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If you have sold or transferred all your shares in Chengdu SIWI Science and Technology Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effective for transmission to the purchaser or the transferee.

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CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(a sino-foreign joint stock company incorporated in the People's Republic of China)

(Stock Code: 1202)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) CHANGE OF COMPANY TYPE
AND
(3) NOTICE OF EGM**

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

A notice convening the EGM to be held at 10:00 a.m., on Monday, 30 September 2024 at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

12 September 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Particulars of the Proposed Amendments to the Articles of Association	7
Notice of 2024 First Extraordinary General Meeting	EGM-1

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 10 September 2024 in relation to the proposed amendments to the Articles of Association
“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	成都四威科技股份有限公司 (Chengdu SIWI Science and Technology Company Limited), a sino-foreign joint stock limited company incorporated in the PRC, whose H Shares are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary shares of the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be held at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC on Monday, 30 September 2024 at 10:00 a.m. or any adjournment thereof
“H Share(s)”	overseas-listed foreign shares of the nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“New Company Law”	Company Law of the PRC (《中華人民共和國公司法》), effective from 1 July 2024
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



成都四威科技股份有限公司

CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(a sino-foreign joint stock company incorporated in the People's Republic of China)

(Stock Code: 1202)

Executive Directors:

Ms. Li Tao (*Chairman*)

Mr. Wu Xiaodong

Mr. Hu Jiangbing

Mr. Jin Tao

Mr. Chen Wei

Mr. Xu Jiabin

Registered office

No. 18, Xinhang Road

The West Park of Hi-tech

Development Zone

Chengdu

Sichuan Province

The PRC

Postal code: 611731

Independent Non-executive Directors

Ms. Fu Wenjie

Mr. Zhong Qishui

Mr. Xue Shujin

Principal place of business

in Hong Kong:

Unit 105, 1/F., Mirror Tower

61 Mody Road, Tsim Sha Tsui

Kowloon

Hong Kong

12 September 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) CHANGE OF COMPANY TYPE
AND
(3) NOTICE OF EGM**

1. INTRODUCTION

The purpose of this circular is to give you the notice of the EGM and to provide you with information regarding certain resolutions relating to the following matter to be proposed at the EGM to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM.

At the EGM, resolutions will be proposed to approve the proposed amendments to the Articles of Association and the change of company type.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Announcement in relation to, among others, the proposed amendments to the Articles of Association. In light of, among other things, the implementation of the New Company Law, as well as the actual situation of the Company, the Board proposes to amend the Articles of Association to (i) bring the Articles of Association up to date and in line with the latest PRC regulations, including the New Company Law, and (ii) incorporate other house-keeping amendments to the Articles of Association (collectively, the “**Proposed Amendments**”).

Detailed information of the Proposed Amendments of the Articles of Association is set out in Appendix 1 to this circular. The Board also proposes to the EGM to authorise the Board who may delegate the authorised person of the Company to amend the articles in the Articles of Association and make non-substantive adjustments to the format or certain text of the amendments (if necessary) and to make relevant arrangements regarding the registration of changes with the relevant industrial and commercial authority and the filing procedures in relation to the Proposed Amendments.

The Proposed Amendments was prepared in Chinese language. The English translation is for reference only. In the event of any discrepancy between the Chinese and English version of the Proposed Amendments, the Chinese version shall prevail.

The above resolution is subject to the approval of the Shareholders by way of special resolution at the EGM. The Proposed Amendments shall become effective immediately upon obtaining the approval of the Shareholders.

3. CHANGE OF COMPANY TYPE

The Board proposes to make an administrative change to revise the type of business license of the Company from “joint stock company (Sino-foreign joint venture, listing)” to “joint stock company (Hong Kong, Macao and Taiwan investment, listing)”.

According to the Foreign Investment Law of the People’s Republic of China and the Implementing Rules of the Foreign Investment Law of the People’s Republic of China, as well as the Regulations on the Statistical Classification of Market Entities jointly issued by the National Bureau of Statistics and the State Administration for Market Regulation, China is uniformly regulating the classification of foreign-invested enterprises. The change of the enterprise type for the business license of Company from “joint stock company (Sino-foreign joint venture, listing)” to “joint stock company (Hong Kong, Macao and Taiwan investment, listing)” shall ensure that the enterprise type of the Company is consistent with the latest enterprise classification.

The Board also proposes to the EGM to authorise the Board who may delegate the authorised person of the Company make the registration of change with the relevant industrial and commercial authority upon approval.

LETTER FROM THE BOARD

The change mainly involves administrative classification and does not have a material impact on the actual operation, management structure or shareholding structure of the Company.

The above resolution is subject to the approval of the shareholders by way of ordinary resolution at the EGM.

4. EGM

A notice convening the EGM to be held at 10:00 a.m. on Monday, 30 September 2024 at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. The chairman of the EGM shall therefore demand voting on all resolutions set out in the notice of EGM be taken by way of poll pursuant to Article 67 of the Articles of Association. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 27 September 2024 to 30 September 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to be qualified for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Hong Kong Registrars Limited at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the holders of H shares; or the registered office of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC (postal code: 611731) for the holders of Domestic Shares for registration by 4:30 p.m. on 26 September 2024.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

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

8. RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of the EGM is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions proposed at the EGM.

By order of the Board
Chengdu SIWI Science and Technology Company Limited
Li Tao
Chairman

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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The English version of this Appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Particulars of the Proposed Amendments to the Articles of Association are as follows:

