 32 The Company may repurchase its shares upon the approval by relevant competent authorities of China and according to the procedures set forth in these Articles of Association under the circumstances below:</p> <p>(1) cancellation of shares for the purpose of reducing its capital;</p> <p>(2) merging with other companies that hold shares in the Company;</p> <p>(3) awarding shares to the employees of the Company;</p> <p>(4) shareholders objecting to resolutions of the general meeting of shareholders concerning merger or division of the Company, requiring the Company to buy their shares.</p> <p>(5) Other circumstances as permitted by relevant laws and administrative regulations and the securities regulatory authorities of the place where the shares of the Company are listed.</p> <p>Repurchase of the Company's shares for reasons set out in Clauses (1) to (3) of this Article shall be subject to resolution at a general meeting of shareholders. After the Company has repurchased its shares in accordance with Clause (1) of this Article, such shares shall be cancelled within 10 days after repurchase, or shall be transferred or cancelled within 6 months in the circumstances set out in Clauses (2) and (4). Shares repurchased by the Company in accordance with Clause (3) of this Article shall not exceed 5% of the total shares issued by the Company; and the shares repurchased shall be transferred to employees within one year; the repurchase cost shall be covered by the after-tax profit of the Company.</p>	<p>Article 32 The Company may repurchase its shares upon the approval by relevant competent authorities of China and according to the procedures set forth in these Articles of Association under the circumstances below:</p> <p>(1) cancellation of shares for the purpose of reducing its capital;</p> <p>(2) merging with other companies that hold shares in the Company;</p> <p>(3) awarding shares to the employees of the Company;</p> <p>(4) shareholders objecting to resolutions of the general meeting of shareholders concerning merger or division of the Company, requiring the Company to buy their shares.</p> <p>(5)(3) Other circumstances as permitted by relevant laws and administrative regulations and the securities regulatory authorities of the place where the shares of the Company are listed.</p> <p>Repurchase of the Company's shares for reasons set out in Clauses (1) to (3) of this Article shall be subject to resolution at a general meeting of shareholders. After the Company has repurchased its shares in accordance with Clause (1) of this Article, such shares shall be cancelled within 10 days after repurchase, or shall be transferred or cancelled within 6 months in the circumstances set out in Clauses (2) and (4). Shares repurchased by the Company in accordance with Clause (3) of this Article shall not exceed 5% of the total shares issued by the Company; and the shares repurchased shall be transferred to employees within one year; the repurchase cost shall be covered by the after-tax profit of the Company.</p>	<p>Amendments were made to the revision of the Company Law of the People's Republic of China on adjusting the excluded situations in companies acquiring their own shares and the requirements of 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》), by taking into account the Decision by the Standing Committee of the National People's Congress Regarding the Amendments to the Company Law of the People's Republic of China (《全國人民代表大會常務委員會關於修改〈中華人民共和國公司法〉的決定》) issued in October 2018.</p>

Number	Original Article	Amended Article	Main Basis of Amendments
9.	<p data-bbox="360 293 730 491">Article 35 After the Company repurchases shares in accordance with law, it shall cancel or transfer such shares within the period specified by laws and administrative regulations, and shall apply to the Administration for Industry and Commerce for change in registered capital or shareholding and make announcement accordingly.</p> <p data-bbox="360 523 730 597">The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>	<p data-bbox="750 293 1120 519">Article 35 After the Company repurchases shares in accordance with law, it shall cancel or transfer such shares within the period specified by laws and administrative regulations, and shall apply to Administration for Industry and Commerce <u>company registration authority</u> for change in registered capital or shareholding and make announcement accordingly.</p> <p data-bbox="750 551 1120 625">The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>	Same as the basis for amendments to item 3.

Number	Original Article	Amended Article	Main Basis of Amendments
10.	<p>Article 42 The Company shall have a register of shareholders to record the following matters:</p> <p>(1) the name (title), address (residence), occupation or nature of business of each shareholder;</p> <p>(2) the class and number of the shares of each holder;</p> <p>(3) the payment made or payable amount for the shares of each holder;</p> <p>(4) the certificate numbers of the shares of each holder;</p> <p>(5) the date on which each shareholder is entered in the register as a shareholder of the Company;</p> <p>(6) the date on which each shareholder ceases to be a shareholder of the Company.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>	<p>Article 42 The Company shall have a register of shareholders to record the following matters:</p> <p>(1) the name (title), address (residence), occupation or nature of business of each shareholder;</p> <p>(2) the class and number of the shares of each holder;</p> <p>(3) the payment made or payable amount for the shares of each holder;</p> <p>(4) the certificate numbers of the shares of each holder;</p> <p>(5) the date on which each shareholder is entered in the register as a shareholder of the Company;</p> <p>(6) the date on which each shareholder ceases to be a shareholder of the Company.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p> <p><u>Upon the approval by the securities regulatory authority under the State Council and the Hong Kong Stock Exchange, for domestic shares transferred into overseas-listed shares and listed and traded in the Hong Kong Stock Exchange, such shares after registration are registered in the Company's register of members in the name of HKSCC Nominees Limited and recorded in the Hong Kong Securities Clearing Company Limited's account system as China Securities Depository and Clearing (Hong Kong) Company Limited.</u></p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>Where two or more persons are registered as joint shareholders of any shares, they should be deemed as joint owners of relevant shares subject to the followings:</p> <p>(1) the Company does not have to register more than 4 persons as joint shareholders of any shares;</p> <p>(2) the joint shareholders shall, together or individually, pay the amounts payable for relevant shares;</p> <p>(3) if any of the joint shareholders dies, only the surviving joint shareholders may be deemed as holders of relevant share of the Company, but the Board of Directors is entitled to require the death certificate which it considers to be proper as regard to the amendment to the register of shareholders;</p> <p>(4) as regard to the joint shareholders for any share, only the person whose name is at the first place on the register of shareholders 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. The notice which is serviced on the above-mentioned person should be deemed to be serviced on all of the joint shareholders of relevant shares.</p>	<p>Where two or more persons are registered as joint shareholders of any shares, they should be deemed as joint owners of relevant shares subject to the followings:</p> <p>(1) the Company does not have to register more than 4 persons as joint shareholders of any shares;</p> <p>(2) the joint shareholders shall, together or individually, pay the amounts payable for relevant shares;</p> <p>(3) if any of the joint shareholders dies, only the surviving joint shareholders may be deemed as holders of relevant share(s) of the Company, but the Board of Directors is entitled to require the death certificate which it considers to be proper as regard to the amendment to the register of shareholders;</p> <p>(4) as regard to the joint shareholders for any share, only the person whose name is at the first place on the register of shareholders 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. The notice which is serviced on the above-mentioned person should be deemed to be serviced on all of the joint shareholders of relevant shares.</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
