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CAPINFO COMPANY LIMITED*

首都信息發展股份有限公司

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

(Stock Code: 1075)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR
MEETINGS OF THE BOARD**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to relevant laws, regulations and normative documents, as well as the actual needs of operation and development of the Company, the Board proposed certain amendments to the Articles of Association. The Proposed Amendments to the Articles of Association are subject to the approval by way of a special resolution regarding such amendments at the EGM.

**PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF
THE BOARD**

To further standardize the Board's behavior, improve the standardization and effectiveness of the Board's operations, continuously improve the operational efficiency and level of the Board, prevent decision-making risks, and promote the sustainable and healthy development of the Company, the Board proposed certain amendments to the existing Rules and Procedures for Meetings of the Board, according to relevant laws, regulations and normative documents, as well as the actual needs of business development of the Company. The Proposed Amendments to the Rules and Procedures for Meetings of the Board are subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

GENERAL

An EGM will be convened to consider and, if thought fit, the approval of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules and Procedures for Meetings of the Board. A circular containing, among others, details of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules and Procedures for Meetings of the Board together with a notice of the EGM will be despatched to the Shareholders as soon as practicable.

* *For identification purpose only*

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to relevant laws, regulations and normative documents, as well as the actual needs of operation and development of the Company, on 13 November 2020, the Board approved and proposed certain amendments to the Articles of Association (“**Proposed Amendments to the Articles of Association**”).

Existing Articles	Amended Articles
Newly-added	<p>Article 11 The Group promotes the management of enterprises according to law in an all-round way and implements a general legal adviser system to further give full play to the role of the general legal adviser as a gatekeeper for legal audits in operation and management, and to promote lawful operation and compliance management of enterprises.</p> <p>A general legal adviser is a senior officer appointed by the Board, and is the specific leader of rule of law, being responsible for an enterprise’s legal affairs, and coordinating and handling legal affairs in decision-making, operation and management. The general legal adviser reports directly to the general manager or Chairman of the Board and is accountable to the Board.</p> <p>In the event a major matter to be discussed and considered at the corporate decision-making meetings require legal review, the matter shall be submitted to the general legal adviser for legal review. If, upon review, the general legal adviser considers the matter involves significant risks, the submission of matter to the decision making meeting shall be suspended. The general legal adviser shall attend the Party Committee’s meeting and the Board’s meeting, participate in the general managers’ meeting and express independent legal opinions on matters involving legal issues.</p>

Existing Articles	Amended Articles
<p>Article 92 The Board of Directors shall be accountable to the shareholders’ general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(9) to appoint or remove the Company’s general manager, and to appoint or remove the deputy general manager (or deputy general managers) and other senior officers (including the financial officer(s)) based on the recommendations of the general manager, and to decide on their remuneration;.....</p>	<p>Article 923 The Board of Directors shall be accountable to the shareholders’ general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(9) to appoint or remove the Company’s general manager, and to appoint or remove the deputy general manager (or deputy general managers) and other senior officers (including the financial officer(s)) based on the recommendations of the general manager, and to decide on their remuneration;.....</p>
<p>Article 106 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>.....</p> <p>(6) to request the appointment or dismissal of the Company’s deputy general manager (or deputy general managers) and other senior officers (including the chief financial officer(s));.....</p>	<p>Article 1067 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>.....</p> <p>(6) to request the appointment or dismissal of the Company’s deputy general manager (or deputy general managers) and other senior officers (including the chief financial officer(s));.....</p>
<p>Newly-added</p>	<p>Article 181 The term “senior officers” in the Articles of Association refers to the general manager, deputy general manager, chief financial officer, general legal adviser, assistant to general manager, secretary to the Board, chief auditor etc.</p>

PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF THE BOARD

To further standardize the Board’s behavior, improve the standardization and effectiveness of the Board’s operations, continuously improve the operational efficiency and level of the Board, prevent decision-making risks, and promote the sustainable and healthy development of the Company, on 30 October 2020, the Board approved and proposed certain amendments to the existing Rules and

Procedures for Meetings of the Board, according to relevant laws, regulations and normative documents, as well as the actual needs of business development of the Company (“**Proposed Amendments to the Rules and Procedures for Meetings of the Board**”).

Existing Articles	Amended Articles
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to perfect and standardize the discussion and decision-making procedures of the Board of Directors of Capinfo Company Limited (hereinafter referred to as the “Company”), to ensure that the functions and powers of Directors are exercised in the right manner and to promote the lawful, timely and effective implementation of decision-making process by the board of directors, these Rules and Procedures are formulated in accordance with laws, rules and regulations and regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, the Mandatory Provisions for the Articles of Association of Companies Listed Overseas as well as the relevant requirements set out in the Articles of Association of Capinfo Company Limited (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to perfect and further standardize the discussion and decision-making procedures work of the Board of Directors of Capinfo Company Limited (hereinafter referred to as the “Company”), to ensure that the functions and powers of Directors are exercised in the right manner and to promote the lawful, timely and effective implementation of decision-making process by the board of directors to improve the standardization and effectiveness of the Board of Directors’ operation, continuously improve the operational efficiency and standard of the Board of Directors, prevent decision-making risks, and promote the sustainable and healthy corporate development, these Rules and Procedures are formulated in accordance with laws, rules and regulations and regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Law of the People’s Republic of China on the State-owned Assets of Enterprises, the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises as well as the relevant requirements set out in the Articles of Association of Capinfo Company Limited (hereinafter referred to as the “Articles of Association”) and the Implementation Methods of Capinfo Company Limited to adhere to implement the “Three Importance</p>

Existing Articles	Amended Articles
	<p>and One Large” Decision-making System (hereinafter referred to as the “Implementation Methods of Three Importance and One Large”).</p>
<p>Article 2 The decision-making of the Board of Directors shall be carried out based on the principle of protecting the interests of shareholders and the Company in accordance with laws and within the terms of reference as conferred by laws, rules and regulations, the Articles of Association and the general meeting.</p>	<p>Article 2 The decision-making of the Board of Directors shall be carried out based on the principle of protecting the interests of shareholders and the Company in accordance with laws and within the terms of reference as conferred by laws, rules and regulations, the Articles of Association and the general meeting. The Board of Directors is the decision-making body of the Company. The Board follows the principles of legal compliance, collective decision-making, professionalism and high efficiency based on standardized operations to strengthen strategic leadership, enhance risk prevention and control, and make scientific decisions and ensure the Company’s sustainable and healthy development.</p>
<p>Chapter 2 Composition of the Board of Directors</p>	<p>Chapter 2 Composition Composition of the Board of Directors</p>

Existing Articles	Amended Articles
<p>Article 3 The composition of Board of Directors shall be in accordance with the Articles of Association. Directors shall be elected or replaced at the general meeting each with a term of three years. The term of a Director is renewable by re-election upon expiry. A Director, before his term of office is expired, shall not be removed by the general meeting without cause. The term of a Director shall last from the date of his appointment till the date of expiration of the current session of the Board.</p>	<p>Article 3 The Company shall establish a Board of Directors. The Board of Director shall comprise twelve Directors, at least one-third of which shall be independent non-executive Directors, at least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance with the Listing Rules. Independent non-executive Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven Directors. The external Directors (namely, who do not hold a position in the Company, including independent non-executive Directors) shall comprise one half or more of the Board of Directors.</p> <p>The composition of Board of Directors shall be in accordance with the Articles of Association. Directors shall be elected or replaced at the general meeting each with a term of three years. The term of a Director is renewable by re-election upon expiry. A Director, before his term of office is expired, shall not be removed by the general meeting without cause. The term of a Director shall last from the date of his appointment till the date of expiration of the current session of the Board.</p>