No.	Original Articles:	Amended Articles:
	<p>Article 4</p> <p>The Company's legal representative is the Chairman of the Company. Chairman shall be deemed as the resignation of the legal representative at the same time. The Company shall determine a new legal representative within thirty days from the date of resignation of the legal representative.</p>	<p>Article 4</p> <p>The Company's legal representative <u>shall be a director who performs the company affairs on behalf of the Company. If the director serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time.</u> The Company shall determine a new legal representative within thirty days from the date of resignation of the legal representative.</p> <p><u>The legal representative may apply to the board of directors for resignation due to personal reasons or other reasonable reasons. The legal representative shall continue to perform his duties until the board of directors appoints a new legal representative.</u></p> <p><u>If the legal representative is unable or fails to perform his/her duties, the board of directors shall immediately initiate the procedures for the removal of the legal representative and the appointment of a new legal representative.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 7</p> <p>The Articles of Association are binding on the Company and its shareholders, Directors, supervisors, managers and other senior management members, all of whom are entitled to claim rights regarding the Company’s affairs in accordance with the Articles of Association.</p> <p>The Articles of Association are actionable by a shareholder against the Company and vice versa, by shareholders against each other and by a shareholder against the Directors, supervisors, managers and other senior management members of the Company.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>	<p>Article 7</p> <p>The Articles of Association are binding on the Company and its shareholders, supervisors, managers and other senior management members, all of whom are entitled to claim rights regarding the Company’s affairs in accordance with the Articles of Association.</p> <p>The Articles of Association are actionable by a shareholder against the Company and vice versa, by shareholders against each other and by a shareholder against the Directors, managers and other senior management members of the Company.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>
	<p>Article 17</p> <p>As approved by the companies approving department authorized by the State Council, the Company may issue a total of 400 million ordinary shares. The Company issued 240 million shares to its promoter at the time of establishment, all being domestic-invested shares, representing 60% of the total ordinary shares the Company may issue. Such shares are held by Chengdu Siwi High-tech Industrial Park Co., Ltd. and Chengdu Siwi Electronic Co., Ltd. with 136 million shares (representing 34% of the total share capital) and 104 million shares (representing 26% of the total share capital) respectively.</p>	<p>Article 17</p> <p>As approved by the companies approving department authorized by the State Council, the Company may issue a total of 400 million ordinary shares. The Company issued 240 million shares to its promoter at the time of establishment, all being domestic-invested shares, <u>and the promoters converted their assets and land interests into share capital</u>, representing 60% of the total ordinary shares the Company may issue. <u>The promoters paid in RMB240 million yuan, and the paid-in time was 1 October 1994.</u> Such shares are held by Chengdu Siwi High-tech Industrial Park Co., Ltd. and Chengdu Siwi Electronic Co., Ltd. with 136 million shares (representing 34% of the total share capital) and 104 million shares (representing 26% of the total share capital) respectively.</p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original Articles:	Amended Articles:
	<p>Article 18</p> <p>The Company issued 160 million ordinary shares after establishment, all of which are foreign-invested shares listed on the Main Board of The stock exchange of Hong Kong limited (i.e. H shares), representing 40% of the total share capital of the Company.</p>	<p>Article 18</p> <p>The Company issued 160 million ordinary shares after establishment, all of which are foreign-invested shares listed on the Main Board of The stock exchange of Hong Kong limited (i.e. H shares) <u>and was listed on 13 December 1994</u>, representing 40% of the total share capital of the Company.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 47</p> <p>(A) The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(I) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(II) the right to attend or appoint a proxy to attend shareholders' meetings and to exercise speaking right and the corresponding voting right thereat (unless a shareholder is required by the listing rules of place (s) where the Company's shares are listed to give up voting right on individual matter) in accordance with the laws;</p> <p>(III) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p style="padding-left: 20px;">1 the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</p> <p style="padding-left: 20px;">2 the right to inspect and copy, subject to payment of a reasonable charge:</p> <p style="padding-left: 40px;">(1) all parts of the register of shareholders;</p>	<p>Article 47</p> <p>(A) The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(I) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(II) the right to attend or appoint a proxy to attend shareholders' meetings and to exercise speaking right and the corresponding voting right thereat (unless a shareholder is required by the listing rules of place (s) where the Company's shares are listed to give up voting right on individual matter) in accordance with the laws;</p> <p>(III) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p style="padding-left: 20px;">1 the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</p> <p style="padding-left: 20px;">2 the right to inspect and copy, subject to payment of a reasonable charge:</p> <p style="padding-left: 40px;">(1) all parts of the register of shareholders;</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(2) personal particulars of each of the Company's Directors, Supervisors, general managers and other senior management members including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations; and</p> <p>(e) identification document and its number.</p> <p>(3) report on the state of the Company's share capital;</p> <p>(4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;</p> <p>(5) minutes of shareholders' meetings.</p>	<p>(2) personal particulars of each of the Company's Directors, general managers and other senior management members including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations; and</p> <p>(e) identification document and its number.</p> <p>(3) report on the state of the Company's share capital;</p> <p>(4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;</p> <p>(5) minutes of shareholders' meetings.</p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original Articles:	Amended Articles:
	<p>(VI) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(VII) other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	<p>(VI) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(VII) other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 49</p> <p>In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to relieve a Director or supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company's assets, including (without limitation) opportunities beneficial to the Company;</p> <p>(3) to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for a company restructuring submitted to the meeting of shareholders for approval in accordance with the Articles of Association.</p>	<p>Article 49</p> <p>In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to relieve a Director of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a Director (for his own benefit or for the benefit of another person), in any guise, of the Company's assets, including (without limitation) opportunities beneficial to the Company;</p> <p>(3) to approve the expropriation by a Director (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for a company restructuring submitted to the meeting of shareholders for approval in accordance with the Articles of Association.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 52</p> <p>The shareholders' meeting may exercise the following functions and powers:</p> <p>(1) to elect and remove Directors and to fix the remuneration of the relevant Directors;</p> <p>(2) to elect and remove supervisors (being shareholder representatives), and to fix the remuneration of the relevant supervisors;</p> <p>(3) to examine and approve the reports of the Board;</p> <p>(4) to examine and approve the reports of the Supervisory Committee;</p> <p>(5) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(6) to adopt resolutions on any increase or reduction of registered capital of the Company;</p> <p>(7) to adopt resolutions on matters such as merger, division, dissolution and liquidation of the Company;</p> <p>(8) to adopt resolutions on the issue of bonds of the Company;</p> <p>(9) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to examine the proposals submitted by shareholders holding not less than 1% of the Company's voting shares;</p>	<p>Article 52</p> <p>The shareholders' meeting may exercise the following functions and powers:</p> <p>(1) to elect and remove Directors and to fix the remuneration of the relevant Directors;</p> <p><u>(2)</u> to examine and approve the reports of the Board;</p> <p><u>(3)</u> to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p><u>(4)</u> to adopt resolutions on any increase or reduction of registered capital of the Company;</p> <p><u>(5)</u> to adopt resolutions on matters such as merger, division, dissolution and liquidation of the Company;</p> <p><u>(6)</u> to adopt resolutions on the issue of bonds of the Company;</p> <p><u>(7)</u> to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;</p> <p><u>(8)</u> to amend the Articles of Association;</p> <p><u>(9)</u> to examine the proposals submitted by shareholders holding not less than 1% of the Company's voting shares;</p> <p><u>(10)</u> to examine other matters required by laws, administrative regulations and the Articles of Association to be resolved by meeting of shareholders.</p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original Articles:	Amended Articles:
	<p>(12) to examine other matters required by laws, administrative regulations and the Articles of Association to be resolved by meeting of shareholders.</p> <p>The shareholders' meeting may authorize the Board of Directors to make a resolution on the issuance of corporate bonds.</p>	<p>The shareholders' meeting may authorize the Board of Directors to make a resolution on the issuance of corporate bonds.</p>
	<p>Article 53</p> <p>Without a prior approval by a shareholders' meeting, the Company shall not enter into any contract with any party other than the Directors, supervisors; general managers and other senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.</p>	<p>Article 53</p> <p>Without a prior approval by a shareholders' meeting, the Company shall not enter into any contract with any party other than the Directors, general managers and other senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 54</p> <p>Meetings of shareholders shall be annual meetings of shareholders and extraordinary meetings of shareholders. A meeting of shareholders shall be convened by the Board. The annual meeting of shareholders shall be held once every year within six months after the end of the previous accounting year.</p> <p>The Board shall hold an extraordinary meeting of shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;</p> <p>(2) the uncovered losses are in excess of one third of the Company's total share capital;</p> <p>(3) shareholders holding not less than 10% of the Company's issued shares with voting rights request in writing to hold an extraordinary meeting;</p> <p>(4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting;</p> <p>(5) the Supervisory Committee proposes to hold such a meeting;</p> <p>(6) laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed, or other circumstances stipulated in the Articles of Association.</p>	<p>Article 54</p> <p>Meetings of shareholders shall be annual meetings of shareholders and extraordinary meetings of shareholders. A meeting of shareholders shall be convened by the Board. The annual meeting of shareholders shall be held once every year within six months after the end of the previous accounting year.</p> <p>The Board shall hold an extraordinary meeting of shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;</p> <p>(2) the uncovered losses are in excess of one third of the Company's total share capital;</p> <p>(3) shareholders holding not less than 10% of the Company's issued shares with voting rights request in writing to hold an extraordinary meeting;</p> <p>(4) the Board considers it necessary;</p> <p><u>(5)</u> laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed, or other circumstances stipulated in the Articles of Association.</p>