11.	<p data-bbox="360 293 730 519">Article 43 The Company may maintain the register of shareholders of overseas-listed foreign shares and appoint an overseas agent to manage the register of shareholders in accordance with the memorandum of understanding or agreement concluded with the securities regulatory authorities of the State Council and overseas securities regulatory authorities.</p> <p data-bbox="360 544 730 795">The original register of shareholders for foreign shares listed in Hong Kong shall be maintained in Hong Kong. A duplicate copy of the register of shareholders for the holders of overseas-listed foreign shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall at all times ensure consistency between the original and the duplicate copy of the register of shareholders of overseas-listed foreign shares.</p> <p data-bbox="360 821 730 949">In the event of any inconsistency between the original and the duplicate copy of the register of shareholders for overseas-listed foreign shares, the original register of shareholders shall prevail.</p>	<p data-bbox="750 293 1120 519">Article 43 The Company may maintain the register of shareholders of overseas-listed foreign shares and appoint an overseas agent to manage the register of shareholders in accordance with the memorandum of understanding or agreement concluded with the securities regulatory authorities of the State Council and overseas securities regulatory authorities.</p> <p data-bbox="750 544 1120 795">The original register of shareholders for foreign-overseas-listed shares listed in Hong Kong shall be maintained in Hong Kong. A duplicate copy of the register of shareholders for the holders of overseas-listed foreign shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall at all times ensure consistency between the original and the duplicate copy of the register of shareholders of overseas-listed foreign shares.</p> <p data-bbox="750 821 1120 949">In the event of any inconsistency between the original and the duplicate copy of the register of shareholders for overseas-listed foreign shares, the original register of shareholders shall prevail.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
12.	<p data-bbox="352 289 738 344">Article 44 The Company shall maintain a complete register of shareholders.</p> <p data-bbox="352 368 738 423">The register of shareholders shall include:</p> <p data-bbox="352 446 738 544">(1) the register of shareholders that is maintained at the Company's residence (other than those share registers described in Clause (2) and Clause (3) below);</p> <p data-bbox="352 549 738 668">(2) the register of shareholders in respect of the holders of overseas-listed foreign shares that is maintained in the same place as the overseas stock exchange on which the shares are listed;</p> <p data-bbox="352 672 738 772">(3) the registers of shareholders that are maintained in such other places as the Board of Directors may consider necessary for the purpose of listing the Company's shares.</p>	<p data-bbox="742 289 1128 344">Article 44 The Company shall maintain a complete register of shareholders.</p> <p data-bbox="742 368 1128 423">The register of shareholders shall include:</p> <p data-bbox="742 446 1128 544">(1) the register of shareholders that is maintained at the Company's residence (other than those share registers described in Clause (2) and Clause (3) below);</p> <p data-bbox="742 549 1128 668">(2) the register of shareholders in respect of the holders of overseas-listed foreign shares that is maintained in the same place as the overseas stock exchange on which the shares are listed;</p> <p data-bbox="742 672 1128 772">(3) the registers of shareholders that are maintained in such other places as the Board of Directors may consider necessary for the purpose of listing the Company's shares.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
13.	<p>Article 46 All overseas-listed foreign shares shall be transferred by instrument in writing in any usual or common form or any other form which the directors may approve. The instrument of transfer of any share may be signed by hand without seal. In the event that the transferor or transferee of the shares of the Company is a recognized clearing house defined by Hong Kong laws (hereinafter referred to as "Recognized Clearing House") or its agent, the instruments of transfer may be signed in mechanically-printed form.</p> <p>Fully paid overseas-listed foreign shares which are listed in Hong Kong may be freely transferred pursuant to these Articles of Association. However, unless the transfer complies with the following conditions, the Board of Directors may refuse the recognition of any transfer documents without stating any reasons therefor:</p> <p>(1) That transferring and other documents relating to or affecting the title to any registered securities shall be registered and the fee or fees levied pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange is/are paid to the Company;</p>	<p>Article 46 All overseas-listed foreign shares shall be transferred by instrument in writing in any usual or common form or any other form which the directors may approve. The instrument of transfer of any share may be signed by hand without seal. In the event that the transferor or transferee of the shares of the Company is a recognized clearing house defined by Hong Kong laws (hereinafter referred to as "Recognized Clearing House") or its agent, the instruments of transfer may be signed in mechanically-printed form.</p> <p>Fully paid overseas-listed foreign shares which are listed in Hong Kong may be freely transferred pursuant to these Articles of Association. However, unless the transfer complies with the following conditions, the Board of Directors may refuse the recognition of any transfer documents without stating any reasons therefor:</p> <p>(1) That transferring and other documents relating to or affecting the title to any registered securities shall be registered and the fee or fees levied pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange is/are paid to the Company;</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(2) The transferring documents relate only to the overseas-listed foreign shares listed in Hong Kong;</p> <p>(3) The stamp duty payable on the transferring documents had been paid;</p> <p>(4) The provision of the relevant share certificate(s) and the evidences for having the right to transfer stock be reasonably required by the board of directors;</p> <p>(5) If the stock is to be transferred to joint owners, the number of the joint owners shall not exceed four; and</p> <p>(6) The stock is free from all lien.</p> <p>If the Company refuses to register any transfer of shares, the Company shall within two months of formal application for the transfer provide the transferor and transferee with a notice of refusal to register such transfer.</p>	<p>(2) The transferring documents relate only to the overseas-listed foreign shares listed in Hong Kong;</p> <p>(3) The stamp duty payable on the transferring documents has been paid;</p> <p>(4) The provision of the relevant share certificate(s) and the evidences for having the right to transfer stock are reasonably required by the board of directors;</p> <p>(5) If the stock is to be transferred to joint owners, the number of the joint owners shall not exceed four; and</p> <p>(6) The stock is free from all lien.</p> <p>If the Company refuses to register any transfer of shares, the Company shall within two months of formal application for the transfer provide the transferor and transferee with a notice of refusal to register such transfer.</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
14.	<p>Article 49 Any holders of overseas-listed foreign shares may transfer by the standard form of transfer of the place of listing or the form of transfer signed or bearing machine printed signatures all or any part of his/her shares. Transfer of the shares held by holders of non-listed foreign shares is subject to the applicable laws and regulations of China.</p>	<p>Article 49 Any holders of overseas-listed foreign shares may transfer by the standard form of transfer of the place of listing or the form of transfer signed or bearing machine printed signatures all or any part of his/her shares. Transfer of the shares held by holders of non-listed foreign shares is subject to the applicable laws and regulations of China.</p>	Same as the basis for amendments to item 5.