Existing Articles	Amended Articles
<p>Article 4 When the term of office of any Director is expired, in the event that the new Director is not elected in time, the incumbent Director shall continue to perform Director’s duties in accordance with the relevant laws, administrative regulations, departmental rules and the Articles of Association until the new Director elected assumes office.</p> <p>In case of resignation or expiry of the term of office, a director shall still observe his obligation of confidentiality on the Company’s trade secrets, and such obligation shall remain effective after the termination of his office and until such confidential information has entered the public domain without disclosure by such director. The duration of other obligations that the directors undertake to the Company and shareholders shall be determined with the principle of fairness and subject to the length of time between occurrence of the event and resignation and the circumstances and conditions under which the termination occurs.</p>	<p>Adjusted and amended as:</p> <p>Article 10 When the term of office of any Director is expired, in the event that the new Director is not elected in time, the incumbent Director shall continue to perform Director’s duties in accordance with the relevant laws, administrative regulations, departmental rules regulatory documents and the Articles of Association until the new Director elected assumes office.</p> <p>In case of resignation or expiry of the term of office, a director shall still observe his obligation of confidentiality on the Company’s trade secrets, and such obligation shall remain effective after the termination of his office and until such confidential information has entered the public domain without disclosure by such director. The duration of other obligations that the directors undertake to the Company and shareholders shall be determined with the principle of fairness and subject to the length of time between occurrence of the event and resignation and the circumstances and conditions under which the termination occurs.</p>

Existing Articles	Amended Articles
<p>Article 5 The chairman of the Board shall be elected and removed by a simple majority of Directors. The chairman of the Board is the legal representative of the Company, who shall exercise the following functions and powers:</p> <p>(1) to preside over the general meetings and to convene and preside over meetings of the Board;</p> <p>(2) to examine the implementation of resolutions passed by the Board;</p> <p>(3) to sign the share certificates issued by the Company; and</p> <p>(4) to exercise other functions and powers conferred by the Board of Directors.</p>	<p>Adjusted and amended as:</p> <p>Article 11 The chairman of the Board is the primary responsible person for the effective operation of the Board, and is responsible for establishing and continuously improving the working system and working organization of the Board to promote the standardized and effective operation of the Board. The chairman of the Board shall be elected and removed by a simple majority of Directors. The chairman of the Board is the legal representative of the Company, who shall exercise the following functions and powers:</p> <p>(1) to preside over the general meetings and to convene and preside over meetings of the Board;</p> <p>(2) to examine the implementation of resolutions passed by the Board;</p> <p>(3) to sign the share certificates issued by the Company; and</p> <p>(4) to exercise other functions and powers conferred by the Board of Directors.</p>

Existing Articles	Amended Articles
<p>Article 6 The Company shall have a Board secretary who shall be nominated by the chairman of the Board and appointed or removed by the Board of Directors. The Board secretary shall be accountable to the Board and perform such duties as required by the laws, administrative regulations and the Articles of Association.</p>	<p>Adjusted and amended as Article 17, Article 18 and Article 19, as follows:</p> <p>Article 17 The Company shall have a Board secretary of the Company is a senior officer of the Company who shall be nominated by the chairman of the Board and appointed or and removed by the Board of Directors. Generally, the Board secretary shall be assumed by a specially-appointed person to ensure that he/she has adequate time and energy required for performing his/her duty.</p> <p>Article 18 The Board secretary shall be accountable to the Board and perform such duties as required by the laws, administrative regulations and the Articles of Association. responsible for communication between the Board of Directors and the Board of Supervisors (Supervisors), the Party Committee and managers.</p> <p>Article 19 The Company has established the Board office, which is the working body of the Board of Directors, with staff dedicated in accordance with the principle of competence and efficiency to ensure the effective operation of the Board of Directors and its specialised committees.</p>
<p>Chapter 3 Duties and Limit of Authority</p>	<p>Chapter 3 Duties and Limit of Authority Functions and Powers of the Board of Directors</p>

Existing Articles	Amended Articles
<p>Article 7 Obligations, functions and powers of Directors:</p> <p>(1) Directors shall act in good faith and diligently in the interests of the Company.</p> <p>(2) Directors shall comply with the requirements of laws, rules and regulations of the State and the Articles of Association and shall not take advantage of their office and authority at the Company to serve their own interests. They shall perform their responsibilities honestly and protect the interests of the Company.</p>	<p>Adjusted and amended as:</p> <p>Article 8 Obligations, functions and powers of Directors:</p> <p>(1) Directors shall act in good faith and diligently in the interests of the Company.</p> <p>(2) Directors shall comply with the requirements of laws, rules and regulations of the State and the Articles of Association and shall not take advantage of their office and authority at the Company to serve their own interests. They shall perform their responsibilities honestly and protect the interests of the Company. The Directors shall make decisions on matters within the scope of authority of the Board of Directors and supervise the senior management through Board meetings and by other lawful means, thus earnestly safeguarding the legitimate rights and interests of shareholders and the Company. The Directors shall bear fiduciary and diligent duties to the shareholders and the Company, and shall not abuse their power and convenience in the Company to seek improper benefits. The specific rights and obligations of the Directors shall be governed by laws, regulations, regulatory documents and the Articles of Association.</p>

Existing Articles	Amended Articles
<p>Article 8 The Board of Directors shall be responsible to the general meetings and exercise the following functions and powers:</p> <p>(1) to be responsible for convening general meetings and report on its work to the general meetings;</p> <p>(2) to implement the resolutions passed at the general meetings;</p> <p>(3) to determine the Company’s business plans and investment plans;</p> <p>(4) to formulate the Company’s annual budgets and final accounts;</p> <p>(5) to formulate the Company’s profit distribution plans and loss recovery plans;</p> <p>(6) to formulate the plans for increase or reduction of the Company’s registered capital, and proposals for issue of corporate bonds;</p> <p>(7) to formulate the proposals for merger, division or dissolution of the Company;</p> <p>(8) to decide on the matters such as external investments, acquisition or disposal of assets, mortgages on assets, external guarantees, entrusted wealth management and connected transactions of the Company within the authority granted by the general meetings;</p>	<p>The original items (1) to (13) are deleted and amended as Article 5:</p> <p>The Board of Directors shall be responsible to the general meetings and exercise the following functions and powers according to the Company Law, the Articles of Association and other provisions:</p> <p>(1) functions and powers of the Board of Directors as prescribed by the Company Law and the relevant laws and regulations;</p> <p>(2) matters that should be decided by the Board of Directors in accordance with the provisions of the Articles of Association, the Implementation Methods of Three Importance and One Large and the relevant rules and regulations of the management and control system of the company group;</p> <p>(3) to determine the setup, functions and powers, composition and working rules of specialised committees under the Board of Directors;</p> <p>(4) to study and consider the matters proposed by the chairman of the Board for consideration.</p> <p>Where the above duties involve any of the significant events or issues referred to under the Articles of Association, it shall be decided by the Board of Directors after deliberation by the Party Committee.</p>

