

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China E-Information Technology Group Limited**, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

---

**CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED****中國網絡信息科技集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08055)**

**(I) PROPOSED ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the extraordinary general meeting of China E-Information Technology Group Limited to be held at Unit 2609-10, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 25 March 2019 at 10:30 a.m. is set out on pages 50 to 51 of this circular. If you are unable to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

20 February 2019

---

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

---

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
Introduction .....	2
Proposed Adoption of New Memorandum and Articles of Association.....	3
Notice of Extraordinary General Meeting.....	3
Recommendation .....	3
<b>Appendix - Proposed Amendments to the     Memorandum and Articles of Association</b> .....	4
<b>Notice of Extraordinary General Meeting</b> .....	50

---

## DEFINITIONS

---

*In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:*

“Articles”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time and “Article” shall mean an article in the Articles
“Board”	the board of Directors
“Company”	China E-Information Technology Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit 2609-10, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, on Monday, 25 March 2019 at 10:30 a.m.
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“M&AA”	the memorandum and articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## LETTER FROM THE BOARD

---



# CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED 中國網絡信息科技集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08055)**

*Executive Director:*

Mr. Yuan Wei  
Ms. Zhang Jianxin  
Mr. Zheng Zhijing  
Ms. Lin Yan  
Ms. Wong Hiu Pui

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Tang Jiuda  
Ms. Lu Xiaowei  
Ms. Yang Qingchun

*Principal place of business  
in Hong Kong:*

Unit 2609-10, 26th Floor  
Office Tower  
Convention Plaza  
1 Harbour Road, Wanchai  
Hong Kong

20 February 2019

*To the Shareholders*

Dear Sir or Madam,

**(I) PROPOSED ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolution to be proposed at the EGM for the approval of the adoption of M&AA in substitution for, and to the exclusion of, its existing set of M&AA. This circular gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution to be proposed at the EGM.

---

## LETTER FROM THE BOARD

---

### PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The major reasons for the proposed adoption of new M&AA is to bring them in line with the applicable laws of the Cayman Islands and the GEM Listing Rules which are currently in force.

Pursuant to Article 166 of the Articles, any proposed amendment to the M&AA requires the consideration and approval by the Shareholders at a general meeting by way of a special resolution. As confirmed by the legal advisers, the proposed adoption of new M&AA conforms with the requirements of the GEM Listing Rules and do not contravene the Cayman Islands Companies Law and other applicable laws and regulations of the Cayman Islands. The Company also confirms that there is nothing unusual about such proposed amendments for a company listed in Hong Kong.

The new M&AA will become effective upon approval of the special resolution by the Shareholders at the EGM.

Details of the proposed amendments to the M&AA are set out in the appendix to this Circular.

### NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice of EGM is set out on pages 50 to 51 of this circular. At the EGM, a special resolution will be proposed to approve the adoption of the new M&AA.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.irasia.com/listco/hk/chieinfotech/](http://www.irasia.com/listco/hk/chieinfotech/)). If you are unable to attend the EGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case maybe). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

### RECOMMENDATION

The Directors are of the view that the resolution proposed for consideration and approval by the Shareholders at the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution as set out in the notice of the EGM.

Yours faithfully  
For and on behalf of the Board of  
**China E-Information Technology Group Limited**  
**Yuan Wei**  
*Executive Director*

---

**APPENDIX                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

---

The following table contains the summary of the proposed amendments to the memorandum of association of the Company.

No.	Paragraphs Before Amendments	Paragraphs After Amendments
1.	<p><b>Paragraph 1</b></p> <p>The name of the Company is <b>China E-Learning Group Limited</b> 中國網絡教育集團有限公司.</p>	<p><b>Paragraph 1</b></p> <p>The name of the Company is <del>China E-Learning Group Limited</del> 中國網絡教育集團有限公司 <b><u>China E-Information Technology Group Limited and its dual foreign name is</u></b> 中國網絡信息科技集團有限公司.</p>
2.	<p><b>Paragraph 2</b></p> <p>The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.</p>	<p><b>Paragraph 2</b></p> <p>The Registered Office of the Company shall be at the offices of <del>Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands</del> <u>Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.</u></p>
3.	<p><b>Paragraph 8</b></p> <p>The share capital of the Company is HK\$5,000,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$.0.50 each,...</p>	<p><b>Paragraph 8</b></p> <p>The share capital of the Company is HK\$5,000,000,000 divided into <del>10,000,000,000</del> <u>50,000,000,000</u> shares of a nominal or par value of <del>HK\$.0.50</del> <u>HK\$0.10</u> each, ...</p>