15.	<p>Article 54 Applications for a replacement share certificate by shareholders of domestic shares and non-listed foreign shares shall be addressed pursuant to relevant requirements of the Company Law.</p>	<p>Article 54 Applications for a replacement share certificate by shareholders of domestic shares and non-listed foreign shares shall be addressed pursuant to relevant requirements of the Company Law.</p>	Same as the basis for amendments to item 5.
16.	<p>Article 55 Applications for a replacement share certificate by holders of overseas-listed foreign shares shall be addressed pursuant to the laws, the rules of the stock exchange, or other relevant regulations of the jurisdiction in which the original register of shareholders for overseas-listed foreign shares is maintained.</p>	<p>Article 55 Applications for a replacement share certificate by holders of overseas-listed foreign shares shall be addressed pursuant to the laws, the rules of the stock exchange, or other relevant regulations of the jurisdiction in which the original register of shareholders for overseas-listed foreign shares is maintained.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
17.	<p>Article 56 With respect to holders of foreign shares listed in Hong Kong who have lost their share certificates and file an application to the Company for a new share certificate, it shall be handled in compliance with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form along with a notarization or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the loss. Moreover, the applicant shall declare that no other person shall be entitled to have his/her name entered into the register of shareholders with respect to the relevant shares;</p> <p>(2) The Company shall not have received any declaration made by any person other than the applicant declaring that his/her name shall be entered into the register of shareholders with respect to such shares prior to the issue of a replacement share certificate to the applicant;</p> <p>(3) In the event that the Company intends to issue a replacement share certificate to an applicant, it shall publish an announcement of such intention at least once every 30 days within a period of 90 days in the newspaper as prescribed by the Board;</p>	<p>Article 56 With respect to holders of foreign shares overseas-listed shares of the Company listed in Hong Kong who have lost their share certificates and file an application to the Company for a new share certificate, it shall be handled in compliance with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form along with a notarization or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the loss. Moreover, the applicant shall declare that no other person shall be entitled to have his/her name entered into the register of shareholders with respect to the relevant shares;</p> <p>(2) The Company shall not have received any declaration made by any person other than the applicant declaring that his/her name shall be entered into the register of shareholders with respect to such shares prior to the issue of a replacement share certificate to the applicant;</p> <p>(3) In the event that the Company intends to issue a replacement share certificate to an applicant, it shall publish an announcement of such intention at least once every 30 days within a period of 90 days in the newspaper as prescribed by the Board;</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(4) Prior to its publication, the Company shall deliver, to the stock exchange on which its shares are listed, a copy of aforementioned announcement. The Company may publish the announcement upon receipt of confirmation from such stock exchange confirming the announcement has been exhibited on the premises of said stock exchange. Such announcement shall be exhibited on the premises of the stock exchange for a period of 90 days. In case an application for a replacement share certificate is made without the consent of the registered holder of the relevant shares, the Company shall deliver, by mail, to such registered shareholder a copy of the announcement to be published;</p> <p>(5) Upon expiration of the 90-day period referred to in the Clauses (3) and (4) of this Article, the Company may issue the replacement share certificate to the applicant in the event that the Company has not received any objections from any person with respect to the issuance of a replacement share certificate;</p> <p>(6) When the Company issues a replacement share certificate pursuant to the provisions of this Article, it shall cancel the original share certificate and record the cancellation of said original share certificate, along with the issuance of the replacement share certificate in the register of shareholders;</p> <p>(7) All expenses relating to the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant, and the Company shall have the right to refuse to take any action until reasonable guarantee is provided by the applicant.</p>	<p>(4) Prior to its publication, the Company shall deliver, to the stock exchange on which its shares are listed, a copy of the aforementioned announcement. The Company may publish the announcement upon receipt of confirmation from such stock exchange confirming the announcement has been exhibited on the premises of said stock exchange. Such announcement shall be exhibited on the premises of the stock exchange for a period of 90 days. In case an application for a replacement share certificate is made without the consent of the registered holder of the relevant shares, the Company shall deliver, by mail, to such registered shareholder a copy of the announcement to be published;</p> <p>(5) Upon expiration of the 90-day period referred to in the Clauses (3) and (4) of this Article, the Company may issue the replacement share certificate to the applicant in the event that the Company has not received any objections from any person with respect to the issuance of a replacement share certificate;</p> <p>(6) When the Company issues a replacement share certificate pursuant to the provisions of this Article, it shall cancel the original share certificate and record the cancellation of the said original share certificate, along with the issuance of the replacement share certificate in the register of shareholders;</p> <p>(7) All expenses relating to the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant, and the Company shall have the right to refuse to take any action until reasonable guarantee is provided by the applicant.</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
18.	<p>Article 60 The Company's shareholders of ordinary shares shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions proportional to the number of shares held;</p> <p>(2) the right to attend Shareholders' Meeting either in person or by proxy and exercise the voting right;</p> <p>(3) the right to supervise, advise on or inquire about the operating activities of the Company;</p> <p>(4) the right to transfer the shares held according to laws and regulations and these Articles of Association;</p> <p>(5) the right to be provided with relevant information in accordance with provisions of these Articles of Association, including:</p> <p>1. to obtain a copy of these Articles of Association, subject to payment of the cost;</p>	<p>Article 60 The Company's shareholders of ordinary shares shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions proportional to the number of shares held;</p> <p>(2) the right to attend Shareholders' Meetings either in person or by proxy and exercise the voting right;</p> <p>(3) the right to supervise, advise on or inquire about the operating activities of the Company;</p> <p>(4) the right to transfer the shares held according to laws and regulations and these Articles of Association;</p> <p>(5) the right to be provided with relevant information in accordance with the provisions of these Articles of Association, including:</p> <p>1. to obtain a copy of these Articles of Association, subject to payment of the cost;</p>	<p>The former State Administration for Industry and Commerce issued the Notice of Suspension of Annual Inspection of Enterprises (GSQZ [2014] No. 28) in February 2014, and decided to stop the annual inspection of enterprises with business licenses from 1 March 2014.</p>