Existing Articles	Amended Articles
<p>(9) to decide on the establishment of the Company’s internal management bodies;</p> <p>(10) to appoint or dismiss the president of the Company; to appoint or dismiss other senior management personnel of the Company (including the financial controller) (in the case of appointment, based on the nominations made by the president), and to determine their remunerations, system of rewards and punishment;</p> <p>(11) to formulate the Company’s basic management system;</p> <p>(12) to formulate proposals for any amendment to the Articles of Association;</p> <p>(13) to exercise other functions and powers as stipulated by laws, regulations or the Articles of Association and as authorised by the general meetings.</p> <p>Where the above duties involve any of the significant events or issues referred to under the Articles of Association, it shall be decided by the Board of Directors after deliberation by the Party Committee.</p>	

Existing Articles	Amended Articles
<p>Newly-added</p>	<p>Article 6 Matters related to “important decisions, important personnel appointments and removals, important project arrangements and large-scale capital operations” (hereinafter referred to as “Three Importance and One Large”) shall be considered by the Party Committee of the Company as required before the study and consideration by the Board of Directors.</p>
<p>Article 9 The following matters shall be passed by the Board of Directors before proposing to the general meeting of the Company for approval:</p> <p>(1) the working reports of the Board of Directors;</p> <p>(2) the profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(3) the removal of the members of the Board of Directors and the methods of payment for their remuneration;</p> <p>(4) the annual budgets and final accounts of the Company;</p> <p>(5) an increase or reduction of the share capital of the Company and the issue of any class of shares, warrants and other similar securities;</p> <p>(6) the issue of corporate bonds;</p> <p>(7) the division, merger, dissolution and liquidation of the Company;</p> <p>(8) the amendments to the Articles of Association or other matters as stipulated by the Articles of Association.</p>	<p>Deleted</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 7 The statutory authorities of the Board of Directors and the authority to make decisions on the “Three Importance and One Large” matters that fall within the scope of decision-making of the Board of Directors shall not be delegated to the chairman of the Board, any Director or other individual. In order to improve the efficiency of business decision making, the Board of Directors may, within the scope of its authority, delegate to the chairman of the Board and the general managers of the Company the authority to make decisions on non-“Three Importance and One Large” matters that are not within the statutory authorities of the Board of Directors and do not require collective decision-making. After the delegation, the Board of Directors still assumes responsibility for the matters delegated.</p> <p>Delegation of authority for specific types of matters shall be done by giving a written authorization that specifies the matter to be authorized, the authorization, and the duration of the authorization, etc., and the duration of authorization shall not exceed the term of the Board of Directors (in principle, not more than 3 years). In addition, the Board office shall take the lead in establishing a mechanism for monitoring and tracking the matter authorized.</p> <p>Delegation of authority for specific decision-making shall be done by means of a resolution of the Board of Directors in accordance with law. Authorization for decision making shall be granted on a case-by-case basis and shall not be granted to other organizations or individuals in general or on a long-term basis.</p>

Existing Articles	Amended Articles
<p>Article 10 During the adjournment of the Board meetings, the chairman of the Board shall be authorised by the Board of Directors to exercise the following functions and powers:</p> <p>(1) the chairman of the Board may handle and publish documents including announcements and circulars required to be published in a timely manner in accordance with the listing rules of the Stock Exchange; and</p> <p>(2) such other functions and powers authorised by the Board of Directors. In the event of force majeure such as extraordinarily serious natural disasters or emergency circumstances such as drastic changes in the operational conditions of the Company, the chairman of the Board may exercise his special right of disposal to the affairs of the Company in compliance with laws and in the interests of the Company, and report forthwith to the Directors, chairman of the supervisory committee and the general meeting afterwards.</p>	<p>Adjusted and amended as:</p> <p>Article 14 During the adjournment of the Board meetings, the chairman of the Board shall be authorised by the Board of Directors to exercise the following functions and powers:</p> <p>(1) the chairman of the Board may handle and publish documents including announcements and circulars required to be published in a timely manner in accordance with the listing rules of the Stock Exchange; and</p> <p>(2) such other functions and powers authorised by the Board of Directors. In the event of force majeure such as extraordinarily serious natural disasters or emergency circumstances such as drastic changes in the operational conditions of the Company Under emergency circumstances in which it is impossible to convene a Board meeting in time, the chairman of the Board may exercise his special right of decision and disposal to the affairs of the Company in compliance with laws and regulations and in the interests of the Company and the rights and interests of its shareholders, and report forthwith to the Directors, chairman of the supervisory committee and the general meeting Board of Directors afterwards.</p>
Newly-added	Chapter 4 Directors and Related Personnel

Existing Articles	Amended Articles
<p>Paragraph 4 of Article 19</p> <p>Directors shall be liable for the resolutions of the Board of Directors. Where a resolution of the Board is in violation of any laws, administrative rules and regulations or the requirements of the Articles of Association and results in serious loss suffered by the Company, the Directors taking part in the adoption of resolution shall be liable for compensation to the Company. Directors who have been proved as having expressed dissenting opinions on the resolution which has been recorded in the minutes of the meeting may be exempted from such liability.</p>	<p>Adjusted and amended as:</p> <p>Article 9 Directors shall be are liable for the resolutions of the Board of Directors. Where a resolution of the Board is in violation of any laws, administrative rules and regulations, or regulatory documents, the requirements of the Articles of Association and results in serious loss suffered by the Company, the Directors taking part in the adoption of resolution shall be liable for compensation to the Company. Directors who have been proved as having expressed dissenting opinions on the resolution which has been recorded in the minutes of the meeting may be exempted from such liability.</p>
<p>Newly-added</p>	<p>Article 12 The chairman of the Board is responsible for evaluating the rationality of establishment of the specialised committees under the Board, effectiveness of operation and performance of the Board secretary, and may, if necessary, propose adjustments to the Board for discussion and voting.</p>

Existing Articles	Amended Articles
Newly-added	Article 13 The chairman of the Board is responsible for establishing a mechanism to monitor and inspect the implementation of resolutions to have full overview of implementation of the resolutions of the Board of Directors.
Newly-added	Article 15 External Directors shall perform their duties primarily through participation in meetings of the Board of Directors and its specialised committees. External Directors may participate in or attend meetings such as corporate workshops, seminars and work concluding sessions, participate in on-site research, inspect information documents, and communicate with relevant personnel of the Company to gain a timely, comprehensive and in-depth understanding of the Company’s strategic planning, operation management, business development, financial position, risk management and other relevant information.
Newly-added	Article 16 External Directors should ensure that they have sufficient time and energy to perform their duties effectively. The Company shall create conditions for and facilitate external directors to perform their duties, and the Board secretary shall be responsible for providing daily work support and service guarantee for external directors.
Chapter 4 System of Board Meetings	Chapter 4 5 System of Rules of Procedures of the Board Meetings of Directors