No.	Original Articles:	Amended Articles:
	<p data-bbox="279 293 408 321">Article 58</p> <p data-bbox="279 363 823 431">A notice of the meeting shall meet the following requirements:</p> <ol data-bbox="279 474 823 1944" style="list-style-type: none"> <li data-bbox="279 474 671 502">(1) it shall be in written form; <li data-bbox="279 544 823 612">(2) it shall specify the place, date and time of the meeting; <li data-bbox="279 655 823 723">(3) it shall state the matters to be considered at the meeting; <li data-bbox="279 766 823 1300">(4) it shall provide shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but not be limited to) where the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons and effects of the same must be properly explained; <li data-bbox="279 1342 823 1804">(5) if any director, supervisor, general manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, general manager and other senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified; <li data-bbox="279 1847 823 1944">(6) it shall set out the full text of any special resolution to be proposed at the meeting for approval; 	<p data-bbox="850 293 979 321">Article 58</p> <p data-bbox="850 363 1394 431">A notice of the meeting shall meet the following requirements:</p> <ol data-bbox="850 474 1394 1944" style="list-style-type: none"> <li data-bbox="850 474 1243 502">(1) it shall be in written form; <li data-bbox="850 544 1394 612">(2) it shall specify the place, date and time of the meeting; <li data-bbox="850 655 1394 723">(3) it shall state the matters to be considered at the meeting; <li data-bbox="850 766 1394 1300">(4) it shall provide shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but not be limited to) where the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons and effects of the same must be properly explained; <li data-bbox="850 1342 1394 1804">(5) if any director, general manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, general manager and other senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified; <li data-bbox="850 1847 1394 1944">(6) it shall set out the full text of any special resolution to be proposed at the meeting for approval;