No.	Articles Before Amendments	Articles After Amendments
	<p>“clearing house” clearing house recognised by the laws of the jurisdiction...</p>	<p>“clearing house” <u>a clearing house recognised by the laws of the jurisdiction...</u></p> <p>“close associate” <u>in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u></p>
...	<p>“Company” China E-Learning Group Limited</p>	<p>“Company” <u>China E-Learning Information Technology Group Limited 中國網絡信息科技集團有限公司.</u></p>
...		...
...	<p>“dollars” and “\$” dollars, the legal currency of Hong Kong.</p>	<p>“dollars” and “HK\$” <u>Hong Kong dollars, the legal lawful currency of Hong Kong.</u></p>
...	...	...
	<p>“Law” The Companies Law (Revised) of the Cayman Islands and every modification thereof</p>	<p>“Law” <u>The Companies Law (Revised), Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and every modification thereof.</u></p>

No.	Articles Before Amendments	Articles After Amendments
	<p>“Ordinary resolution” ... any member being a corporation by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than fourteen (14) clear days’ notice has been duly given;</p> <p>“Paid up” paid up or credited as paid up.</p> <p>“Register” the principal register and where applicable, any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.</p> <p>...</p>	<p><del>“Ordinary resolution”</del> ... any <del>member</del> <u>Member</u> being a corporation by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which <del>not less than fourteen (14) clear days’ notice</del> <u>Notice</u> has been duly given; <u>in accordance with Article 59.</u></p> <p><del>“Paid up”</del> <u>paid up</u>” paid up or credited as paid up.</p> <p>“Register” the principal register and where applicable, any branch register of Members <del>of the Company</del> to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.</p> <p>...</p>

No.	Articles Before Amendments	Articles After Amendments
	<p>“Special Resolution” a resolution shall be a special resolution... by proxy at a general meeting of which not less than twenty-one (21) clear days’ Notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days’ Notice has been given;</p>	<p>“Special Resolution” a resolution shall be a special resolution... by proxy at a general meeting of which <del>not less than</del> <u>special resolution</u> <del>twenty-one (21) clear days’ Notice, specifying</del> (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days’ Notice has been given <u>Notice has been duly given in accordance with Article 59;</u></p>
...	...	...

No.	Articles Before Amendments	Articles After Amendments
	<p>“Subsidiary and Holding Company” the meanings attributed to them in Section 2 of the Companies Ordinance of Hong Kong as in force at the time of adoption of the Articles.</p> <p>“Year” A calendar year.</p>	<p><del>“Subsidiary and Holding Company”</del> the meanings attributed to them in Section 2 of the Companies Ordinance of Hong Kong as in force at the time of adoption of the Articles.</p> <p><u>“substantial shareholder”</u> a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.</p> <p><del>“Year”</del> <u>“year”</u> A calendar year.</p>
2.	<p><b>Article 2(2)(e)</b></p> <p>..., provided that both the mode of service of relevant document or notice and the Member’s election comply with the applicable Statutes, rules and regulations;</p>	<p><b>Article 2(2)(e)</b></p> <p>..., provided that both the mode of service of <u>the</u> relevant document or notice and the Member’s election comply with <u>the all</u> applicable Statutes, rules and regulations;</p>
3.	<p><b>Article 2(2)(g)</b></p> <p>save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Articles if not inconsistent with the subject in the context; and</p>	<p><b>Article 2(2)(g)</b></p> <p>save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Articles if not inconsistent with the subject in the context; <del>and</del></p>
4.	<p><b>Article 2(2)(h)</b></p> <p>include a notice or document recorded or stored in any digital, electrical, magnetic or other retrievable form or medium and information in visible from whether having physical substance or not</p>	<p><b>Article 2(2)(h)</b></p> <p>include a notice or document recorded or stored in any digital, <u>electronic</u>, electrical, magnetic or other retrievable form or medium and information in visible <del>from</del><u>form</u> whether having physical substance or not;</p>

