







**2. Amendments of procedural provisions in relation to the reduction of capital, merger, demerger and liquidation**

(c) *Amendment of the provisions relating to the reduction of capital, merger, demerger and liquidation*

**Before amendment:**

**Paragraph 2 of Article 19**

☞ *C. u. ... f. ...*  
10 *... f. u. ... f. ...*  
**make a public announcement at least 3 times**  
30 *... f. ☞ ...*  
30 *... f. ...*  
**within 90 days of the date of the first public announcement** *f. ...*  
*C. u. ... f. ...*  
*u. f. ...*

**After amendment:**

**Paragraph 2 of Article 19**

☞ *C. u. ... f. ...*  
10 *... f. u. ... f. ...*  
**make a public announcement** 30  
*f. ☞ ...*  
30 *... f. ...* **within 45 days of the date of the public announcement**  
*f. ...*  
*C. u. ... f. ...*  
*u. f. ...*

(-) *Amendment of the Constitution*

**Before amendment:**

**Paragraph 2 of  
Article 184**

... C ... , ...  
...  
... f ...  
... C ... f ...  
... 10 ... **make a public  
announcement at least 3 times** ...  
... 30 ... f ... f ...  
...

**After amendment:**

**Paragraph 2 of  
Article 184**

... C ... , ...  
...  
... f ...  
... C ... f ...  
... 10 ... **make a public  
announcement** ... 30 ...  
... f ... f ...

(-) *Amendment of the Constitution*

**Before amendment:**

**Paragraph 2 of  
Article 185**

... C ... , ...  
...  
... f ...  
... C ... f ...  
... 10 ... **make a public  
announcement at least 3 times** ...  
... 30 ... f ... f ...  
...

**After amendment:**

**Paragraph 2 of  
Article 185**

... C ... , ...  
...  
... f ...  
... C ... f ...  
... 10 ... **make a public  
announcement** ... 30 ... f ...  
... f ...

( ) *Amendment of the articles of association of the Company*

**Before amendment:**

**Article 191** *of the articles of association of the Company*  
*shall read as follows: "The Company shall, within the day of*  
**its establishment** *60 days following*  
**at least 3 public announcements** *of the Company, make*

**After amendment:**

**Article 191** *of the articles of association of the Company*  
*shall read as follows: "The Company shall, within 10 days following*  
**its establishment** *60 days following*  
**a public announcement** *of the Company, make*

**3. Amendment of the shareholding of the shareholders bearing proposal rights**

( ) *Amendment of the articles of association of the Company*

**Before amendment:**

**Paragraph (13) of Article 49** *of the articles of association of the Company*  
*shall read as follows: "The Company shall, 5% or more of the*  
*shareholding of the Company;*

**After amendment:**

**Paragraph (13) of Article 49** *of the articles of association of the Company*  
*shall read as follows: "The Company shall, 3% or more of the*  
*shareholding of the Company;*

(-) Amendment of Article 69 of the Memorandum of Association

**Before amendment:**

**Article 69** Any shareholder holding 5% or more of the share capital of the Company is entitled to propose to the Company in writing any matter for consideration at the next annual general meeting. The Company shall include in the agenda of that meeting those matters contained in the proposal which are within the scope of the duties of the shareholders general meeting.

Any matter not set out in the notice convening an extraordinary general meeting shall not be decided at that meeting.

**After amendment:**

**Article 69** Any shareholder holding a shareholdings of 3% or more of the share capital of the Company is entitled to propose to the convener of the shareholders general meeting in writing any matter for consideration at the next shareholders general meeting 10 days prior to the convening of the shareholders general meeting. Those matters contained in the proposal which are within the scope of the duties of the shareholders general meeting must be included in the agenda of that meeting. The convener of the shareholders general meeting shall, within two days upon receipt of such proposals, issue a supplemental notice for the shareholders general meeting. The content of such proposals shall fall within the scope of the duties of the shareholders general meeting, and has a clear topic for discussion and specific issues for resolution.

**(4) Change in the percentage of overseas listed foreign shares to total issued share capital due to the issue of Domestic Shares in 2017**

**Before amendment:**

**Paragraph 1 of Article 16 (ii)**

After the Company's first public offering, the total quantity of shares of the Company issued in the I.D. 2005, amounted to 93,830,000 shares, accounting for 44.17% of the Company's total issued share capital; Meanwhile, the Company's first public offering in 2007, the Company issued 102,355,000 shares, accounting for 49.07% of the total issued share capital. After the issue of domestic shares in 2017, the total quantity of overseas listed foreign shares reached 675,571,000 shares, accounting for 39.59% of the total quantity of shares of the Company.

**After amendment:**

**Paragraph 1 of Article 16 (ii)**

After the Company's first public offering, the total quantity of shares of the Company issued in the I.D. 2005, amounted to 93,830,000 shares, accounting for 44.17% of the Company's total issued share capital; Meanwhile, the Company's first public offering in 2007, the Company issued 102,355,000 shares, accounting for 49.07% of the total issued share capital. **After the issue of domestic shares in 2017, the total quantity of overseas listed foreign shares reached 675,571,000 shares, accounting for 39.59% of the total quantity of shares of the Company.**

**(5) Change of the notification period of the shareholders general meetings and class meetings**

**1. *Amendment of the record date prior to the holding of shareholders general meetings***

**Before amendment:**

**Paragraph (1) of Article 45**

**No change of registration shall be made on the register of shareholders by reason of a transfer of shares within the 30 days prior to the holding of a shareholders general meeting or 5 days prior to the record date for the determination of dividend distribution by the Company.**