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(7) it shall contain a clear statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be shareholders;</p> <p>(8) it shall state the date and place for the service of the proxy forms for the meeting.</p>	<p>(7) it shall contain a clear statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be shareholders;</p> <p>(8) it shall state the date and place for the service of the proxy forms for the meeting.</p>
	<p>Article 72</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:</p> <p>(1) work reports of the Board and the Supervisory Committee;</p> <p>(2) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(3) the appointment and removal of members of the Board and the Supervisory Committee and their remuneration and payment methods;</p> <p>(4) the Company's balance sheets, income statements and other financial statements;</p> <p>(5) matters other than these required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolutions.</p>	<p>Article 72</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:</p> <p>(1) work reports of the Board;</p> <p>(2) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(3) the appointment and removal of members of the Board and their remuneration and payment methods;</p> <p>(4) the Company's balance sheets, income statements and other financial statements;</p> <p>(5) matters other than these required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolutions.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 75</p> <p>A meeting of shareholders shall be convened by the Board and chaired by the Chairman of the board of directors, who shall act as the chairman of the meeting. If the Chairman is unable to attend the meeting, the Vice Chairman shall act as the chairman of the meeting. If both the Chairman and Vice Chairman are unable to attend the meeting, more than half of the directors may appoint a director of the Company to convene and chair the meeting on their behalf. If the Board is unable or has failed to perform its duties and responsibilities in holding the shareholders' meeting, and the Supervisory Committee may hold and preside over such meeting by itself. If the Supervisory Committee has failed to hold and preside over such meeting, in which case, shareholders individually or jointly holding not less than 10% of the Company's shares for not less than 90 consecutive days shall have the right to hold and preside over such meeting by themselves.</p>	<p>Article 75</p> <p>A meeting of shareholders shall be convened by the Board and chaired by the Chairman of the board of directors, who shall act as the chairman of the meeting. If the Chairman is unable to attend the meeting, the Vice Chairman shall act as the chairman of the meeting. If both the Chairman and Vice Chairman are unable to attend the meeting, more than half of the directors may appoint a director of the Company to convene and chair the meeting on their behalf. If the Board is unable or has failed to perform its duties and responsibilities in holding the shareholders' meeting, in which case, shareholders individually or jointly holding not less than 10% of the Company's shares for not less than 90 consecutive days shall have the right to hold and preside over such meeting by themselves.</p>
	<p>Article 88</p> <p>The Company shall establish a Board which reports its work to shareholders' general meeting. The Board consists of 9 Directors. The Board shall comprise 1 Chairman, 1 to 2 Vice Chairman (Chairmen) and 3 independent non-executive Directors.</p>	<p>Article 88</p> <p>The Company shall establish a Board which reports its work to shareholders' general meeting. The Board consists of 9 Directors. The Board shall comprise 1 Chairman, 1 to 2 Vice Chairman (Chairmen), <u>1 employee Director and 3 independent non-executive Directors.</u></p> <p><u>The employee Directors shall be elected through the employees' representatives meeting, the employees' meeting, or other forms of democratic election.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 89</p> <p>Directors shall be elected at the shareholders’ meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.</p> <p>The candidates for the position of directors shall be nominated by the board of directors, or nominated by the shareholders individually or jointly holding not less than three percent of the total issued and outstanding voting shares of the Company.</p> <p>A written notice of intention to nominate a candidate for election as a Director, and the nominee’s such written consent shall not be delivered to the Company less than seven (7) days before the shareholders’ meeting of the Company and the period granted by the Company for lodging the above notice and written consent by the relevant nominee shall not be less than seven (7) days, such period shall commence from the date after the issue of the notice of the shareholders’ meeting of the Company.</p> <p>The chairman and vice-chairman of the Board of Directors shall be elected or removed by more than one half of all the Directors. The term of office of the chairman and vice chairman of the Board of Directors shall be 3 years, renewable upon re-election and reappointment. The term of office for the Company’s non-executive Directors shall be definite and subject to re-election upon maturity.</p>	<p>Article 89</p> <p>Directors shall be elected at the shareholders’ meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.</p> <p>The candidates for the position of directors shall be nominated by the board of directors, or nominated by the shareholders individually or jointly holding not less than three percent of the total issued and outstanding voting shares of the Company.</p> <p>A written notice of intention to nominate a candidate for election as a Director, and the nominee’s such written consent shall not be delivered to the Company less than seven (7) days before the shareholders’ meeting of the Company and the period granted by the Company for lodging the above notice and written consent by the relevant nominee shall not be less than seven (7) days, such period shall commence from the date after the issue of the notice of the shareholders’ meeting of the Company.</p> <p>The chairman and vice-chairman of the Board of Directors <u>and the Directors performing corporate affairs</u> shall be elected or removed by more than one half of all the Directors. The term of office of the chairman and vice chairman of the Board of Directors shall be 3 years, renewable upon re-election and reappointment. The term of office for the Company’s non-executive Directors shall be definite and subject to re-election upon maturity.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Unless otherwise provided by law and subject to other relevant laws and administrative regulations, the Company shall have the power by special resolution to remove any Director before the expiration of his/her period of office (without prejudice to any claim which may be raised pursuant to any contract).</p> <p>The Board of Directors shall have the power to appoint any person as Director to fill a casual vacancy on or as an addition to the Board of Directors. Such appointment shall hold office only until the next shareholders' meeting of the Company, and such Director(s) shall then be eligible for re-election.</p> <p>A Director may concurrently hold the office of manager or other senior management of the Company (except the office of supervisor of the Company).</p>	<p>Unless otherwise provided by law and subject to other relevant laws and administrative regulations, the Company shall have the power by special resolution to remove any Director before the expiration of his/her period of office (without prejudice to any claim which may be raised pursuant to any contract).</p> <p>The Board of Directors shall have the power to appoint any person as Director to fill a casual vacancy on or as an addition to the Board of Directors. Such appointment shall hold office only until the next shareholders' meeting of the Company, and such Director(s) shall then be eligible for re-election.</p> <p>A Director may concurrently hold the office of manager or other senior management of the Company, <u>and directly participate in the management of the Company. Independent non-executive Directors may attend the board of Directors in accordance with their terms of reference and participate in the research and decision-making of matters within their terms of reference.</u></p>
	<p>Article 93</p> <p>Meetings of the board of directors should be held at least twice every year and convened by the Chairman of the board of directors. Notice of the meeting should be served on all of the directors ten (10) days before the date of the meeting. In the event of any urgent matters, upon requisition by the shareholders representing one-tenth or more of voting rights, one-third or more of the Directors, or the Supervisory Committee, an extraordinary meeting of the board of directors may be convened.</p>	<p>Article 93</p> <p>Meetings of the board of directors should be held at least twice every year and convened by the Chairman of the board of directors. Notice of the meeting should be served on all of the directors ten (10) days before the date of the meeting. In the event of any urgent matters, upon requisition by the shareholders representing one-tenth or more of voting rights, one-third or more of the Directors, an extraordinary meeting of the board of directors may be convened.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 98</p> <p>The Board of the Company shall establish the Audit Committee. The Audit Committee shall consist of at least three independent non-executive Directors, and at least one independent non-executive Director shall have accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. The Audit Committee shall have a chairman, who shall be an independent non-executive Director.</p> <p>The term of office of the members of the Audit Committee shall be the same as that of the Directors. The members are eligible for re-election upon expiration of their term of office. During the term of office, any member of the Audit Committee who no longer maintains his or her position as a Director shall automatically lose his or her membership as a member of the Audit Committee and the replacement shall be appointed by the Audit Committee in accordance with the previous articles.</p>	<p>Article 98</p> <p>The Board of the Company shall establish the Audit Committee. The Audit Committee shall consist of at least three independent non-executive Directors, and at least one independent non-executive Director shall have accounting or related financial management expertise as required by Rule 3 .10(2) of the Listing Rules. <u>The employee representatives of the board members of the Company can become members of the audit (audit) committee. Members of the audit (audit) committee shall not hold other positions in the Company other than Directors, and shall not have any relationship with the Company that may affect their independent and objective judgment. More than half of them shall be independent non-executive Directors.</u></p> <p>The Audit Committee shall have a chairman, who shall be an independent non-executive Director <u>presiding over the work of the committee. The Audit committee meetings shall be held in the presence of two-thirds or more of the members; each member shall have one vote; resolutions made at the meeting must be passed by a majority of all members.