No.	Articles Before Amendments	Articles After Amendments
5.		<p><i>New Article to be added</i></p> <p><b>Article (2)(2)(i)</b></p> <p><u>Section 8 and Section 19 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</u></p>
6.	<p><b>Article 3(1)</b></p> <p>The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.01 each.</p>	<p><b>Article 3(1)</b></p> <p>The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of <del>\$0.01</del> <u>HK\$0.1</u> each.</p>
7.	<p><b>Article 3(2)</b></p> <p>Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit.</p>	<p><b>Article 3(2)</b></p> <p>Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, <del>any power</del> of the Company <u>shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable</u> by the Board in such manner, upon such terms and subject to such conditions as it <del>thinks fit in its absolute discretion</del> <u>thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.</u></p>

No.	Articles Before Amendments	Articles After Amendments
8.	<p><b>Article 3(3)</b></p> <p>Except as allowed by the Law and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>	<p><b>Article 3(3)</b></p> <p><del>Except as allowed by the Law and subject further</del> <u>Subject</u> to compliance with the rules and regulations of the Designated Stock Exchange and any other <del>relevant</del> <u>competent</u> regulatory authority, the Company <del>shall not</del> <u>may</u> give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>
9.		<p><i>New Article to be added</i></p> <p><b>Article 3(4)</b></p> <p><u>The Board may accept the surrender for no consideration of any fully paid share.</u></p>
10.	<p><b>Article 4(d)</b></p> <p>sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the Law),...</p>	<p><b>Article 4(d)</b></p> <p>sub--divide its shares, or any of them, into shares of smaller amount than is fixed by the <del>memorandum of association</del> <u>Company's Memorandum of Association</u> (subject, nevertheless, to the Law),...</p>
11.	<p><b>Article 6</b></p> <p>... reduce its share capital or any share premium account...</p>	<p><b>Article 6</b></p> <p>... reduce its share capital <del>or any share premium account</del>...</p>

No.	Articles Before Amendments	Articles After Amendments
12.	<p><b>Article 8(1)</b></p> <p>Subject to the provisions of the Law and the Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.</p>	<p><b>Article 8(1)</b></p> <p>Subject to the provisions of the Law and the <u>Company's</u> Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as <del>the Company may by ordinary resolution determine</del> or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.</p>
13.	<p><b>Article 9</b></p> <p>Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share,...</p>	<p><b>Article 9</b></p> <p><del>Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share,...</del></p>



No.	Articles Before Amendments	Articles After Amendments
14.	<p><b>Article 10</b></p> <p>...of not less than three-fourths in nominal value o f the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.</p>	<p><b>Article 10</b></p> <p>...of not less than three-fourths in nominal value <del>o f</del> <u>of</u> the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.</p>
15.	<p><b>Article 10(a)</b></p> <p>...the necessary quorum (other than at an adjourned meeting) shall be two persons holding or representing by proxy (or in the case of a Member being a corporation, its duly authorised representative) not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum;</p>	<p><b>Article 10(a)</b></p> <p>...the necessary quorum (other than at an adjourned meeting) shall be two persons <del>holding or representing by proxy</del> (or in the case of a Member being a corporation, its duly <del>authorised</del><u>authorized</u> representative) <u>holding or representing by proxy</u> not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or <del>(in the case of a Member being a corporation,)</del> its duly <del>authorised</del><u>authorized</u> representative) or by proxy (whatever the number of shares held by them) shall be a quorum; <u>and</u></p>
16.	<p><b>Article 10(b)</b></p> <p>...every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; and</p>	<p><b>Article 10(b)</b></p> <p>...every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; <del>and.</del></p>
17.		<i>Article 10(c) is to be deleted.</i>
18.	<p><b>Article 12(1)</b></p> <p>... at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount....</p>	<p><b>Article 12</b></p> <p>... at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount <u>to their nominal value</u>....</p>