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>2. to inspect and to make duplicate copies, subject to payment at a reasonable charge, of the followings:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal profiles of the Company's Directors, Supervisors, General Manager and other members of senior management including: their present and former names and aliases; their principal addresses (residence); their nationalities; their full-time and all other part-time occupations and duties; their identification documents and the numbers thereof.</p> <p>(3) report(s) on the Company's share capital;</p> <p>(4) the latest audited financial report, the report of the Board of Directors, the report of auditors, and the report of the Board of Supervisors of the Company;</p> <p>(5) special resolutions of the Company;</p>	<p>2. to inspect and to make duplicate copies, subject to payment at a reasonable charge, of the followings:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal profiles of the Company's Directors, Supervisors, General Manager and other members of senior management including: their present and former names and aliases; their principal addresses (residence); their nationalities; their full-time and all other part-time occupations and duties; their identification documents and the numbers thereof.</p> <p>(3) report(s) on the Company's share capital;</p> <p>(4) the latest audited financial report, the report of the Board of Directors, the report of auditors, and the report of the Board of Supervisors of the Company;</p> <p>(5) special resolutions of the Company;</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(6) report(s) showing the aggregate par value, number, maximum and minimum price paid with respect to each class of shares repurchased by the Company since the end of the last financial year, and the aggregate amount incurred by the Company for this purpose;</p> <p>(7) a copy of the annual inspection report that has been filed with the administration of industry and commerce or other competent authorities in China; and</p> <p>(8) minutes of Shareholders' Meeting.</p> <p>The Company shall make available the documents mentioned in Clauses (1) to (8) other than Clause (2) above and other applicable documents at its Hong Kong office for inspection, free of charge, by the public and shareholders in accordance with requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the documents mentioned in Clause (8) shall be available for inspection by shareholders only).</p> <p>If any shareholder needs to access the relevant information as set out in the preceding article, the said shareholder shall provide the Company with written documents evidencing the type and number of shares held by the said shareholder, and the Company shall provide such information as required by the said shareholder upon authentication of the shareholder.</p>	<p>(6) report(s) showing the aggregate par value, number, maximum and minimum price paid with respect to each class of shares repurchased by the Company since the end of the last financial year, and the aggregate amount incurred by the Company for this purpose;</p> <p>(7) a copy of the annual inspection report that has been filed with the administration of industry and commerce or other competent authorities in China; and</p> <p>(8) minutes of the Shareholders' Meeting.</p> <p>The Company shall make available the documents mentioned in Clauses (1) to (8) other than Clause (2) above and other applicable documents at its Hong Kong office for inspection, free of charge, by the public and shareholders in accordance with requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the documents mentioned in Clause (8) shall be available for inspection by shareholders only).</p> <p>If any shareholder needs to access the relevant information as set out in the preceding article, the said shareholder shall provide the Company with written documents evidencing the type and number of shares held by the said shareholder, and the Company shall provide such information as required by the said shareholder upon authentication of the shareholder.</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(6) the right to receive distribution of the remaining assets proportional to the number of shares held when the Company dissolves or liquidates;</p> <p>(7) other rights conferred by the laws and regulations and these Articles of Association.</p> <p>The Company shall not otherwise stay or infringe any rights attached to any shares on the sole basis that the holders of such shares with direct or indirect interests in such shares have failed to disclose the said interests to the Company.</p>	<p>(6) the right to receive distribution of the remaining assets proportional to the number of shares held when the Company dissolves or liquidates;</p> <p>(7) other rights conferred by the laws and regulations and these Articles of Association.</p> <p>The Company shall not otherwise stay or infringe any rights attached to any shares on the sole basis that the holders of such shares with direct or indirect interests in such shares have failed to disclose the said interests to the Company.</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
19.	<p data-bbox="360 293 730 570">Article 68 When the Company convenes the general meeting, written notices of the meeting shall be provided in no less than 45 days prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply concerning his attendance in no less than 20 days before the date of the meeting.</p> <p data-bbox="360 597 730 1278">In the case that the rules of the securities regulatory body or the stock exchange in the place where the shares of the Company are listed require the Company to send out, mail, deliver, distribute, announce or by other means provide relevant documents of the Company in both the Chinese and English language, if after the Company has made proper arrangement to determine whether its shareholders wish to receive either the English version or the Chinese version only, the Company may, within the scope permitted by the applicable laws and regulations and according to such applicable laws and regulations, send to the relevant shareholders the English version or the Chinese version only (in accordance with the wishes as stated by the shareholders). Subject to the applicable laws and regulations and the rules of the stock exchange on which the shares of the Company are listed, the communications of the Company, including but not limited to notices of general meetings, circulars to shareholders, annual reports, interim reports and quarterly reports, may also be made available to the holders of foreign shares by publication of them in the website of the Company.</p>	<p data-bbox="750 293 1120 672">Article 68 When the Company convenes the <u>annual</u> general meeting, written notices of the meeting shall be provided in no less than 45 days <u>20 business days</u> prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply concerning his attendance in no less than 20 days before the date of the meeting. <u>A written notice shall be given 10 business days or 15 days (whichever is earlier) prior to the convening of the extraordinary general meeting.</u></p> <p data-bbox="750 700 1120 1412">In the case that the rules of the securities regulatory body or the stock exchange in the place where the shares of the Company are listed require the Company to send out, mail, deliver, distribute, announce or by other means provide relevant documents of the Company in both the Chinese and English language, if after the Company has made proper arrangement to determine whether its shareholders wish to receive either the English version or the Chinese version only, the Company may, within the scope permitted by the applicable laws and regulations and according to such applicable laws and regulations, send to the relevant shareholders the English version or the Chinese version only (in accordance with the wishes as stated by the shareholders). Subject to the applicable laws and regulations and the rules of the stock exchange on which the shares of the Company are listed, <u>The communications of the Company, including</u> including <u>includes</u> but not limited to notices of general meetings, circulars to shareholders, annual reports, interim reports and quarterly reports, may also be made available to the holders of foreign shares by publication of them in the website of the Company.</p>	Same as the basis for amendments to item 1.