Existing Articles	Amended Articles
<p>Article 11 The Board meetings of the Company shall include regular meetings and extraordinary meetings. Board meetings shall be convened at least four times each year. Under any of the following circumstances, an extraordinary Board meeting may be convened:</p> <p>(1) as deemed necessary by the chairman of the Board;</p> <p>(2) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(3) as proposed by three or more Directors;</p> <p>(4) as proposed by two or more independent Directors;</p> <p>(5) as proposed By the Party Committee of the Company:</p> <p>(6) as proposed by the supervisory committee of the Company;</p> <p>(7) as proposed by the president of the Company.</p>	<p>Adjusted and amended as Article 20, Article 22 and Article 23, as follows:</p> <p>Article 20 Discussion of matters of the Board of Directors shall be conducted by way of meeting. The Board meetings of the Company shall include can be regular meetings and extraordinary meetings.</p> <p>Article 22 Regular Board meetings shall be convened at least four times each year. Generally, the following matters shall be included in regular Board meetings:</p> <p>(1) annual business plans, investment plans, audit plans and work plans of specialised committees;</p> <p>(2) annual financial budget and profit distribution;</p> <p>(3) appraisal and remuneration of senior officers;</p> <p>(4) annual work report of the general managers;</p> <p>(5) annual report on law compliance, annual report on audit, annual work report of the Board of Directors, and annual report on the implementation of Board resolutions;</p> <p>(6) annual or quarterly financial analysis;</p> <p>(7) other matters which, in the opinion of the Board, should be included for consideration at regular meetings.</p>

Existing Articles	Amended Articles
	<p>Article 23 Under any of the following circumstances, an extraordinary Board meeting may be is generally convened and presided by the chairman of the Board within 10 working days from the receipt of eligible proposal:</p> <p>(5) (1) as proposed By the Party Committee of the Company:</p> <p>(4) (2) as deemed necessary by the chairman of the Board;</p> <p>(3) as jointly proposed by three or more Directors;</p> <p>(4) as proposed by two or more independent non-executive Directors;</p> <p>(5) as proposed by the specialised committees of the Board;</p> <p>(2) (6) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(6) (7) as proposed by the supervisory committee of the Company;</p> <p>(7) (8) as proposed by the president general manager of the Company;</p> <p>(9) other circumstances specified in the Articles of Association.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 21 Board meetings are named according to the session of the Board and order of meetings, and regular and extraordinary meetings are numbered consecutively.</p>
<p>Article 12 The Board meetings may be held on-site, by conference call or by written resolutions. Resolutions to be passed at the extraordinary Board meetings shall become valid without the need of convening an on-site Board meeting if the Board of Directors has distributed the proposed resolutions to all Directors, and the number of Directors who have signed for consent to the proposed resolutions has reached the quorum for adopting a resolution as required by the Articles of Association. Written resolutions may be delivered by facsimile or courier except the matters shall not be resolved by written resolution as required by the Rules Governing the Listing of Securities.</p> <p>Regular Board meetings or extraordinary Board meetings may be held by telephone or other communication equipment, provided that the attending Directors are able to hear other Directors clearly and communicate among themselves. All Directors present shall be considered as attending the meeting in person.</p>	<p>Article 24 The Board meetings may be held on-site, by conference call or by way of teleconference or by written resolutions. An on-site meeting is a Board meeting at which more than a half (inclusive) of the Directors are present in person; a teleconference is a meeting at which more than a half (inclusive) of the Directors participate via telephone, audio, video and other means of communication, through which real-time communication and exchange among the attendees of the meeting should be available. Resolutions to be passed at the extraordinary Board meetings shall become valid without the need of convening an on-site Board meeting if the Board of Directors has distributed the proposed resolutions to all Directors, and the number of Directors who have signed for consent to the proposed resolutions has reached the quorum for adopting a resolution as required by the Articles of Association. Written resolutions may be delivered by facsimile or courier except the matters shall not be resolved by written resolution as required by the Rules Governing the Listing of Securities.</p> <p>Regular Board meetings or extraordinary Board meetings may be held by telephone or other communication equipment, provided that the attending Directors are able to hear other Directors clearly and communicate among themselves. All Directors present shall be considered as attending the meeting in person.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 25 In principle, Board meetings for the purpose of consideration of the decisions on the “Three Importance and One Large” matters shall be held in the form of on-site meetings; in special or emergency situations, the meetings may also be held by way of teleconference upon the proposal of the chairman of the Board and the approval of at least a half (inclusive) of the external Directors. Board resolutions shall be made in written form. When a Board meeting is held by way of teleconference, the Directors may not appoint a proxy to attend the meeting. If a Director is unable to sign on a resolution at a meeting, he/she shall cast votes verbally and responsively affix the written signature. The verbal vote by a Director shall have the same effect as the written signature, provided that there is no discrepancy between the vote expressed by such Director in completing the written signature and the vote verbally expressed by him/her during the meeting. Board meetings held by way of teleconference, shall be recorded in audio or video form, in addition to minutes and resolutions.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 26 A Board meeting may not be convened for the following matters, provided that written resolution will be issued by the Board of Directors:</p> <p>(1) matters of a procedural nature that are not within the authority of the Board of Directors pursuant to the Articles of Associate, the Implementing Methods of Three Importance and One Large and these Rules, or matters for which the Board of Directors has delegated authority to the management to decide, but for which a Board resolution needs to be issued externally;</p> <p>(2) matters for which the Board of Directors has held a meeting within the past year to resolve specific matters, and there has been no material change in the conditions and contents on which decisions are made, but a new Board resolution needs to be issued externally;</p> <p>(3) an application to bank for granting of credit limit (provided that the use of specific loans shall not be voted by means of written resolutions).</p> <p>A Board resolution issued in writing requires unanimous approval of all Directors to be effective. Matters not to be voted by means of written resolution as required by the Listing Rules shall not be resolved by written resolution.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 27 The Board of Directors shall enhance the forward-looking and planning nature of Board meetings. The Board secretary is responsible for leading the Board office in soliciting discussion topics for regular Board meetings at the beginning of each year and formulating an annual plan on discussion topics.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 28 For subject matters included in the decision-making agenda of the Board, the proposers are responsible for preparing discussion materials and submitting them to the Board office. The Board secretary is responsible for reviewing the discussion materials. The subject matters submitted for consideration by the Board of Directors shall be subject to the relevant review and approval procedures of the Company.</p> <p>For subject matters involving the immediate interests of employees, before the meeting, the trade union should be consulted, or the opinions of the employees should be solicited through employees’ representative meetings. Matters involving legal issues shall be submitted in advance to the general legal adviser for legal review, and the general legal adviser shall issues an independent legal opinion or a written legal opinion. Matters involving financial issues shall be subject to prior financial audit procedures. Subject matters with unfulfilled necessary procedures or incomplete materials, or have problems with legal compliance, shall not be included in the discussion of the Board of Directors.</p> <p>Except for subject matters proposed by the Company’s Party Committee, all other subject matters shall be submitted to the chairman of the Board for approval after solicitation of opinions, departmental signatures, and review by the leaders and the general managers. Matters involving the “Three Importance and One Large” decision shall be submitted to the Company’s Party Committee for consideration after approval by the chairman of the Board before the Board of Directors’ decision.</p>