No.	Articles Before Amendments	Articles After Amendments
19.	<p><b>Article 12(2)</b></p> <p>The Board may issue warrants conferring the right upon the holders...</p>	<p><b>Article 12(2)</b></p> <p>The Board may issue warrants <u>or convertible securities or securities of similar nature</u> conferring the right upon the holders...</p>
20.	<p><b>Title before Article 16</b></p> <p>SHARE CERIVICATES</p>	<p><b>Title before Article 16</b></p> <p>SHARE <del>CERIVICATES</del> <u>CERTIFICATES</u></p>
21.	<p><b>Article 16</b></p> <p>Every share certificate shall be issued under the Seal or a facsimile thereof and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine....</p>	<p><b>Article 16</b></p> <p>Every share certificate shall be issued under the Seal or a facsimile thereof <u>or with the Seal printed thereon</u> and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. <u>The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors....</u></p>
22.	<p><b>Article 22</b></p> <p>The Company shall have a f i rst and paramount l ien on every share (not being a fully paid share)... whether a Member of the Company or not....</p>	<p><b>Article 22</b></p> <p>The Company shall have a <del>f i rst</del> <u>first</u> and paramount <del>l ien</del> <u>lien</u> on every share (not being a fully paid share)... whether a Member <del>of the Company</del> or not....</p>

No.	Articles Before Amendments	Articles After Amendments
23.	<p><b>Article 23</b></p> <p>... or discharged nor until the expiration of fourteen clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfillment...</p>	<p><b>Article 23</b></p> <p>... or discharged nor until the expiration of fourteen-(14) clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfillment...</p>
24.	<p><b>Article 25</b></p> <p>... in whole or in part as the Board determines but no member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.</p>	<p><b>Article 25</b></p> <p>... in whole or in part as the Board determines but no <del>member</del>-<u>Member</u> shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.</p>
25.	<p><b>Article 33</b></p> <p>The Board may at any time repay the amount so advanced upon giving to such Member not less than one month's Notice of its intention in that behalf...</p>	<p><b>Article 33</b></p> <p>The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) month's Notice of its intention in that behalf<sub>2</sub>...</p>
26.	<p><b>Article 34</b></p> <p>(I) If a call remains unpaid after it has become due and payable...</p>	<p><b>Article 34</b></p> <p>(I<sub>1</sub>) If a call remains unpaid after it has become due and payable...</p>
27.	<p><b>Article 44</b></p> <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any; other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office.</p>	<p><b>Article 44</b></p> <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours <del>on every</del> <u>during</u> business <del>day</del> <u>hours</u> by Members without charge or by any; other person, upon a maximum payment of <u>HK</u>\$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office.</p>

No.	Articles Before Amendments	Articles After Amendments
28.	<p><b>Article 45</b></p> <p>Notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p> <p>(a) determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</p> <p>(b) ...</p>	<p><b>Article 45</b></p> <p><del>Notwithstanding</del> <u>Subject to the rules of any Designated Stock Exchange,</u> <del>notwithstanding</del> any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p> <p>(a) determining the Members entitled to receive any dividend, distribution, allotment or issue <del>and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</del></p> <p>(b) ...</p>
29.	<p><b>Article 46</b></p>	<p><i>The original Article 46 is to be renumbered as Article 46(1)</i></p>

No.	Articles Before Amendments	Articles After Amendments
30.		<p><i>New Article to be inserted</i></p> <p><b>Article 46(2)</b></p> <p><u>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.</u></p>
31.	<p><b>Article 48(4)</b></p> <p>... in the case of any shares on the Register, at the Office or such other place in the Cayman Islands at which the Register is kept in accordance with the Law.</p>	<p><b>Article 48(4)</b></p> <p>... in the case of any shares on the Register, at the Office or such other place <del>in the Cayman Islands</del> at which the Register is kept in accordance with the Law.</p>
32.	<p><b>Article 51</b></p> <p>The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper or any other newspapers ...</p>	<p><b>Article 51</b></p> <p>The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement <del>in an appointed newspaper or any other newspapers</del> ...</p>