Number	Original Article	Amended Article	Main Basis of Amendments
20.	<p>Article 70 The Company shall, based on the written replies received from shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting 20 days prior to the date of the general meeting of shareholders. In the event that the number of voting shares represented by the shareholders who intend to attend the meeting represents one half or more of the Company's total voting shares, the Company may hold the meeting. If otherwise, then the Company shall, within 5 days, notify the shareholders again by public notice of the matters to be considered, and the place and the date for the meeting. The Company may hold the meeting following the publication of such notice.</p> <p>No matters unspecified in the notice of extraordinary general meeting shall be decided on at such meeting.</p>	<p>Article 70 The Company shall, based on the written replies received from shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting 20 days prior to the date of the general meeting of shareholders. In the event that the number of voting shares represented by the shareholders who intend to attend the meeting represents one half or more of the Company's total voting shares, the Company may hold the meeting. If otherwise, then the Company shall, within 5 days, notify the shareholders again by public notice of the matters to be considered, and the place and the date for the meeting. The Company may hold the meeting following the publication of such notice.</p> <p><u>Subject to compliance with the applicable laws and regulations and the rules of the stock exchange on which the shares of the Company are listed, the notice may be made available by issuance at the website of the Hong Kong Stock Exchange or publication on one or more designated newspapers for holders of overseas-listed shares listed in Hong Kong. Upon such announcement, the notice of the relevant Shareholders' Meeting shall be deemed to have been received by the holders of overseas-listed shares listed in Hong Kong.</u></p> <p>No matters unspecified in the notice <u>or supplementary notice</u> of extraordinary general meeting shall be decided on at such meeting.</p>	Same as the basis for amendments to item 1.

Number	Original Article	Amended Article	Main Basis of Amendments
21.	<p data-bbox="359 293 732 549">Article 72 Unless otherwise provided in these Articles of Association, notice of general meeting of shareholders shall be served on each shareholder (whether or not entitled to vote at the meeting), by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notices of the general meeting may also be issued by way of public announcements.</p> <p data-bbox="359 570 732 825">The public announcement as referred to in the preceding paragraph shall be published in 1 or more national newspapers designated by the securities regulatory authorities of the State Council within 45 days to 50 days prior to the date of the meeting. Upon publication of such announcements, the holders of domestic shares shall be deemed to have received the notice for the Shareholders' Meeting.</p>	<p data-bbox="748 293 1121 549">Article 72 Unless otherwise provided in these Articles of Association, notice of general meeting of shareholders shall be served on each shareholder (whether or not entitled to vote at the meeting), by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notices of the general meeting may also be issued by way of public announcements.</p> <p data-bbox="748 570 1121 880">The public announcement as referred to in the preceding paragraph shall be published in 1 or more national newspapers designated by the securities regulatory authorities of the State Council <u>pursuant to the time limit of the notice of the Shareholders' Meeting set out in the Articles of Association</u> within 45 days to 50 days prior to the date of the meeting. Upon publication of such announcements, the holders of domestic shares shall be deemed to have received the notice for the Shareholders' Meeting.</p>	Same as the basis for amendments to item 1.

Number	Original Article	Amended Article	Main Basis of Amendments
22.	<p>Article 94 Shareholders who hold different classes of shares shall be known as class shareholders.</p> <p>Class shareholders shall be entitled to rights and assume obligations according to the laws, administrative regulations and these Articles of Association.</p> <p>Where the Company issues shares which do not carry voting rights, the words “nonvoting” shall appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p>Article 94 Shareholders who hold different classes of shares shall be known as class shareholders.</p> <p>Class shareholders shall be entitled to rights and assume obligations according to the laws, administrative regulations and these Articles of Association.</p> <p><u>Upon approval by the securities regulatory authorities under the State Council and the overseas stock exchange(s), where the Company’s domestic shares are converted into overseas-listed shares and traded on the overseas stock exchange(s), the converted overseas-listed shares shall be deemed the same class of shares as the existing overseas-listed shares.</u></p> <p>Where the Company issues shares which do not carry voting rights, the words “nonvoting” shall appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
23.	<p data-bbox="360 293 730 368">Article 96 The following circumstances shall be deemed as a variation or abrogation of rights of a class shareholder:</p> <p data-bbox="360 395 730 544">(1) an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of another class having voting rights or distribution rights or other privileges equal to or superior to those of the shares of such class;</p> <p data-bbox="360 549 730 668">(2) the conversion of all or part of the shares of such class into the shares of another class or the conversion or creation of a right of conversion of all or part of the shares of another class into the shares of such class;</p> <p data-bbox="360 672 730 770">(3) the removal or reduction of rights to receive accrued dividends or rights to cumulative dividends attached to the shares of such class;</p> <p data-bbox="360 774 730 893">(4) the reduction or removal of the preferential rights attached to the shares of such class for the receipt of dividends or for the distribution of assets in the event that the Company is liquidated;</p> <p data-bbox="360 898 730 1046">(5) the addition, removal or reduction of the rights of conversion, options rights, voting rights, transfer rights, pre-emptive rights, or rights to acquire securities of the Company attached to the shares of such class;</p>	<p data-bbox="750 293 1120 368">Article 96 The following circumstances shall be deemed as a variation or abrogation of rights of a class shareholder:</p> <p data-bbox="750 395 1120 544">(1) an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of another class having voting rights or distribution rights or other privileges equal to or superior to those of the shares of such class;</p> <p data-bbox="750 549 1120 668">(2) the conversion of all or part of the shares of such class into the shares of another class or the conversion or creation of a right of conversion of all or part of the shares of another class into the shares of such class;</p> <p data-bbox="750 672 1120 770">(3) the removal or reduction of rights to receive accrued dividends or rights to cumulative dividends attached to the shares of such class;</p> <p data-bbox="750 774 1120 893">(4) the reduction or removal of the preferential rights attached to the shares of such class for the receipt of dividends or for the distribution of assets in the event that the Company is liquidated;</p> <p data-bbox="750 898 1120 1046">(5) the addition, removal or reduction of the rights of conversion, options rights, voting rights, transfer rights, pre-emptive rights, or rights to acquire securities of the Company attached to the shares of such class;</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(6) the removal or reduction of the rights to receive payment receivable from the Company in the particular currencies attached to the shares of such class;</p> <p>(7) the creation of a new class of shares having voting rights or distribution rights or other privileges equal to or superior to those of the shares of such class;</p> <p>(8) the