Existing Articles	Amended Articles
<p>Article 13 A preparatory meeting of the Board may be held after proposals made by the chairman of the Board of, three or more Directors, two or more independent Directors, the supervisory committee of the Company or the president of the Company to have initial communication on significant issues to be discussed at regular Board meetings and extraordinary Board meetings. No prior notification is required for preparatory meetings of the Board, which may be convened at appropriate time and place arranged directly by the Board secretary.</p>	<p>Deleted</p>
<p>Article 14 Rules for convening Board meetings A Board meeting shall be convened and chaired by the chairman of the Board. If the chairman of the Board is unable to convene and chair the meeting, a Director may be designated by the chairman of the Board to exercise his powers and functions on his behalf. If the chairman of the Board fails to convene and chair the meeting, a Director jointly elected by a simple majority of Directors shall convene and chair the meeting.</p> <p>A majority of Directors, including authorised Directors, shall form the quorum of Board meetings. Where a Director is unable to attend a meeting for any reason, he may appoint another Director to attend the meeting and exercise his voting rights on his behalf. Where a Director appoints another Director to attend the meeting, he shall indicate expressly on the written authorization the subject proposals for authorization and his own opinions therefor. The attorney shall produce the signed or sealed authorisation when attending the meeting and exercise his rights within the scope of authorisation.</p>	<p>Adjusted and amended as Article 32 and Articles 34 to 37, as follows:</p> <p>Article 32 A majority More than half of the Directors, including authorised Directors, shall form the quorum of Board meetings. A Director who attends a teleconference in person is deemed to be present at a Board meeting. Where a Director is unable to attend a meeting for any reason, he/she shall take leave of absence from the chairperson of the meeting and review the meeting materials in advance so as to submit a written proxy form indicating his/her voting preference to the proxy Director and the Board secretary prior to the meeting he may appoint another Director to attend the meeting and exercise his voting rights on his behalf. Where a Director appoints another Director to attend the meeting, he shall indicate expressly on the written authorization the subject proposals for authorization and his own opinions therefor. The attorney shall produce the signed or sealed authorisation when attending the meeting and exercise his rights within the scope of authorisation.</p>

Existing Articles	Amended Articles
<p>Where a Director fails to attend a Board meeting or fails to appoint a proxy to attend such meeting, he shall be deemed to have abstained from voting at such meeting, but his liability to the relevant resolution is not thereby waived.</p> <p>Where a Director fails to attend two consecutive meetings in person or appoint another Director to attend the Board meetings without any reason, he shall be deemed to be unable to perform his duties, and the Board of Directors shall accordingly propose to the general meeting for replacement of such Director.</p> <p>Pursuant to the provisions of the Articles of Association, a Director who is unable to perform his duties shall not have voting rights on all proposed resolutions before his replacement at the general meeting. Any Director disqualified in accordance with the laws shall also have no voting rights.</p>	<p>Any comment that the proxy wishes to make at the meeting should be provided in writing together with the proxy form.</p> <p>It is inappropriate for a Director to give a blank form of proxy, nor is a Director to delegate full power to the proxy. Authorisation shall be for one particular issue only. As a matter of principle, a Director may not accept proxies from more than two Directors are present at the meeting at any one time. A Director who attends a meeting in place of another Director shall exercise his/her powers within the scope of the authority delegated to him.</p> <p>Article 34 Rules for convening Board meetings A Board meeting shall be convened and chaired by the chairman of the Board. If the chairman of the Board is unable to convene and chair the meeting for any reason, a Director may be designated by the chairman of the Board to exercise his powers and functions on his behalf. If the chairman of the Board fails to convene and chair the meeting, a Director jointly elected by a simple majority (including half) of Directors shall convene and chair the meeting.</p> <p>Article 35 Each subject matter shall be considered individually at a Board meeting. The proposer must attend the meeting on time and report on the content of the subject matter. If the proposer cannot attend the meeting due to special reasons, he/she should apply for leave of absence from the chairperson of the meeting at least one working day before the meeting and appoint a deputy to report on his/her behalf.</p>

Existing Articles	Amended Articles
	<p>Article 36 The participating directors shall express their opinions or recommendations independently, objectively and prudently after carefully reading the relevant meeting materials and being briefed on the subject matter. In the case of a proxy, the proxy shall express the opinion of the appointer in addition to his/her own opinion. Where a subject matter has been considered by a specialized committee, the specialized committee shall submit written advice to the Board of Directors, which shall be read before the subject matter is discussed.</p> <p>The chairperson of the meeting is responsible for the effective maintenance of order at the meeting venue and the adequate protection of the rights of participating Directors to speak, discuss, inquire and vote. Before the members of the Board of Directors speak, it is generally not appropriate for the chairperson to express biased opinions.</p> <p>Article 37 Where a Director fails to attend a Board meeting or fails to appoint a proxy to attend such meeting, he shall be deemed to have abstained from voting at such meeting, but his liability to the relevant resolution is not thereby waived.</p> <p>Where a Director fails to attend two consecutive Board meetings in person or appoint another Director to attend or vote on the Board meetings without any reason, he shall be deemed to be unable to perform his duties, and the Board of Directors shall may accordingly propose to the general meeting for replacement of such Director.</p>

Existing Articles	Amended Articles
	Pursuant to the provisions of the Articles of Association, a Director who is unable to perform his duties shall not have voting rights on all proposed resolutions before his replacement at the general meeting. Any Director disqualified in accordance with the laws shall also have no voting rights.
<p>Article 15 Proposed resolutions of Board meetings</p> <p>The following matters may be proposed to the Board meetings as resolutions:</p> <p>(1) matters proposed by the chairman of the Board;</p> <p>(2) matters raised by shareholders representing 10% or more of the voting rights;</p> <p>(3) matters proposed by any special committee of the Board;</p> <p>(4) matters jointly proposed by three or more of the Directors;</p> <p>(5) matters proposed by two or more of the independent Directors;</p> <p>(6) matters proposed by the supervisory committee;</p> <p>(7) matters proposed by the president; or</p> <p>(8) such other circumstances stipulated by laws, rules and regulations and the Articles of Association.</p>	Deleted

Existing Articles	Amended Articles
<p>All proposed resolutions to be submitted for discussion at the Board meetings shall be collected by the Board secretary who shall compile the relevant materials, setting forth the time, place and agenda of the meeting, before submission of such materials to the chairman of the Board for determination of whether to submit to the Board meetings for consideration.</p>	