No.	Articles Before Amendments	Articles After Amendments
33.	<p><b>Article 53</b></p> <p>Any person becoming entitled to a share in consequence of the death or bankruptcy or winding up of a Member may, ...</p>	<p><b>Article 53</b></p> <p>Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, ...</p>
34.	<p><b>Article 55(2)(a)</b></p> <p>... for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles of the Company have remained uncashed;</p>	<p><b>Article 55(2)(a)</b></p> <p>... for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles of <del>the</del> Company have remained uncashed;</p>
35.	<p><b>Article 55</b></p> <p>... For the purpose of the foregoing, the “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.</p>	<p><b>Article 55</b></p> <p>... For the purpose of the foregoing, the “relevant period” means the period commencing twelve <u>(12)</u> years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.</p>
36.	<p><b>Article 56</b></p> <p>An annual general meeting of the Company shall be held in each year other than the year of the Company’s incorporation (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of incorporation, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>	<p><b>Article 56</b></p> <p>An annual general meeting of the Company shall be held in each year other than the year of the Company’s <del>incorporation’s</del> <u>adoption of these Articles</u> (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of <del>incorporation</del> <u>adoption of these Articles</u>, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>

No.	Articles Before Amendments	Articles After Amendments
37.	<p><b>Article 58</b></p> <p>... If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitonst(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.</p>	<p><b>Article 58</b></p> <p>... If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the <del>requisitonst(s)</del> <u>requisitionist(s)</u> himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.</p>
38.	<p><b>Article 59(1)</b></p> <p>An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice. All other extraordinary general meetings may be called by not less than fourteen (14) clear days' notice but a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(a) ...</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.</p>	<p><b>Article 59(1)</b></p> <p>An annual general meeting <del>and any extraordinary general meeting at which the passing of a special resolution is to be considered shall</del> <u>must</u> be called by <u>Notice of</u> not less than twenty-one (21) clear days' <del>Notice</del> <u>and not less than twenty (20) clear business days.</u> All other <del>extraordinary</del> general meetings <u>may (including an extraordinary general meeting)</u> be called by <u>Notice of</u> not less than fourteen (14) clear days' <del>notice</del> <u>but and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange,</u> a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(a) ...</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together <del>holding</del> <u>representing</u> not less than ninety-five per cent. (95%) <del>in nominal value of the issued shares giving that right</del> <u>of the total voting rights at the meeting of all the Members.</u></p>

No.	Articles Before Amendments	Articles After Amendments
39.	<p><b>Article 59(2)</b></p> <p>The notice shall specify the time and place of the meeting and, ...</p>	<p><b>Article 59(2)</b></p> <p>The notice shall specify the time and place of <u>the meeting and particulars of resolutions to be considered</u> at the meeting and, ...</p>
40.	<p><b>Article 61(1)</b></p> <p>All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception, of:</p> <p>...</p> <p>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers;</p> <p>(e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors; and</p> <p>(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital.</p>	<p><b>Article 61(1)</b></p> <p>All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception, of:</p> <p>...</p> <p>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers; <u>and</u></p> <p>(e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors; <del>and</del></p> <p>(f) <del>the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital.</del></p>



No.	Articles Before Amendments	Articles After Amendments
41.	<p><b>Article 61(2)</b></p> <p>... Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative shall form a quorum for all purposes.</p>	<p><b>Article 61(2)</b></p> <p>... Two (2) Members entitled to vote and present in person <del>or by proxy or</del> (in the case of a Member being a corporation) by its duly authorised representative <u>or by proxy</u> shall form a quorum for all purposes.</p>
42.	<p><b>Article 63</b></p> <p>The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman.</p>	<p><b>Article 63</b></p> <p>The chairman of the Company <u>or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at</u><del>every</del> <u>a general meeting.</u> If at any meeting <del>the no chairman,</del> is <del>not</del> present within fifteen (15) minutes after the time appointed for holding the meeting, or is <del>not</del> willing to act as chairman, <u>the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman.</u> If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or <u>(in the case of a Member being a corporation) by its duly authorised representative or</u> by proxy and entitled to vote shall elect one of their number to be chairman <u>of the meeting.</u></p>