restriction of the transfer or ownership of the shares of such class or the imposition of stricter restrictions thereof;</p> <p>(9) the issue of any rights to subscribe for, or to convert into, shares in the Company of the same class or another class;</p> <p>(10) the enhancement of rights or privileges of the shares of other classes;</p>	<p>(6) the removal or reduction of the rights to receive payment receivable from the Company in the particular currencies attached to the shares of such class;</p> <p>(7) the creation of a new class of shares having voting rights or distribution rights or other privileges equal to or superior to those of the shares of such class;</p> <p>(8) the restriction of the transfer or ownership of the shares of such class or the imposition of stricter restrictions thereof;</p> <p>(9) the issue of any rights to subscribe for, or to convert into, shares in the Company of the same class or another class;</p> <p>(10) the enhancement of rights or privileges of the shares of other classes;</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(11) the restructuring of the Company pursuant to which shareholders of different classes assume disproportionate liability;</p> <p>(12) the revision or abrogation of the provisions of this Chapter.</p>	<p>(11) the restructuring of the Company pursuant to which shareholders of different classes assume disproportionate liability;</p> <p>(12) the revision or abrogation of the provisions of this Chapter.</p> <p><u>In respect of such revision or abrogation of class shareholders' rights as caused by the changes in domestic and overseas laws, administrative regulations and listing rules on the stock exchange(s) where the shares of the Company are listed as well as the decisions made by domestic and overseas regulatory authorities according to law, no approval is required from the shareholders' meeting or the class meeting.</u></p> <p><u>Upon approval by the securities regulatory authorities under the State Council and the overseas stock exchange(s) if applicable, any transfer by the Company's holders of domestic shares of all or part of the shares to foreign investors for listing and trading on the overseas stock exchange(s), or any conversion of all or part of non-listed domestic shares into overseas listed shares for listing and trading on the foreign stock exchange(s), shall not be deemed the Company's intention to vary or abrogate the rights of class shareholders.</u></p>	

Number	Original Article	Amended Article	Main Basis of Amendments
24.	<p data-bbox="359 293 732 521">Article 99 A written notice of a class meeting shall be given 45 days prior to the date of the class meeting to notify all of the registered shareholders of such class of the matters to be considered, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply for the attendance at the meeting 20 days prior to the date of the meeting.</p> <p data-bbox="359 549 732 825">In the event that the shareholders who intend to attend such a meeting represent more than half of the total number of voting shares of that class, the Company may hold the class meeting; otherwise, the Company shall within 5 days notify the shareholders of the class, again by public notice, of the matters to be considered as well as the date and place for the class meeting. The Company may then hold the class meeting after the publication of such notice.</p>	<p data-bbox="748 293 1121 676">Article 99 A written notice of a class meeting shall be given 45 days prior to the date of the class meeting to notify all of the registered shareholders of such class of the matters to be considered, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply for the attendance at the meeting 20 days prior to the date of the meeting. Where the Company convenes a class shareholders' meeting, the period for issuing a written notice shall be the same as the written notice period for the non-class shareholders' meeting to be convened on the same day of such class meeting.</p> <p data-bbox="748 704 1121 981">In the event that the shareholders who intend to attend such a meeting represent more than half of the total number of voting shares of that class, the Company may hold the class meeting; otherwise, the Company shall within 5 days notify the shareholders of the class, again by public notice, of the matters to be considered as well as the date and place for the class meeting. The Company may then hold the class meeting after the publication of such notice.</p>	Same as the basis for amendments to item 1.

Number	Original Article	Amended Article	Main Basis of Amendments
25.	<p>Article 101 Apart from the holders of other classes of shares, holders of domestic shares and holders of non-listed foreign shares shall be deemed to be of the same class; holders of domestic shares and holders of overseas-listed foreign shares shall be deemed to be of different classes; and holders of non-listed foreign shares and holders of overseas-listed foreign shares shall be deemed to be of different classes.</p> <p>In the case of authorization, allocation or issue of shares, the special procedures for voting of class shareholders shall not apply under the following circumstances:</p> <p>(1) where, upon approval by a special resolution passed at a Shareholders' Meeting (subject to the unconditional authorization or the terms and conditions stipulated in the resolution), the Company authorizes, allocates or issues domestic shares and overseas-listed foreign shares either separately or concurrently once every twelve months, and the number of each of the domestic shares and overseas-listed foreign shares so issued does not exceed 20% of the number of the respective outstanding shares; or</p>	<p>Article 101 Apart from the holders of other classes of shares, holders of domestic shares and holders of non-listed foreign shares shall be deemed to be of the same class; holders of domestic shares and holders of overseas-listed foreign shares shall be deemed to be of different classes; and holders of non-listed foreign shares, and holders of overseas-listed foreign shares and holders of overseas-listed shares shall be deemed to be of different classes.</p> <p>In the case of authorization, allocation or issue of shares, The special procedures for voting of class shareholders shall not apply under the following circumstances:</p> <p>(1) where, upon approval by a special resolution passed at a Shareholders' Meeting (subject to the unconditional authorization or the terms and conditions stipulated in the resolution), the Company authorizes, allocates or issues domestic shares and overseas-listed foreign shares either separately or concurrently once every twelve months, and the number of each of the domestic shares and overseas-listed foreign shares so issued does not exceed 20% of the number of the respective outstanding shares; or</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
	(2) where such shares are part of a plan of the Company to issue domestic shares or overseas-listed foreign shares at its establishment, which has been completed within 15 months of the approval by the competent regulatory bodies under the State Council.	(2) where such shares are part of a plan of the Company to issue domestic shares or overseas-listed foreign shares at its establishment, which has been completed within 15 months of the approval by the competent regulatory bodies under the State Council; <u> or</u> (3) <u>upon approval by the securities regulatory authorities under the State Council and the overseas stock exchange(s), the transfer by the Company's holders of domestic shares of all or part of the shares held thereby to foreign investors for listing and trading on the overseas stock exchange(s); or the conversion of all or part of domestic shares into overseas-listed shares for listing and trading on the foreign stock exchange(s).</u>	

Number	Original Article	Amended Article	Main Basis of Amendments