Existing Articles	Amended Articles
<p data-bbox="124 193 635 225">Article 16 Notice of Board meetings</p> <p data-bbox="124 278 783 825">All Directors shall be notified in writing (including by facsimile and letters) at least fourteen days before a regular Board meeting is convened. Such notice shall be copied to all supervisors attending the Board meeting and other attendees. Notice of an extraordinary Board meeting shall be given to all Directors in writing by post or by email or facsimile at least fourteen days before such meeting is convened. Directors shall inform the Company by telephone, facsimile, email, etc. whether he will attend the meeting three days before the meeting is convened.</p> <p data-bbox="124 878 783 1293">Where three or more Directors or the president of the Company propose(s) resolutions in respect of urgent matters after the notice of Board meeting is served but three days before the Board meeting is convened, such proposals may be treated as the supplemental or amended documents of the meeting materials, and be served to the Directors of the Company in writing by post or email, and be discussed, considered and resolved at the Board meeting.</p> <p data-bbox="124 1347 783 1719">With consent by a simple majority of all Directors, the fourteen-day advance notice requirement of an extraordinary Board meeting may be waived, and such Board meeting can be convened promptly as necessary or resolutions can be directly adopted in writing, other than the matters shall not be resolved by written resolution as required by the Rules Governing the Listing of Securities.</p>	<p data-bbox="805 193 1173 225">Adjusted and amended as:</p> <p data-bbox="805 278 1471 910">Article 29 Notice of Board meetings The Board office shall serve notice of the meeting All Directors shall be notified in writing (including by facsimile and letters) to all Directors at least fourteen days before a regular Board meeting is convened. Such notice shall be copied to all supervisors attending the Board meeting and other attendees. Notice of an extraordinary Board meeting shall be given to all Directors in writing by post or by email or facsimile at least fourteen days before such meeting is convened. Directors shall inform the Company by telephone, facsimile, email, etc. whether he will attend the meeting three days before the meeting is convened.</p> <p data-bbox="805 963 1471 1208">Notice of meetings are generally delivered via the Company’s meeting management information system, email, and telephone. Notice of Board meetings shall be issued by the chairman of the Board and generally include the following:</p> <ol data-bbox="805 1261 1471 1719" style="list-style-type: none"> <li data-bbox="805 1261 1471 1304">(1) the time, and place and date of the meeting; <li data-bbox="805 1347 1471 1421">(2) the manner of convening the meeting (on-site meeting or teleconference); <li data-bbox="805 1474 1471 1517">(2)(3) the reasons and subject matters; and <li data-bbox="805 1559 1471 1602">(3)(4) the date of the notice; <li data-bbox="805 1644 1471 1719">(5) the contact person and contact information.

Existing Articles	Amended Articles
<p>Notice of Board meetings shall include the following:</p> <p>(1) the time and place of the meeting;</p> <p>(2) the reasons and subject matters; and</p> <p>(3) the date of the notice.</p> <p>The notice of Board meetings may be given by hand, facsimile, courier, registered air mail, etc.</p>	<p>The notice of Board meetings may be given by hand, facsimile, courier, registered air mail email, etc.</p> <p>Where three or more Directors or the president general managers of the Company propose(s) resolutions in respect of urgent matters after the notice of Board meeting is served but three days before the Board meeting is convened, such proposals may be treated as the supplemental or amended documents of the meeting materials, and be served to the Directors of the Company in writing by post or email, and be discussed, considered and resolved at the Board meeting.</p> <p>With consent by a simple majority of all Directors, the fourteen-day advance notice requirement of an extraordinary Board meeting may be waived, and such Board meeting can be convened promptly as necessary or resolutions can be directly adopted in writing, other than the matters shall not be resolved by written resolution as required by the Rules Governing the Listing of Securities.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 30 The documents, information and other materials provided to the Directors shall be true, accurate and complete so as to enable the Directors to have a timely, accurate and comprehensive understanding of the subject matters to be discussed at the Board meetings. If, prior to a Board meeting, a Director considers that the content of the agenda item is unclear or non-specific or the materials is insufficient, he/she may request the relevant department or personnel through the Board secretary for additional information or further explanation. When one-fourth or more of the Directors or two or more external Directors believe that the information is insufficient or argument concerning the issue is unclear, they may jointly propose to postpone the consideration of the topic, which shall be adopted by the Board of Directors. The Board office shall promptly send notice to the Directors, supervisors and attendees upon receipt of a written request from the Directors to suspend part of the agenda of a Board meeting.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 31 Directors may obtain the information required for decision-making from the Board secretary, the proposer, members of the management level, relevant functional departments, persons in charge of enterprises, and the accounting and law firms appointed by the Company before the meeting.</p> <p>For major investments and complex decisions-making, the Company may assist the Directors in understanding the situation by arranging special reports and on-site surveys for Directors, and if necessary, arrange relevant personnel and departments to report and communicate with the Directors in advance for any questions about the issue, so as to enhance the Directors' understanding of the issue to be decided and improve the scientific standard and efficiency of decision-making.</p>

Existing Articles	Amended Articles
<p data-bbox="129 193 778 268">Article 17 Eligibility for attending the Board meetings</p> <p data-bbox="129 321 778 740">Directors of the Company shall participate in the Board meetings. The supervisors of the Company and secretary to the Board shall attend the Board meetings. Where necessary, senior officers of the Company as well as the persons relating to the proposals may attend the Board meetings. Attendees have the right to express their opinions in respect of the relevant proposals for Directors' reference in making decisions, but they do not have voting rights.</p> <p data-bbox="129 793 778 910">Members of the Board of Directors of the Company and attendees shall not divulge the contents of Board meetings to any outsiders.</p>	<p data-bbox="810 193 1171 225">Adjusted and amended as:</p> <p data-bbox="810 278 1469 1038">Article 33 Eligibility for attending the Board meetings Directors of the Company shall participate in the Board meetings supervisors of the Company. The general managers (if not a director), members of the Board of Supervisors (Supervisors) and secretary to the Board shall attend the Board meetings. Where necessary, senior officers of the Company as well as the persons relating to the proposals may attend the Board meetings. The secretary of the discipline committee, the financial controller and the general legal adviser attend Board meetings in accordance with relevant regulations. In case of special circumstances, with the consent of the chairman of the Board of Directors, the attendance via teleconference in person is deemed to be attendance at the Board meeting.</p> <p data-bbox="810 1091 1469 1293">Depending on the circumstances of the subject matter, and with the consent of the chairman of the Board, the secretary to the Board may notify other relevant persons to attend the Board meeting.</p> <p data-bbox="810 1347 1469 1506">Attendees have the right to express their opinions in respect of the relevant proposals for Directors' reference in making decisions, but they do not have voting rights.</p> <p data-bbox="810 1559 1469 1676">Members of the Board of Directors of the Company and attendees shall not divulge the contents of Board meetings to any outsiders.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 38 After full discussion of each subject matter, the chairperson of the meeting is responsible for promptly requesting the directors to vote. If more than one subject matters are to be decided at the meeting, each matter shall be voted on individually.</p>
<p>Article 18 Business consideration and voting at Board meetings</p> <p>Directors shall attend Board meetings seriously and in a responsible manner and express clear opinions and suggestions for matters of the Company under discussion. Where there is conflict of interests between the Directors and the Company, they shall act in the best interest of the Company.</p> <p>Where a Director has interests in the subject matters of a Board meeting, such Director shall voluntarily disclose the nature and extent of his interests to the Board of Directors and abstain from discussion and voting. He shall not be counted as quorum for resolutions of the Board.</p>	<p>Adjusted and amended as:</p> <p>Article 40 Business consideration and voting at Board meetings Directors shall attend Board meetings seriously and in a responsible manner and express clear opinions and suggestions for matters of the Company under discussion. Where there is conflict of interests between the Directors and the Company, they shall act in the best interest of the Company.</p> <p>Where a Director has interests in the subject matters of a Board meeting, such Director shall voluntarily disclose the nature and extent of his interests to the Board of Directors and abstain from discussion and voting. He shall not be counted as quorum for resolutions of the Board.</p> <p>When a Director has connected relationship with an enterprise involved in the subject matter to be considered at a Board meeting, he/she shall withdraw from voting and submit a written explanation of the reasons for withdrawing to the Board secretary. Where any Director is required to withdraw from voting, the Board meeting may be held by the presence of a majority of the uninterested Directors, and the resolutions made at the Board meeting shall be passed by the votes of the uninterested directors in accordance with the voting mechanism stipulated in these Rules and the Articles of Association. Directors who are required to withdraw from voting shall not be counted in the quorum in the vote counting.</p>