No.	Articles Before Amendments	Articles After Amendments
43.	<p><b>Article 66</b></p> <p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p>	<p><b>Article 66(1)</b></p> <p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting <del>on a show of hands every Member present in person (or being a corporation, is present by duly authorised representative), or by proxy shall have one vote and</del> on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. <u>Notwithstanding anything contained in these Articles, where A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy (ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless (For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.</u></p>

**APPENDIX                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

No.	Articles Before Amendments	Articles After Amendments
44.		<p><i>New Article to be inserted</i></p> <p><b>Article 66(2)</b></p> <p><u>Where a show of hands is allowed, before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for, a poll) a poll is may be demanded:</u></p>
45.	<b>Articles 66(1)(a) to (c)</b>	<i>The original Articles 66(1)(a) to (c) are to be renumbered as Article 66(2)(a) to (c)</i>
46.	<p><b>Article 67</b></p> <p>Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.</p> <p><b>Article 68</b></p> <p>If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. There shall be no requirement for the chairman to disclose the voting figures on a poll.</p>	<p><i>Articles 67 and 68 are to be merged and renumbered as the new Article 67</i></p> <p><b>Article 67</b></p> <p><del>Unless a poll is duly demanded and the demand is not withdrawn</del> <u>Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.</u> <del>68. If a poll is duly demanded the</del> <u>The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. There. The Company shall be no requirement for the chairman only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.</u></p>
47.		<i>Articles 69 to 70 are to be deleted</i>

No.	Articles Before Amendments	Articles After Amendments
48.	<p><b>Article 73</b></p> <p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>	<p><b>Article 70</b></p> <p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, <del>whether on a show of hands or on a poll,</del> the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>
49.	<p><b>Article 74</b></p> <p>Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, ...</p>	<p><b>Article 71</b></p> <p>Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior <u>holder</u> who tenders a vote, ...</p>
50.	<p><b>Article 75(1)</b></p> <p>A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, ..., <i>curator bonis</i> or other person may vote on a poll by proxy,... or adjourned meeting or poll, as the case may be.</p>	<p><b>Article 72(1)</b></p> <p>A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, <del>whether on a show of hands or on a poll,</del> ..., <i>curator bonis</i> or other person may vote <del>on a poll</del> by proxy,... or adjourned meeting <del>or poll</del>, as the case may be.</p>
51.	<p><b>Article 76(2)</b></p> <p>... any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.</p>	<p><b>Article 73(1)</b></p> <p>... any votes cast by or on behalf of such <del>member</del><u>Member</u> in contravention of such requirement or restriction shall not be counted.</p>

No.	Articles Before Amendments	Articles After Amendments
52.	<p><b>Article 78</b></p> <p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him A Member ...</p>	<p><b>Article 75</b></p> <p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member ...</p>
53.	<p><b>Article 80</b></p> <p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. ...</p>	<p><b>Article 77</b></p> <p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote <del>or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.</del> No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its <u>execution</u>, except at an adjourned meeting or on a poll demanded at a meeting <del>or an adjourned meeting</del> in cases where the meeting was originally held within twelve (12) months from such date. ...</p>

No.	Articles Before Amendments	Articles After Amendments
54.	<p><b>Article 81</b></p> <p>... The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. ...</p>	<p><b>Article 78</b></p> <p>... The instrument of proxy shall be deemed to confer authority to demand <del>or join in demanding a poll</del> and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. ...</p>
55.	<p><b>Article 82</b></p> <p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement o f the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.</p>	<p><b>Article 79</b></p> <p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement <del>o f</del> the meeting or adjourned meeting, <del>or the taking of the poll,</del> at which the instrument of proxy is used.</p>

No.	Articles Before Amendments	Articles After Amendments
56.	<p><b>Article 84(2)</b></p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the clearing home (or its nominee(s)) as if such person were the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to vote individually on a show of hands.</p>	<p><b>Article 81(2)</b></p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, <u>if more than one person is so authorised,</u> the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be <u>deemed to have been duly authorised without further evidence of the facts and be</u> entitled to exercise the same rights and powers on behalf of the clearing <del>home</del><u>house</u> (or its nominee(s)) as if such person <del>were</del> <u>was</u> the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <u>where a show of hands is allowed,</u> the right to vote individually on a show of hands.</p>