</u></p> <p>The term of office of the members of the Audit Committee shall be the same as that of the Directors. The members are eligible for re-election upon expiration of their term of office. During the term of office, any member of the Audit Committee who no longer maintains his or her position as a Director shall automatically lose his or her membership as a member of the Audit Committee and the replacement shall be appointed by the Audit Committee in accordance with the previous articles.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 99</p> <p>The obligation and competence of the Audit Committee are as follows:</p> <p>(1) reviewing the Company’s financial matters;</p> <p>(2) reviewing the Company’s financial information and its disclosure, reviewing major financial strategies of the Bank and their implementation, supervising the financial operation, monitoring the accuracy of financial accounting reports and the effectiveness of the implementation of financial accounting report procedures by the management;</p> <p>(3) inspecting, supervising and evaluating the Company’s internal audit work, supervising the Company’s internal audit system and its implementation, evaluating the work procedures and work effects of the internal audit department;</p> <p>(4) proposing to engage, renew, dismiss external auditors, taking appropriate measures to supervise the work of external auditors, reviewing the reports of external auditors, and ensuring that external auditors assume corresponding responsibilities for their audit work;</p> <p>(5) supervising the Company to ensure that the internal audit department has sufficient resources to operate, and coordinate the communication between the internal audit department and external auditors;</p>	<p>Article 99</p> <p>The obligation and competence of the Audit Committee are as follows:</p> <p>(1) reviewing the Company’s financial matters;</p> <p>(2) <u>to supervise directors and senior managerial officers in exercising of their duties, and propose to remove directors and senior managerial officers who perform actions that are in violation of the laws, the administrative regulations, the Articles of Association or the resolutions made by general meetings;</u></p> <p>(3) <u>to demand a correction when actions conducted by any director or any senior managerial officers damage the interests of the Company;</u></p> <p>(4) <u>to propose an extraordinary general meeting to be convened. To call and hold general meetings when the board of directors fails to call and hold the general meeting according to the Company Law;</u></p> <p>(5) <u>to move a motion at the general meeting;</u></p> <p>(6) <u>to file a lawsuit against the directors and senior managerial officers according to the Article 189 of the Company Law;</u></p> <p>(7) <u>to continuously supervise the internal control system of the Company, audit the management rules and regulations and their implementation of the Company, and check and evaluate the compliance and effectiveness of the Company’s major business activities;</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(6) evaluating the mechanism for employees of the Company to report financial accounting reports, internal control or other improper behaviors, and the mechanism for the Company to conduct independent and fair investigations on reported matters and to take appropriate actions;</p> <p>(7) reporting its decisions and suggestions to the board of Directors;</p> <p>(8) other obligation and competence as prescribed by the Articles of Association.</p>	<p>(8) reviewing the Company's financial information and its disclosure, reviewing major financial strategies of the Bank and their implementation, supervising the financial operation, monitoring the accuracy of financial accounting reports and the effectiveness of the implementation of financial accounting report procedures by the management;</p> <p>(9) inspecting, supervising and evaluating the Company's internal audit work, supervising the Company's internal audit system and its implementation, evaluating the work procedures and work effects of the internal audit department;</p> <p>(10) proposing to engage, renew, dismiss external auditors, taking appropriate measures to supervise the work of external auditors, reviewing the reports of external auditors, and ensuring that external auditors assume corresponding responsibilities for their audit work;</p> <p>(11) supervising the Company to ensure that the internal audit department has sufficient resources to operate, and coordinate the communication between the internal audit department and external auditors;</p> <p>(12) evaluating the mechanism for employees of the Company to report financial accounting reports, internal control or other improper behaviors, and the mechanism for the Company to conduct independent and fair investigations on reported matters and to take appropriate actions;</p> <p>(13) reporting its decisions and suggestions to the board of Directors;</p> <p>(14) other obligation and competence as prescribed by the Articles of Association.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 108</p> <p>The Party committees shall perform the following duties and responsibilities according to the Party Constitution, the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (Trial Implementation) and other relevant Party regulations:</p> <p>(1) to strengthen the political construction of the Party in the Company, adhere to and implement the fundamental, basic and important system of socialism with Chinese characteristics, educate and guide all Party members to, at all times, maintain a high degree of consistency with the Central Committee of the Party with Comrade Xi Jinping as the core in terms of political stance, political direction, political principles and political path;</p> <p>(2) to carry out in-depth study and implementation of Xi Jinping’s Thoughts on Socialism with Chinese Characteristics for a New Era, study and propagate the Party theories, follow and implement the Party routes and policies, as well as supervise and ensure the implementation of major decisions and deployments of the Central Committee of the Party and resolutions of Party organizations at a higher-level in the Company;</p> <p>(3) to study and discuss major business management matters of the Company, and support the shareholders’ (general) meetings, the board of Directors, the supervisory committee and the management members in exercising and performing their powers and functions in accordance with the laws;</p>	<p>Article 108</p> <p>The Party committees shall perform the following duties and responsibilities according to the Party Constitution, the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (Trial Implementation) and other relevant Party regulations:</p> <p>(1) to strengthen the political construction of the Party in the Company, adhere to and implement the fundamental, basic and important system of socialism with Chinese characteristics, educate and guide all Party members to, at all times, maintain a high degree of consistency with the Central Committee of the Party with Comrade Xi Jinping as the core in terms of political stance, political direction, political principles and political path;</p> <p>(2) to carry out in-depth study and implementation of Xi Jinping’s Thoughts on Socialism with Chinese Characteristics for a New Era, study and propagate the Party theories, follow and implement the Party routes and policies, as well as supervise and ensure the implementation of major decisions and deployments of the Central Committee of the Party and resolutions of Party organizations at a higher-level in the Company;</p> <p>(3) to study and discuss major business management matters of the Company, and support the shareholders’ (general) meetings, the board of Directors and the management members in exercising and performing their powers and functions in accordance with the laws;</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(4) to strengthen the leadership and supervision in terms of selection and appointment of staff members of the Company, and attach importance to the team building of leaders, cadre and talent;</p> <p>(5) to perform the main responsibility of the Company of establishing the governance culture of the Party with integrity, lead and support the internal discipline inspection organization to perform its duties of supervision and implementation of discipline accountability to implement stringent and clear political discipline and political rules, and promote the stringent governance of the Party to the grassroots in all aspects;</p> <p>(6) to strengthen the establishment of grass-root organizations of the Party and team building of Party members, as well as unite and lead the masses of workers to actively participate in the reform and development of the Company;</p> <p>(7) to take lead in the Company’s ideological and political work, establish spiritual civilization, unite front work, and take lead in groups and organizations such as the Company’s labor union, the Communist Youth League and women’s organizations.</p>	<p>(4) to strengthen the leadership and supervision in terms of selection and appointment of staff members of the Company, and attach importance to the team building of leaders, cadre and talent;</p> <p>(5) to perform the main responsibility of the Company of establishing the governance culture of the Party with integrity, lead and support the internal discipline inspection organization to perform its duties of supervision and implementation of discipline accountability to implement stringent and clear political discipline and political rules, and promote the stringent governance of the Party to the grassroots in all aspects;</p> <p>(6) to strengthen the establishment of grass-root organizations of the Party and team building of Party members, as well as unite and lead the masses of workers to actively participate in the reform and development of the Company;</p> <p>(7) to take lead in the Company’s ideological and political work, establish spiritual civilization, unite front work, and take lead in groups and organizations such as the Company’s labor union, the Communist Youth League and women’s organizations.</p>
	CHAPTER 14 SUPERVISORY COMMITTEE	DELETION OF THIS CHAPTER
	CHAPTER 15 QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY	CHAPTER 14 QUALIFICATIONS AND DUTIES OF THE DIRECTORS, MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 129</p> <p>A person may not serve as a Director, supervisor, manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation or who has been sentenced to probation and not exceed two (2) years since the expiration of the probation period ;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>	<p><u>Article 120</u></p> <p>A person may not serve as a Director, manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation or who has been sentenced to probation and not exceed two (2) years since the expiration of the probation period ;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	(4) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;	(4) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;
	(5) a person who has a relatively large amount of debts due and outstanding is listed as a dishonest person subject to enforcement;	(5) a person who has a relatively large amount of debts due and outstanding is listed as a dishonest person subject to enforcement;
	(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;	(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;
	(7) a person who is not eligible for enterprise leadership according to laws and administrative regulations;	(7) a person who is not eligible for enterprise leadership according to laws and administrative regulations;
	(8) a non-natural person;	(8) a non-natural person;
	(9) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction.	(9) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction.