26.	<p>Article 154 The Company shall send by prepaid mail to each holders of overseas-listed foreign shares, at the address of such shareholder as shown in the register of shareholders, a copy of the annual report containing the balance sheet (including each document to be contained in the appendices of the balance sheet as required by relevant laws and regulations), the income statement or the statement of recognized income and expenses or the summarized financial report, at least 21 days prior to the date of every annual general meeting.</p>	<p>Article 154 The Company shall send by prepaid mail to each holders of overseas-listed foreign shares, at the address of such shareholder as shown in the register of shareholders, a copy of the annual report containing the balance sheet (including each document to be contained in the appendices of the balance sheet as required by relevant laws and regulations), the income statement or the statement of recognized income and expenses or the summarized financial report, at least 21 days prior to the date of every annual general meeting.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
27.	<p data-bbox="352 289 738 363">Article 159 The Company's after-tax profit shall be allocated in the following order:</p> <p data-bbox="352 395 738 672">(1) the making up of any loss; (2) allocation to the statutory common reserve fund; (3) allocation to discretionary common reserve fund in accordance with the resolution passed at the Shareholders' Meeting; (4) payment of ordinary share dividends. No profit shall be distributed as dividends or in any other form as bonus before making up losses and setting aside of the Company's statutory reserve fund.</p> <p data-bbox="352 697 738 823">Any amount paid up in advance of calls on any shares may carry interest but shall not entitle the shareholder of such shares to participate in respect thereof in a dividend subsequently declared.</p>	<p data-bbox="742 289 1128 363">Article 159 The Company's after-tax profit shall be allocated in the following order:</p> <p data-bbox="742 395 1128 672">(1) the making up of any loss; (2) allocation to the statutory common reserve fund; (3) allocation to discretionary common reserve fund in accordance with the resolution passed at the Shareholders' Meeting; (4) payment of ordinary share dividends. No profit shall be distributed as dividends or in any other form as bonus before making up losses and setting aside of the Company's statutory reserve fund.</p> <p data-bbox="742 697 1128 823">Any amount paid up in advance of calls on any shares may carry interest but shall not entitle the shareholder of such shares to participate in respect thereof in a dividend subsequently declared.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>The power to cease sending dividend warrants by post will not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised after the first occasion on which such a dividend warrant is returned undelivered.</p> <p>Subject to the laws and regulations of China and the rules of the Hong Kong Stock Exchange, the Company may exercise its power to forfeit unclaimed dividends, but only upon the expiry of the period for which the dividends can be claimed. With regard to the exercise of power to issue warrants in bearer form, no new warrants shall be issued to replace one that has been lost, unless the Company is satisfied beyond reasonable doubt that the original has been destroyed.</p> <p>With regard to the right to dispose of the shares held by untraceable shareholders of overseas-listed foreign shares, the Company's right to dispose is subject to the following conditions: (1) during a period of 12 years, dividends in respect of the shares in question have been distributed at least three times and no such dividend has been claimed; and (2) upon expiry of the 12-year period, the Company has given notice of its intention to dispose of such shares by way of an announcement published in newspapers and informs the Hong Kong Stock Exchange of its intention.</p>	<p>The power to cease sending dividend warrants by post will not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised after the first occasion on which such a dividend warrant is returned undelivered.</p> <p>Subject to the laws and regulations of China and the rules of the Hong Kong Stock Exchange, the Company may exercise its power to forfeit unclaimed dividends, but only upon the expiry of the period for which the dividends can be claimed. With regard to the exercise of power to issue warrants in bearer form, no new warrants shall be issued to replace the one that has been lost, unless the Company is satisfied beyond reasonable doubt that the original has been destroyed.</p> <p>With regard to the right to dispose of the shares held by untraceable shareholdersholders of overseas-listed foreign shares, the Company's right to dispose is subject to the following conditions: (1) during a period of 12 years, dividends in respect of the shares in question have been distributed at least three times and no such dividend has been claimed; and (2) upon expiry of the 12-year period, the Company has given notice of its intention to dispose of such shares by way of an announcement published in newspapers and informs the Hong Kong Stock Exchange of its intention.</p>	

Number	Original Article	Amended Article	Main Basis of Amendments
28.	<p>Article 164 Dividends in respect of ordinary shares shall be denominated and declared in Renminbi. Dividends in respect of domestic shares shall be paid in Renminbi. Dividends in respect of overseas-listed foreign shares and other distributions shall be paid in the currency of the place where the shares are listed, and where there is more than one of such places, in the currency of the place of primary listing as determined by the Board of Directors. Dividends in respect of non-listed foreign shares shall be paid in Hong Kong dollars.</p>	<p>Article 164 Dividends in respect of ordinary shares shall be denominated and declared in Renminbi. Dividends in respect of domestic shares shall be paid in Renminbi. Dividends in respect of overseas-listed foreign shares and other distributions shall be denominated and declared in Renminbi, and shall be paid in the currency of the place where the shares are listed, and where there is more than one of such places, in the currency of the place of primary listing as determined by the Board of Directors. Dividends in respect of non-listed foreign shares shall be paid in Hong Kong dollars.</p>	Same as the basis for amendments to item 5.
29.	<p>Article 177 In the event of a merger or division of the Company, the Company's Board of Directors shall submit a motion, which shall be approved in accordance with the procedures stipulated in these Articles of Association and go through relevant examination and approval formalities pursuant to laws. Shareholders who object to the merger or division proposal shall be entitled to request that the Company or the consenting shareholders acquire such dissenting shareholders' shares at a fair price.</p> <p>The content of the resolution on the merger or division of the Company shall be contained in a special document which shall be made available for inspection by shareholders of the Company. The document as stated above shall be sent by mail to holders of overseas-listed foreign shares. The Company may publish such content in the form of announcements (including announcements published through the website of the Company) subject to the fulfillment of requirements of the laws, regulations and the listing rules of the place where the shares of the Company are listed.</p>	<p>Article 177 In the event of a merger or division of the Company, the Company's Board of Directors shall submit a motion, which shall be approved in accordance with the procedures stipulated in these Articles of Association and go through relevant examination and approval formalities pursuant to laws. Shareholders who object to the merger or division proposal shall be entitled to request that the Company or the consenting shareholders acquire such dissenting shareholders' shares at a fair price.</p> <p>The content of the resolution on the merger or division of the Company shall be contained in a special document which shall be made available for inspection by shareholders of the Company. The document as stated above shall be sent by mail to holders of overseas-listed foreign shares. The Company may publish such content in the form of announcements (including announcements published through the website of the Company) subject to the fulfillment of requirements of the laws, administrative regulations and the listing rules of the place where the shares of the Company are listed.</p>	Same as the basis for amendments to item 5.