**After amendment:**

**Paragraph (1) of Article 45**

**Where PRC laws and regulations, the Rules Governing the Listing of Securities on the Exchange, the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.**

**2. *Amendment of the notification period of shareholders general meetings***

**Before amendment:**

**Article 52**

**C. "A shareholder proposing to attend the shareholders meeting shall deposit at the Company a written reply confirming his attendance 45 days (but not more than 60 days) prior to the holding of the meeting."**

**The Company shall, according to the written replies received 20 days prior to the holding of a shareholders general meeting, calculate the number of shares carrying the right to vote represented by the shareholders proposing to attend the meeting. If the number of shares carrying the right to vote represented by the shareholders proposing to attend the meeting reaches half of the total number of shares of the Company carrying the right to vote, then the Company may hold the shareholders general meeting; if that number is not reached, the Company shall within 5 days notify the shareholders again of the matters proposed to be considered at the meeting, the date and place of the meeting by way of public announcement, and after such public announcement, the Company may hold the shareholders general meeting.**

After amendment:

**Article 52**

**... C. ... an annual ...**  
**... at least 20 clear business days ...**  
**... ; when the Company convenes an extraordinary general meeting, it shall give written notice at least 10 clear business days or 15 days (whichever is the longer period) prior to the date of the meeting, ...**  
**... f ...**  
**... f ...**  
**... f ...**  
**... f ...**

**“Business day” means any day on which the Hong Kong Stock Exchange is open for the business of dealing in securities.**

**3. Amendment of the notification period for holders of Domestic Shares**

**Before amendment:**

**Paragraph (2) of  
Article 54**

It shall be the duty of the Board of Directors, in accordance with the provisions of Article 52 of these Articles, to convene the shareholders' general meeting on any one day within the period of 45 to 50 days prior to the convening of the meeting in accordance with the provisions of Article 52 of these Articles. If the Board of Directors fails to convene the shareholders' general meeting on any one day within the period of 45 to 50 days prior to the convening of the meeting in accordance with the provisions of Article 52 of these Articles, the Board of Directors shall be deemed to have failed to perform its duties. The Board of Directors shall be liable for the damages caused by its failure to perform its duties. The Board of Directors shall be liable for the damages caused by its failure to perform its duties. The Board of Directors shall be liable for the damages caused by its failure to perform its duties.

**After amendment:**

**Paragraph (2) of  
Article 54**

It shall be the duty of the Board of Directors, in accordance with the provisions of Article 52 of these Articles, to convene the shareholders' general meeting in accordance with the notification period requirements with respect to the holding of shareholders general meetings as stipulated in Article 52 of these Articles in accordance with the notification period requirements with respect to the holding of shareholders general meetings as stipulated in Article 52 of these Articles. If the Board of Directors fails to convene the shareholders' general meeting in accordance with the notification period requirements with respect to the holding of shareholders general meetings as stipulated in Article 52 of these Articles, the Board of Directors shall be deemed to have failed to perform its duties. The Board of Directors shall be liable for the damages caused by its failure to perform its duties. The Board of Directors shall be liable for the damages caused by its failure to perform its duties. The Board of Directors shall be liable for the damages caused by its failure to perform its duties.





**Notwithstanding the requirements under paragraph 1 of this Article and Articles 54, 161 and 183 of these Articles or any other provisions (if related) with respect to the form of issuance or notification of any documents, notices or other communications, subject to compliance with all applicable laws and regulations, relevant provisions of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, the Company may elect to issue corporate communications in the form of notification by posting on the website of the Company and the websites designated by the securities regulatory authority of the place where the shares of the Company are listed, as a substitute for the delivery of a written document by hand or by prepaid mail to each holder of overseas listed foreign shares.**

**“Corporate communications” means any documents issued or to be issued by the Company for the information or action of the shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors’ reports (together with balance sheets and profit and loss statements or income statements), notices of meetings, listing documents, circulars, proxy forms and other communication documents.**

**Notwithstanding the requirements under paragraph 1 of this Article and Articles 54, 161 and 183 of these Articles or any other provisions (if related) with respect to the form of issuance or notification of any documents, notices or other communications, subject to compliance with all applicable laws and regulations, relevant provisions of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, the Company may elect to issue corporate communications in the form of notification by posting on the website of the Company and the websites designated by the securities regulatory authority of the place where the shares of the Company are listed, as a substitute for the delivery of a written document by hand or by prepaid mail to each holder of overseas listed foreign shares. The Company may also serve such notices to such holders of domestic shares by post or by personal delivery.**

## (7) Change of dividends payment period

### Before amendment:

#### Article 151

143, 144 146, **within 6 months after the end of each financial year.**

### After amendment:

#### Article 151

143, 144 146, **paid proportionately**

... f ... P ... A ... .. f ...  
... f ... A ... .. E ... f ... P ...  
A ... .. ff ... f ... f ... f ...  
... I ... f ... , C ...

## EGM AND THE CLASS MEETINGS

☞ EGM ... , f ... f , ... P ...  
A ... .. I ... , H ... C ... M ... D ... C ...  
M ... , f ... f , ...  
... (1) (2) f A ... 80 ...

☞ ... .. 1 ... 2 f A ... 80 ...  
... ff ... f ... EGM, ... D ...  
... C ... M ... H ... C ... M ... f ...  
... ☞ ... P ... A ... .. ff ...  
f ... EGM. ... f ...

## DESPATCH OF CIRCULAR

A ... .. , ... f ... P ... A ... ..  
... f EGM ... C ... M ...