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 131</p> <p>In addition to obligations imposed by laws, administrative regulations or required by the stock exchanges on which the Company's shares are listed, each of the Company's Directors, supervisors, manager and other senior management members owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>(1) not to cause the Company to exceed the scope of the business stipulated in its business license;</p> <p>(2) to act honestly in the best interest of the Company;</p> <p>(3) not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to shareholders for approval in accordance with the Articles of Association.</p>	<p><u>Article 122</u></p> <p>In addition to obligations imposed by laws, administrative regulations or required by the stock exchanges on which the Company's shares are listed, each of the Company's Directors, manager and other senior management members owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>(1) not to cause the Company to exceed the scope of the business stipulated in its business license;</p> <p>(2) to act honestly in the best interest of the Company;</p> <p>(3) not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to shareholders for approval in accordance with the Articles of Association.</p>
	<p>Article 132</p> <p>Each of the Company's Directors, supervisors, manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p><u>Article 123</u></p> <p>Each of the Company's Directors, manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 133</p> <p>Each of the Company’s Directors, supervisors, manager and other senior management members shall exercise his powers or carry on his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) discharging the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of his powers and not to exceed those powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a shareholders’ meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(5) except in accordance with the Articles of Association or with the informed consent of shareholders given in shareholders’ meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) without the informed consent of shareholders given in shareholders’ meeting, not to use the Company’s property for his own benefit by any means;</p>	<p><u>Article 124</u></p> <p>Each of the Company’s Directors, manager and other senior management members shall exercise his powers or carry on his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) discharging the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of his powers and not to exceed those powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a shareholders’ meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(5) except in accordance with the Articles of Association or with the informed consent of shareholders given in shareholders’ meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) without the informed consent of shareholders given in shareholders’ meeting, not to use the Company’s property for his own benefit by any means;</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	(7) not to exploit his position to accept bribes or other illegal income or expropriate the Company’s property by any means, including (without limitation) opportunities advantageous to the Company;	(7) not to exploit his position to accept bribes or other illegal income or expropriate the Company’s property by any means, including (without limitation) opportunities advantageous to the Company;
	(8) without the informed consent of shareholders given in shareholders’ meeting, not to accept commissions in connection with the Company’s transactions;	(8) without the informed consent of shareholders given in shareholders’ meeting, not to accept commissions in connection with the Company’s transactions;
	(9) to abide by the Articles of Association, faithfully execute his official duties and protect the Company’s interests, and not to exploit his position and power in the Company to advance his own private interests;	(9) to abide by the Articles of Association, faithfully execute his official duties and protect the Company’s interests, and not to exploit his position and power in the Company to advance his own private interests;
	(10) without the informed consent of shareholders given in shareholders’ meeting, not to compete with the Company in any form;	(10) without the informed consent of shareholders given in shareholders’ meeting, not to compete with the Company in any form;
	(11) not to misappropriate the Company’s funds or lend the Company’s funds to others, not to open accounts in his own name or other names for the deposit of the Company’s assets, and not to provide a guarantee for the shareholder(s) of the Company or other individual debts with the Company’s assets;	(11) not to misappropriate the Company’s funds or lend the Company’s funds to others, not to open accounts in his own name or other names for the deposit of the Company’s assets, and not to provide a guarantee for the shareholder(s) of the Company or other individual debts with the Company’s assets;