Existing Articles	Amended Articles
<p>Article 19 Resolutions of the Board of directors</p> <p>Except the resolutions of the Board with respect to any of the following matters which shall be adopted by two-thirds or more of the Directors, all other resolutions of the Board may be adopted by a simple majority of all Directors:</p> <p>(1) formulation of proposals for the increase or reduction of the registered capital of the Company;</p> <p>(2) formulation of proposals for the issue of the bonds of the Company;</p> <p>(3) formulation of proposals for merger, division or dissolution of the Company;</p> <p>(4) formulation of proposals for amendments to the Articles of Association; and</p> <p>(5) such other matters so stipulated by laws, regulations or the Articles of Association.</p> <p>The resolutions of the Board shall truthfully reflect the voting of Directors at the meeting and summarise accurately and briefly the decisions made and the requirements set out in respect of the subject matters of the meeting by the Directors.</p> <p>The proposals of the Board may be voted by way of poll and each Director shall have one vote. Where one-fourth or more of the Directors or two or more independent Directors consider the materials provided for the matters to be resolved insufficient or without clear ground, such Directors may jointly propose to adjourn the Board meeting or the discussion on part of the matters for consideration. The Board shall accept such proposal.</p>	<p>Adjusted and amended as:</p> <p>Article 39 Resolutions of the Board of directors</p> <p>Except the resolutions of the Board with respect to any of the following matters which shall be adopted by two-thirds or more of the Directors, all other resolutions of the Board may be adopted by a simple majority of all Directors:</p> <p>Resolutions of Board meetings can be ordinary resolutions or special resolutions. An ordinary resolution of the Board of Directors must be approved by more than half of all Directors; a special resolution of the Board of Directors must be approved by more than two-thirds (including two-thirds) of all Directors.</p> <p>The following matters shall be approved by special resolutions:</p> <p>(1) formulation of proposals for the increase or reduction of the registered capital of the Company;</p> <p>(2) formulation of proposals for the issue of the bonds of the Company;</p> <p>(3) formulation of proposals for merger, division or dissolution of the Company;</p> <p>(4) formulation of proposals for amendments to the Articles of Association; and</p> <p>(5) such other matters so stipulated by laws, regulations or the Articles of Association.</p>

Existing Articles	Amended Articles
<p>Directors shall be liable for the resolutions of the Board of Directors. Where a resolution of the Board is in violation of any laws, administrative rules and regulations or the requirements of the Articles of Association and results in serious loss suffered by the Company, the Directors taking part in the adoption of resolution shall be liable for compensation to the Company. Directors who have been proved as having expressed dissenting opinions on the resolution which has been recorded in the minutes of the meeting may be exempted from such liability.</p>	<p>The resolutions of the Board shall truthfully reflect the voting of Directors at the meeting and summarise accurately and briefly the decisions made and the requirements set out in respect of the subject matters of the meeting by the Directors.</p> <p>The proposals of the Board may be voted by way of poll and each Director shall have one vote. Each Director shall have one vote when voting on the resolution of the Board of Directors. There are three ways of voting, namely, voting in writing, voting by hands and verbal voting. The chairperson of the meeting shall determine the way of voting based on the subject matters for discussion.</p> <p>The voting opinions of the directors are categorised as for, against or abstain. Directors shall choose only one opinion of the above; if a Director makes no choice or chooses two or above opinions at the same, the chairperson of the meeting shall request him/her to make a choice or choose once again and deem as abstain shall he/she refuses; a Director who leaves the meeting halfway and fail to authorise another Director to vote on his/her behalf on any matter not yet discussed by the Board of Directors is also deemed as abstain, but his/her voting which has already been made shall be valid.</p> <p>In principle, the meeting of the Board of Directors shall not consider subject matters not listed in the notice of the meeting. Under special circumstances, extraordinary matters may be considered and voted upon with the unanimous consent of all Directors of the Company.</p>

Existing Articles	Amended Articles
	<p>Where one-fourth or more of the Directors or two or more independent Directors consider the materials provided for the matters to be resolved insufficient or without clear ground, such Directors may jointly propose to adjourn the Board meeting or the discussion on part of the matters for consideration. The Board shall accept such proposal.</p> <p>Directors shall be liable for the resolutions of the Board of Directors. Where a resolution of the Board is in violation of any laws, administrative rules and regulations or the requirements of the Articles of Association and results in serious loss suffered by the Company, the Directors taking part in the adoption of resolution shall be liable for compensation to the Company. Directors who have been proved as having expressed dissenting opinions on the resolution which has been recorded in the minutes of the meeting may be exempted from such liability.</p>
Newly-added	<p>Article 41 The Board of Directors shall make resolutions in writing on all matters considered and approved.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 42 A resolution of the Board of Directors shall include at least the following:</p> <p>(1) the date, place, manner and name of chairperson of the meeting;</p> <p>(2) the quorum, number of Directors present and the authorisation of proxy;</p> <p>(3) the particulars of the resolutions passed and the voting results of each resolution (which shall include the number of votes for, against, abstaining from, or withdrawing from);</p> <p>(4) the proceedings of meeting and validity and legality of votes;</p> <p>(5) other matters that should be explained and recorded.</p> <p>A resolution of the Board of Directors shall be made at least in duplicate and shall be signed by Directors. The Board of Directors may, as needed, make Board resolutions either individually for each decision-making matter of or in combination for matters considered at a single meeting.</p>
Newly-added	<p>Article 43 Directors present at the meeting and those voting on behalf of other Directors shall sign the Board resolution. The Directors shall be responsible for the Board resolution. If a Director holds different opinion on the resolution, he or she may state so in writing when signing the resolution.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 44 If there is a obvious disagreement or major dispute among the Directors present at the meeting regarding a subject matter, the chairperson of the meeting may, with the consent of a majority of all the Directors, announce the suspension of voting on the subject matter, and at the same time, expressly put forward requirements on the time limit for re-submission of the subject matter and the conditions to be satisfied.</p>
Newly-added	<p>Article 45 The Board office is responsible for preparing Board resolutions and compiling minutes of meetings. The Directors present the meetings have the right to request their speeches made at the meetings be recorded in the minutes as explanatory notes. Directors have the rights of access to the minutes of meeting. If a Director objects to the minutes, he/she has the right to propose amendments, supplements or written explanations within three days after requesting to view the minutes. Other personnel may view the minutes with the consent of the chairman of the Board.</p>

Existing Articles	Amended Articles
<p data-bbox="113 187 794 229">Article 20 Minutes of Board meetings</p> <p data-bbox="113 272 794 697">Minutes of Board meetings are taken in written form and in audio and visual form. The Board secretary of the Company shall take minutes for the meeting and ensure its truthfulness, accuracy and completeness. Minutes shall bear the signature of directors present at the meeting and the person who takes such minutes and shall list out the opinions expressed by the independent directors in the resolutions of the Board meetings.</p> <p data-bbox="113 740 794 910">Where a Director who has attended the meeting has dissenting opinion on the relevant contents on the written minutes of the meeting, the audio and video record shall prevail.</p> <p data-bbox="113 953 794 1166">Where the Board secretary appoints another person to take written minutes of the meeting, such Board secretary shall still be liable for the truthfulness, accuracy and completeness of such minutes.</p>	<p data-bbox="810 187 1481 229">Deleted</p>