No.	Articles Before Amendments	Articles After Amendments
57.	<p><b>Article 86(1)</b></p> <p>Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 and shall hold office until their successors are elected or appointed.</p>	<p><b>Article 83(1)</b></p> <p>Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article <del>87</del><u>84</u> <u>called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article 84 or until their successors are elected or appointed- or their office is otherwise vacated.</u></p>
58.	<p><b>Article 86(3)</b></p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p><b>Article 83(3)</b></p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <del>so</del>-appointed by the Board to fill <u>a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</u></p>



No.	Articles Before Amendments	Articles After Amendments
59.	<p><b>Article 86(5)</b></p> <p>At any general meeting convened and held in accordance with these Articles, the Members may by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>	<p><b>Article 83(5)</b></p> <p><del>At</del> <u>The Members may, at</u> any general meeting convened and held in accordance with these Articles, <del>the Members may</del> by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything <u>to the contrary</u> in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>
60.	<p><b>Article 87(1)</b></p> <p>Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation and every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.</p>	<p><b>Article 84(1)</b></p> <p>Notwithstanding any other provisions in the Articles, at each annual general meeting one-<del>third</del> of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not <del>greater</del> <u>less</u> than one-<del>third</del>) shall retire from office by rotation <del>and</del> <u>provided that</u> every Director, <del>including those appointed for a specific term,</del> shall be subject to retirement <del>by rotation</del> <u>at an annual general meeting</u> at least once every three years.</p>

No.	Articles Before Amendments	Articles After Amendments
61.	<p><b>Article 87(2)</b></p> <p>A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Article 86(2) or Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.</p>	<p><b>Article 84(2)</b></p> <p>A retiring Director shall be eligible for re-election. <u>and shall continue to act as a Director throughout the meeting at which he retires.</u> The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re--election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re--election or appointment and so that as between persons who became or were last re--elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed <u>by the Board</u> pursuant to Article <del>86(2)</del> <u>83(3)</u> shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.</p>

No.	Articles Before Amendments	Articles After Amendments
62.	<p><b>Article 88</b></p> <p>No person other than a retiring g Director, shall, unless recommended by the Directors for election, be eligible for the office of a Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company in each case during the period (being a period of at least seven days) commencing on the day after the dispatch of the notice of the general meeting at which elections to the office of Director are to be considered and ending on the day that falls seven days before the date of the general meeting (both days inclusive). The notice shall give the particulars of that person which would, if he was so appointed or reappointed, be required to be included in the Company’s register of directors.</p>	<p><b>Article 85</b></p> <p>No person other than a <u>Director</u> retiring g <del>Director</del>, <u>at the meeting shall, unless recommended by the Directors for election, be eligible for the office of election as a Director at any general meeting, unless notice in writing of the unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that such person for election as a Director and notice in writing by that and also a Notice signed by the person to be proposed of his willingness to be elected shall have been given to the Company in each case during the period (being a period of at least seven days) commencing on the day lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatchdespatch of the notice of the general meeting at which elections to the office of Director are to be considered and ending on the day that falls seven days before the date of the general meeting (both days inclusive). The notice shall give the particulars of that person which would, if he was so appointed or reappointed, be required to be included in the Company’s register of directors appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</u></p>

No.	Articles Before Amendments	Articles After Amendments
63.	<p><b>Article 89(1)</b></p> <p>resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board whereupon the Board resolves to accept such resignation;</p>	<p><b>Article 86(1)</b></p> <p>resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board <del>whereupon the Board resolves to accept such resignation;</del></p>
64.	<p><b>Article 89(2)</b></p> <p>become of unsound mind or dies;</p>	<p><b>Article 86(2)</b></p> <p>become<u>s</u> of unsound mind or dies;</p>
65.	<p><b>Article 89(3)</b></p> <p>without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated; or</p>	<p><b>Article 86(3)</b></p> <p>without special leave of absence from the Board, is absent from meetings<u>s</u> of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated; <del>or</del></p>
66.	<p><b>Article 91</b></p> <p>Notwithstanding Articles 96, 97, 98 and 99, an executive director appointed to an office under Article 90 hereof shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, and either in addition to or in lieu of his remuneration as a Director.</p>	<p><b>Article 88</b></p> <p>Notwithstanding Articles <del>96, 97, 98 and 99</del> <u>93, 94, 95 and 96</u>, an executive director appointed to an office under Article <del>90</del> <u>87</u> hereof shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, and either in addition to or in lieu of his remuneration as a Director.</p>