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(12) without the informed consent of shareholders given in shareholders' meeting, to keep in confidence information relating to the Company acquired by him in the course of and during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <p>(a) disclosure is made under compulsion of law;</p> <p>(b) the interests of the public require disclosure;</p> <p>(c) the interests of the relevant Director, supervisor, manager and other senior management member require disclosure.</p>	<p>(12) without the informed consent of shareholders given in shareholders' meeting, to keep in confidence information relating to the Company acquired by him in the course of and during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <p>(a) disclosure is made under compulsion of law;</p> <p>(b) the interests of the public require disclosure;</p> <p>(c) the interests of the relevant Director, manager and other senior management member require disclosure.</p>

No.	Original Articles:	Amended Articles:
	<p data-bbox="279 293 424 321">Article 134</p> <p data-bbox="279 370 823 549">Each Director, supervisor, manager or other senior management member of the Company shall not cause the following persons or institutions (“associates”) to do what he is prohibited from doing:</p> <p data-bbox="279 597 823 697">(1) the spouse or minor child of that Director, supervisor, manager and other senior management member;</p> <p data-bbox="279 746 823 925">(2) a person acting in the capacity of trustee of that Director, supervisor, manager or other senior management member or any person referred to in paragraph (1) of this Article;</p> <p data-bbox="279 974 823 1153">(3) a person acting in the capacity of partner of that Director, supervisor, manager or other senior management member or any person referred to in paragraphs (1) and (2) of this Article;</p> <p data-bbox="279 1202 823 1527">(4) a company in which that Director, supervisor, manager or other senior management member, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above or other Directors, supervisors, manager and other senior management members of the Company have a de facto controlling interest;</p> <p data-bbox="279 1576 823 1747">(5) the Directors, supervisors, manager and other senior management members of the controlled company referred to in paragraph (4) of this Article.</p>	<p data-bbox="847 293 992 321"><u>Article 125</u></p> <p data-bbox="847 370 1391 549">Each Director, manager or other senior management member of the Company shall not cause the following persons or institutions (“associates”) to do what he is prohibited from doing:</p> <p data-bbox="847 597 1391 697">(1) the spouse or minor child of that Director, manager and other senior management member;</p> <p data-bbox="847 746 1391 925">(2) a person acting in the capacity of trustee of that Director, manager or other senior management member or any person referred to in paragraph (1) of this Article;</p> <p data-bbox="847 974 1391 1153">(3) a person acting in the capacity of partner of that Director, manager or other senior management member or any person referred to in paragraphs (1) and (2) of this Article;</p> <p data-bbox="847 1202 1391 1527">(4) a company in which that Director, manager or other senior management member, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above or other Directors, manager and other senior management members of the Company have a de facto controlling interest;</p> <p data-bbox="847 1576 1391 1715">(5) the Directors, manager and other senior management members of the controlled company referred to in paragraph (4) of this Article.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 135</p> <p>The fiduciary duties of the Directors, supervisors, manager and other senior management members of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	<p><u>Article 126</u></p> <p>The fiduciary duties of the Directors, manager and other senior management members of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>
	<p>Article 136</p> <p>Except for circumstances prescribed in Article 48 of the Articles of Association, a Director, supervisor, manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a shareholders' meeting.</p>	<p><u>Article 127</u></p> <p>Except for circumstances prescribed in Article 49 of the Articles of Association, a Director, supervisor, manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a shareholders' meeting.</p>
	<p>Article 137</p> <p>Where a Director, supervisor, manager and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board.</p>	<p><u>Article 128</u></p> <p>Where a Director, manager and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Unless otherwise permitted under the listing rules of the stock exchanges on which the Company's shares are listed, where Directors or their respective associates (as defined in the listing rules of the stock exchanges on which the Company's shares are listed) have a material interest in any contract, transaction, arrangement or other matters that require the approval of the Board of Directors, the relevant Director shall not vote for the relevant matter at the Board of Directors' meeting, and shall not be counted towards the quorum of such meeting.</p> <p>Unless the interested Director, supervisor, manager or other senior management member discloses his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, supervisor, manager or other senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that Director, supervisor, manager or other senior management member is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested Director, supervisor, manager or other senior management member.</p> <p>A Director, supervisor, manager or other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>	<p>Unless otherwise permitted under the listing rules of the stock exchanges on which the Company's shares are listed, where Directors or their respective associates (as defined in the listing rules of the stock exchanges on which the Company's shares are listed) have a material interest in any contract, transaction, arrangement or other matters that require the approval of the Board of Directors, the relevant Director shall not vote for the relevant matter at the Board of Directors' meeting, and shall not be counted towards the quorum of such meeting.</p> <p>Unless the interested Director, manager or other senior management member discloses his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, supervisor, manager or other senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that Director, supervisor, manager or other senior management member is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested Director, manager or other senior management member.</p> <p>A Director, manager or other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original Articles:	Amended Articles:
	<p>Article 138</p> <p>Where a Director, supervisor, manager or other senior management member of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	<p><u>Article 129</u></p> <p>Where a Director, manager or other senior management member of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>
	<p>Article 139</p> <p>The Company shall not in any manner pay taxes for or on behalf of its Directors, supervisors, manager or other senior management members.</p>	<p><u>Article 130</u></p> <p>The Company shall not in any manner pay taxes for or on behalf of its Directors, manager or other senior management members.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 140</p> <p>The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a Director, supervisor, manager or other senior management member of the Company or of the Company's parent company or any of their respective associates. However, the following transactions are not subject to such prohibition:</p> <p>(1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company;</p> <p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its Directors, supervisors, manager or other senior management members to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in shareholders' meeting;</p> <p>(3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant Directors, Supervisors, manager or other senior management members or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.</p>	<p><u>Article 131</u></p> <p>The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a Director, manager or other senior management member of the Company or of the Company's parent company or any of their respective associates. However, the following transactions are not subject to such prohibition:</p> <p>(1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company;</p> <p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its Directors, manager or other senior management members to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in shareholders' meeting;</p> <p>(3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant Directors, manager or other senior management members or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.</p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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No.	Original Articles:	Amended Articles:
	<p>Article 142</p> <p>A loan guarantee provided by the Company in breach of Article 140 shall be unenforceable against the Company, provided that:</p> <p>(1) a loan was advanced to an associate of any of the Directors, supervisors, manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances;</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p><u>Article 133</u></p> <p>A loan guarantee provided by the Company in breach of Article 131 shall be unenforceable against the Company, provided that:</p> <p>(1) a loan was advanced to an associate of any of the Directors, manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances;</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 144</p> <p>In addition to any rights and remedies provided by the laws and administrative regulations, where a Director, supervisor, manager and other senior management members of the Company is in breach of his duties to the Company, the Company has a right to:</p> <p>(1) claim damages from the Director, supervisor, manager and other senior management members in compensation for losses sustained by the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the Director, supervisor, manager and other senior management members or with a third party (where such third party knows or should know that there is such a breach of duties by such Director, supervisor, manager and other senior management members);</p> <p>(3) demand the Director, supervisor, manager and other senior management members to surrender the profits made by him in breach of his duties;</p> <p>(4) recover any monies received by the Director, supervisor, manager and other senior management members which should have been otherwise received by the Company, including (without limitation) commissions;</p> <p>(5) demand payment of the interest earned or which may have been earned by the Director, supervisor, manager and other senior management members on the monies that should have been paid to the Company.</p>	<p><u>Article 135</u></p> <p>In addition to any rights and remedies provided by the laws and administrative regulations, where a Director, manager and other senior management members of the Company is in breach of his duties to the Company, the Company has a right to:</p> <p>(1) claim damages from the Director, manager and other senior management members in compensation for losses sustained by the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the Director, manager and other senior management members or with a third party (where such third party knows or should know that there is such a breach of duties by such Director, manager and other senior management members);</p> <p>(3) demand the Director, manager and other senior management members to surrender the profits made by him in breach of his duties;</p> <p>(4) recover any monies received by the Director, manager and other senior management members which should have been otherwise received by the Company, including (without limitation) commissions;</p> <p>(5) demand payment of the interest earned or which may have been earned by the Director, manager and other senior management members on the monies that should have been paid to the Company.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 145</p> <p>The Company shall, with the prior approval of shareholders in shareholders' meeting, enter into a contract in writing with a Director or supervisor wherein his emoluments are stipulated, including:</p> <ol style="list-style-type: none"> (1) emoluments in respect of his service as Director, supervisor or senior management member of the Company; (2) emoluments in respect of his service as Director, supervisor or senior management member of any subsidiary of the Company; (3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company or any of its subsidiaries; (4) compensation for loss of office, or as consideration for or in connection with his retirement from office . <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a Director or supervisor against the Company for any benefits in respect of the matters mentioned in this Article.</p>	<p><u>Article 136</u></p> <p>The Company shall, with the prior approval of shareholders in shareholders' meeting, enter into a contract in writing with a Director wherein his emoluments are stipulated, including:</p> <ol style="list-style-type: none"> (1) emoluments in respect of his service as Director or senior management member of the Company; (2) emoluments in respect of his service as Director or senior management member of any subsidiary of the Company; (3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company or any of its subsidiaries; (4) compensation for loss of office, or as consideration for or in connection with his retirement from office. <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a Director against the Company for any benefits in respect of the matters mentioned in this Article.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 146</p> <p>The contract for emoluments entered into between the Company and its Directors or supervisors should provide that in the event of a takeover of the Company, the Company's Directors and supervisors shall, subject to the prior approval of the shareholders in shareholders' meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means:</p> <p>(1) a takeover offer made by any person to all shareholders;</p> <p>(2) an offer made by any person with a view to the offer or becoming a "controlling shareholder" within the meaning of Article 49.</p> <p>If the relevant Director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant Director or supervisor and shall not be paid out of that sum.</p>	<p><u>Article 137</u></p> <p>The contract for emoluments entered into between the Company and its Directors should provide that in the event of a takeover of the Company, the Company's Directors and supervisors shall, subject to the prior approval of the shareholders in shareholders' meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means:</p> <p>(1) a takeover offer made by any person to all shareholders;</p> <p>(2) an offer made by any person with a view to the offer or becoming a "controlling shareholder" within the meaning of Article <u>50</u>.</p> <p>If the relevant Director does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant Director and shall not be paid out of that sum.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>Article 180</p> <p>The Company shall act according to the following principles to settle disputes:</p> <p>(1) Whenever any disputes or claims arise between holders of the overseas listed foreign-invested shares and the Company, holders of the overseas listed foreign-invested shares and the Company's Directors, supervisors, general managers or other senior management members, or holders of the overseas-listed foreign-invested shares and holders of domestic-invested shares, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>(2) Where a dispute or claim of rights abovementioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a shareholder, Director, supervisor, general manager or other senior management members of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration.</p> <p>(3) Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be referred to arbitration.</p>	<p><u>Article 171</u></p> <p>The Company shall act according to the following principles to settle disputes:</p> <p>(1) Whenever any disputes or claims arise between holders of the overseas listed foreign-invested shares and the Company, holders of the overseas listed foreign-invested shares and the Company's Directors, general managers or other senior management members, or holders of the overseas-listed foreign-invested shares and holders of domestic-invested shares, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>(2) Where a dispute or claim of rights abovementioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a shareholder, Director, general manager or other senior management members of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration.</p> <p>(3) Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be referred to arbitration.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(4) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>(5) If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(6) If any disputes or claims of rights prescribed in subparagraph (1) above are referred to arbitration, the laws of the People’s Republic of China shall apply, save as otherwise provided in laws and administrative regulations.</p> <p>(7) The award of an arbitration body shall be final and conclusive and binding on all parties.</p>	<p>(4) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>(5) If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(6) If any disputes or claims of rights prescribed in subparagraph (1) above are referred to arbitration, the laws of the People’s Republic of China shall apply, save as otherwise provided in laws and administrative regulations.</p> <p>(7) The award of an arbitration body shall be final and conclusive and binding on all parties.</p>
	<p>Article 182</p> <p>Except as otherwise provided in these Articles of Association, the various forms of giving notice prescribed in the preceding article shall apply to the notice of the shareholders’ meetings held by the Company; and the meetings of the board of directors and the board of supervisors.</p>	<p><u>Article 173</u></p> <p>Except as otherwise provided in these Articles of Association, the various forms of giving notice prescribed in the preceding article shall apply to the notice of the shareholders’ meetings held by the Company <u>and</u> the meetings of the board of directors.</p>