Existing Articles	Amended Articles
<p>Minutes of Board meetings shall include the following:</p> <p>(1) the date, venue, and the name of the convener of the meeting;</p> <p>(2) the names of the Directors present at the meeting and the names of Directors appointed to attend (be present at) the Board meetings by others;</p> <p>(3) the agenda of the meeting;</p> <p>(4) key points of the Directors' opinions;</p> <p>(5) the voting method and result of each matter to be resolved (the result of the voting shall set out the respective number of assenting, dissenting or abstention votes).</p>	
<p>Article 21 The Board secretary of the Company shall be responsible for organizing and arranging the Board meetings, preparing meeting documents, handling relevant meeting affairs, taking minutes of the meetings and keeping relevant meeting information for 10 years.</p>	<p>Adjusted and amended as:</p> <p>Article 46 The Board secretary of the Company shall be responsible for organizing and arranging the Board meetings, preparing meeting documents, handling relevant meeting affairs, taking minutes of the meetings and keeping relevant meeting information for 10 years. Company shall keep archives of Board meetings. The archives shall include notices of meetings, proxies for Directors to appoint proxies to vote, meeting materials, minutes and resolutions confirmed by Directors' signatures, and audio and video recordings of meetings held by teleconference. The minutes and resolutions of Board meetings shall be kept permanently.</p>

Existing Articles	Amended Articles
Newly-added	<p>Article 47 The chairperson of the meeting may decide to collect meeting documents and materials at the end of the Board meeting based on the need for confidentiality.</p> <p>The Directors, supervisors and personnel attending the meeting shall properly keep the meeting documents and bear the responsibility and obligation to keep the meeting documents and the contents of the meeting resolutions confidential before the contents of such resolutions of the meeting are officially disclosed.</p>
Newly-added	<p>Article 48 The Board of Directors is responsible for establishing a mechanism to monitor and review the implementation of resolutions. The Board secretary is specifically responsible for the follow-up and monitoring of the Board resolutions and shall report the progress to the Board on a regular basis. If a Board resolution cannot be implemented or become unnecessary to be implemented due to a change in circumstances, the Board secretary shall report to the Board in a timely manner, and the chairman of the Board shall decide whether to refer the matter to the Board for reconsideration and result in a change of resolution based on the circumstances. The Board secretary shall summarise and analyse the annual implementation of the resolution and make recommendations to the Board.</p>

Existing Articles	Amended Articles
	<p>After the Board of Directors has made a resolution, the Board office shall inform on and make known the contents of the Board resolution. Directors who hold opposing opinions during voting of the Board of Directors shall obey and implement the decision made by the Board of Directors and shall not act in contradiction in the course of implementation or act according to their personal wish.</p>
Newly-added	<p>Article 49 After the resolutions are passed by the Board of Directors, the general managers shall organise and implement the resolutions which fall within their functions and powers or which the Board authorises the general managers to do so, and shall report to the chairman of the Board or the Board of Directors on the implementation of the resolutions. For other matters, the Board office shall urge relevant personnel to implement the resolution of the Board of Directors, follow up on the implementation of the resolution, and report the implementation of the resolution to the chairman of the Board.</p>
Newly-added	<p>Article 50 Any person who violates these Rules and causes significant losses or serious consequences shall be held accountable in accordance with relevant regulations. Those suspected of committing crimes shall be dealt with in accordance with relevant national laws and regulations.</p>

Existing Articles	Amended Articles
Chapter 5 Committees under the Board of Directors	Deleted
<p>Article 22 The Company has established the Strategic Committee, the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee under the Board of Directors.</p> <p>Members of the aforementioned committees under the Board shall be elected by the Board of Directors, and the resolutions of the committees shall be valid subject to the approval of a simple majority of all the members thereof.</p> <p>The respective work and duties of the aforementioned committees under the Board shall be subject to their respective rules of work.</p>	<p>Adjusted and amended as:</p> <p>Article 4 Specialised committees under the Board are specialized working bodies within the Board, which conduct fundamental research and provide professional advice and recommendations to the Board on important matters to be considered by the Board or other matters delegated by the Board. Specialised committees are set up by the Board depending on the work required. The Company has established the Strategic Committee, the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee under the Board of Directors.</p> <p>Members of the aforementioned specialised committees under the Board shall be elected by the Board of Directors, and the resolutions of the committees shall be valid subject to the approval of a simple majority of all the members thereof.</p> <p>The respective work and duties of the aforementioned specialised committees under the Board shall be subject to their respective rules of work.</p>
Chapter 6 Supplemental Provisions	Chapter 6 Supplemental Provisions

Existing Articles	Amended Articles
Article 23 Where any matter is not covered by these Rules or where these Rules are inconsistent with the laws, regulations and other relevant regulatory documents and provisions of the Articles of Association, those laws, regulations, relevant regulatory documents and provisions of the Articles of Association shall prevail.	Article 51 Where any matter is not covered by these Rules or where these Rules are inconsistent with the laws, regulations and other relevant regulatory documents and provisions of the Articles of Association , those laws, regulations, relevant and regulatory documents and provisions of the Articles of Association shall prevail.
Article 24 The general meeting authorizes the Board to interpret these Rules.	Article 52 The general meeting authorizes the Board to interpret these These Rules are interpreted by the Board office.
Article 25 These Rules are formulated by the Board and shall come into effect upon approval by the general meeting. Any amendment to these Rules shall be proposed by the Board in the form of an amendment proposal and shall come into effect upon approval by the general meeting.	Adjusted and amended as: Article 53 These Rules are formulated by the Board and shall come into effect upon approval by the general meeting. Any amendment to these Rules shall be proposed by the Board in the form of an amendment proposal and shall come into effect upon approval by the general meeting.
Article 26 The phrase “or more” herein in respect of a number shall include such number while “majority”, “exceed” “less than” and “more than” in respect of a number shall exclude such number.	Deleted

The existing articles will be renumbered accordingly upon the proposed amendments to the abovementioned articles of the Articles of Association and the Rules and Procedures for Meetings of the Board. The proposed amendments to the Articles of Association and the Rules and Procedures for Meetings of the Board are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.

The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM. The Proposed Amendments to the Rules and Procedures for Meetings of the Board are subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

DEFINITIONS

In this announcement, unless the context otherwise requires, the terms below shall have the following meanings when used herein:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	首都信息發展股份有限公司 (Capinfo Company Limited), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 30 November 2020, at 10:00 a.m. at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Rules and Procedures for Meetings of the Board”	the rules and procedures governing the Board meetings (董事會議事規則) of the Company
“Shareholder(s)”	holder(s) of the Share(s)

By Order of the Board
CAPINFO COMPANY LIMITED*
LIN Yankun
Chairman

Beijing, the People’s Republic of China, 13 November 2020

As at the date of this announcement, the executive directors of the Company are Ms. Lin Yankun, Mr. Yu Donghui and Mr. Zong Zhaoxing; the non-executive directors of the Company are Mr. Zhou Weihua, Mr. Shan Yuhu, Mr. Ma Linxiang, Mr. Feng Jianxun and Mr. Hu Yong; and the independent non-executive directors of the Company are Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Li He and Mr. Yang Xiaohui.