30.	<p>Article 180 Changes in registration particulars of the Company resulting from the merger or division must be registered with the Administration for Industry and Commerce in accordance with law. Cancellation of the Company shall be registered in accordance with the law when the Company is dissolved. Incorporation of the Company shall be registered when a new company is incorporated in accordance with law.</p>	<p>Article 180 Changes in registration particulars of the Company resulting from the merger or division must be registered with the Administration for Industry and Commerce company registration authority in accordance with law. Cancellation of the Company shall be registered in accordance with the law when the Company is dissolved. Incorporation of the Company shall be registered when a new company is incorporated in accordance with law.</p>	Same as the basis for amendments to item 3.

Number	Original Article	Amended Article	Main Basis of Amendments
31.	<p data-bbox="360 293 730 519">Article 189 Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses and financial accounts for the liquidation, which shall be verified by a China registered accountant and submitted to the Shareholders' Meeting or the relevant competent authorities for confirmation.</p> <p data-bbox="360 544 730 725">The liquidation committee shall, within 30 days of such confirmation, submit the aforementioned documents to the Administration for Industry and Commerce for an application for a cancellation of registration of the Company, and publish an announcement in respect of the termination of the Company.</p>	<p data-bbox="750 293 1120 519">Article 189 Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses and financial accounts for the liquidation, which shall be verified by a China registered accountant and submitted to the Shareholders' Meeting or the relevant competent authorities for confirmation.</p> <p data-bbox="750 544 1120 746">The liquidation committee shall, within 30 days of such confirmation, submit the aforementioned documents to the Administration for Industry and Commerce <u>company registration authority</u> for an application for a cancellation of registration of the Company, and publish an announcement in respect of the termination of the Company.</p>	Same as the basis for amendments to item 3.

Number	Original Article	Amended Article	Main Basis of Amendments
32.	<p>Article 192 The Company shall abide by the following principles for dispute resolution:</p> <p>(1) Any disputes or claims (i) between the Company and the Directors or members of senior management; and (ii) between holders of foreign shares (including holders of overseas-listed foreign shares and holders of non-listed foreign shares) and the Company, between holders of foreign shares (including holders of overseas-listed foreign shares and holders of non-listed foreign shares) and the Directors, Supervisors, General Manager or other members of senior management, and between holders of overseas-listed foreign shares and holders of non-listed foreign shares or holders of domestic shares, with respect to any rights or obligations by virtue of these Articles of Association, the Company Law, the Special Provisions and any rights or obligations conferred upon or imposed by any other relevant laws and administrative regulations concerning the affairs of the Company, shall be submitted to arbitration by the parties concerned. When the aforementioned dispute or claim of rights is submitted to arbitration, the entire claim or dispute shall be submitted to arbitration, and all persons whose causes of action were based on the same ground, giving rise to the dispute or claim or whose participation shall be necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, Directors, Supervisors, General Manager, or other members of senior management of the Company, comply with the arbitration. Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>	<p>Article 192 The Company shall abide by the following principles for dispute resolution:</p> <p>(1) Any disputes or claims (i) between the Company and the Directors or members of senior management; and (ii) between holders of foreign shares (including holders of overseas-listed foreign shares and holders of non-listed foreign shares) and the Company, between holders of foreign shares (including holders of overseas-listed foreign shares and holders of non-listed foreign shares) and the Directors, Supervisors, General Manager or other members of senior management, and between holders of overseas-listed foreign shares holders of non-listed foreign shares or and holders of domestic shares, with respect to any rights or obligations by virtue of these Articles of Association, the Company Law, the Special Provisions and any rights or obligations conferred upon or imposed by any other relevant laws and administrative regulations concerning the affairs of the Company, shall be submitted to arbitration by the parties concerned. When the aforementioned dispute or claim of rights is submitted to arbitration, the entire claim or dispute shall be submitted to arbitration, and all persons whose causes of action were based on the same ground, giving rise to the dispute or claim or whose participation shall be necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, Directors, Supervisors, General Manager, or other members of senior management of the Company, comply with the arbitration. Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>	Same as the basis for amendments to item 5.

Number	Original Article	Amended Article	Main Basis of Amendments
	<p>(2) A claimant may select an arbitration to be administered either by the China International Economic and Trade Arbitration Commission in accordance with its Rules, or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim of rights to arbitration, the other party must submit to the arbitration institution selected by the claimant. If a claimant selects the Hong Kong International Arbitration Center as the arbitration institution, either party to the dispute or claim may apply for the arbitration venue to be in Shenzhen, in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.</p> <p>(3) Unless laws and regulations specify otherwise, laws and regulations of China are applicable to arbitration of settling the dispute or claim for rights as described in Clause (1) above.</p> <p>(4) The award of the arbitration shall be final and conclusive and binding on all the parties.</p>	<p>(2) A claimant may select an arbitration to be administered either by the China International Economic and Trade Arbitration Commission in accordance with its Rules, or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim of rights to arbitration, the other party must submit to the arbitration institution selected by the claimant. If a claimant selects the Hong Kong International Arbitration Center as the arbitration institution, either party to the dispute or claim may apply for the arbitration venue to be in Shenzhen, in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.</p> <p>(3) Unless laws and regulations specify otherwise, laws and regulations of China are applicable to arbitration of settling the dispute or claim for rights as described in Clause (1) above.</p> <p>(4) The award of the arbitration shall be final and conclusive and binding on all the parties.</p>	
33.	<p>Article 197 These Articles of Association are prepared in both Chinese and English versions. In the case of any discrepancies between these versions, the Chinese version last approved by and registered with the Administration for Industry and Commerce shall prevail.</p>	<p>Article 197 These Articles of Association are prepared in both Chinese and English versions. In the case of any discrepancies between these versions, the Chinese version last approved by and registered with the Administration for Industry and Commerce <u>company registration authority</u> shall prevail.</p>	Same as the basis for amendments to item 3.