Note: Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or rearrangement of certain articles, the serial numbering of the articles of the Articles of Association as so amended shall be changed accordingly, including those referred to in cross references.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING



CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(a sino-foreign joint stock company incorporated in the People's Republic of China)

(Stock Code: 1202)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

The 2024 first extraordinary general meeting (the “EGM”) of Chengdu SIWI Science and Technology Company Limited (the “Company”) will be held at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the People's Republic of China (the “PRC”) at 10:00 a.m. on Monday, 30 September 2024 for the following purposes:

ORDINARY RESOLUTION

1. To consider and approve the proposal in relation to the change of company type.

SPECIAL RESOLUTION

2. To consider and approve the proposals in relation to the proposed amendments to the articles of association of the Company.

By order of the Board

Chengdu SIWI Science and Technology Company Limited

Li Tao

Chairman

Chengdu, the PRC, 12 September 2024

Notes:

1. Holders of the Company's H shares (“H Shares”) are reminded that the register of members of the H Shares will be closed from 27 September 2024 to 30 September 2024 (both days inclusive), during which no transfer of H Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar (Hong Kong Registrars Limited at Rooms 1712–16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before the close of business hours (4:30 p.m.) on 26 September 2024.
2. Shareholders of the Company whose names appear on the register of members at the business hours on 27 September 2024 are entitled to attend and vote at the EGM (or any adjourned meetings thereof).
3. Each shareholder of the Company who has the right to attend and vote at the EGM is entitled to appoint one or more proxy(ies) to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company. When a shareholder of the Company appoints more than one proxy to attend the EGM, each proxy should be appointed in writing and each proxy can only vote in accordance with the authorized number of shares specified on the proxy form. The proxy may only vote in poll. Any shareholder who intends to appoint one or more proxy(ies) should first read the accompanying circular.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

4. If a proxy is appointed to attend the EGM on behalf of the shareholder, such proxy should present his identity card and the proxy form with the date of issue stated thereon or documents of authorization duly signed by his statutory agent. If the corporate representative of a corporate shareholder attends the EGM, he should present his identity card and a valid document that proves his capacity of the corporate representative. If a corporate shareholder appoints his attorney other than the corporate representative to attend the EGM, then the attorney should present his identity card and the document of authorization signed under the official seal of the corporate shareholder or duly signed by the corporate representative.
5. If a proxy form is signed by a person authorized by the appointor, the copy of the power of attorney or other authorization document must be notarially certified by lawyers. To be valid, a copy of such power of attorney or other documents of authorization and the proxy form must be delivered to the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the holders of H Shares or for the holders of domestic shares, to the registered office of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC (postal code: 611731) not less than 24 hours before the holding of the EGM or not less than 24 hours before the time appointed for taking poll.
6. The EGM is expected to last for half a day. Shareholders of the Company and their proxies who attend the meeting shall be responsible for their own traveling and accommodation arrangement and expenses.