No.	Articles Before Amendments	Articles After Amendments
67.	<p><b>Article 92</b></p> <p>... if we were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. ... but in lieu of the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting...</p>	<p><b>Article 89</b></p> <p>... if <del>we</del> <u>he</u> were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. ...but in lieu of<sub>2</sub> the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting...</p>
68.	<p><b>Article 98</b></p> <p>Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration ...</p>	<p><b>Article 95</b></p> <p>Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs<sub>2</sub> services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration...</p>
69.	<p><b>Article 100</b></p> <p>(a) hold any other office or place of profit with the Company...</p>	<p><b>Article 97</b></p> <p><u>A Director may:</u></p> <p>(a) hold any other office or place of profit with the Company...</p>
70.	<p><b>Article 101</b></p> <p>..., purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided... that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 102 herein.</p>	<p><b>Article 98</b></p> <p>..., purchaser or in any other manner <del>whatever</del><u>whatsoever</u>, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided... that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article<del>102</del><u>99</u> herein.</p>
71.	<p><b>Article 102(b)</b></p> <p>he is to be regarded as interested in any contact or arrangement...</p>	<p><b>Article 99(b)</b></p> <p>he is to be regarded as interested in any <u>contract</u> or arrangement...</p>

No.	Articles Before Amendments	Articles After Amendments
72.	<p><b>Article 103(1)</b></p> <p>... or any other proposal in which he or any of his associates is materially interested, ...</p> <p>(i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;</p> <p>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or by the giving of security;</p> <p>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>	<p><b>Article 100(1)</b></p> <p>... or any other proposal in which he or any of his <u>close</u> associates is materially interested, ...</p> <p>(i) any contract or arrangement for the giving to such Director or his <u>close</u> associate(s) any security or indemnity in respect of money lent by him or any of his <del>associates</del> <u>close associate(s)</u> or obligations incurred or undertaken by him or any of his <del>associates</del> <u>close associate(s)</u> at the request of or for the benefit of the Company or any of its subsidiaries;</p> <p>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>close</u> associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a <u>guarantee or indemnity or</u> by the giving of security;</p> <p>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his <u>close</u> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-<del>underwriting</del> of the offer;</p>

No.	Articles Before Amendments	Articles After Amendments
	<p>(iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interested in shares or debentures or other securities of the Company;</p> <p>(v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or</p> <p>(vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.</p>	<p>(iv) any contract or arrangement in which the Director or his <u>close</u> associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company <del>or any of its subsidiaries</del> by virtue only of his/their interested in shares or debentures or other securities of the Company;</p> <p>(v) <del>any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or</del></p> <p>(vi) any proposal <u>or arrangement</u> concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to <del>directors, his associates</del> <u>Directors or his close associate(s)</u> and <u>to</u> employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his <u>close</u> associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.</p>

No.	Articles Before Amendments	Articles After Amendments
73.		<i>Articles 100(2) and 100(3) are to be deleted</i>
74.		<i>Article 100(4) is to be renumbered as 100(2)</i>
75.	<p><b>Article 104(3)</b></p> <p>(a) To give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed.</p> <p>(b) To give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.</p> <p>(c) To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p>	<p><b>Article 101(3)</b></p> <p>(a) <del>To</del><u>to</u> give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed<del>;</del></p> <p>(b) <del>To</del><u>to</u> give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration<del>;</del> <u>and</u></p> <p>(c) <del>To</del><u>to</u> resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p>



No.	Articles Before Amendments	Articles After Amendments
76.	<p><b>Article 104(4)</b></p> <p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or indirectly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p> <p>Article 104(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.</p>	<p><b>Article 101(4)</b></p> <p><del>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:</del></p> <p><del>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</del></p> <p><del>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</del></p> <p><del>(iii) if any one or more of the Directors hold (jointly or severally or indirectly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</del></p> <p><u>The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.</u></p> <p>Article <del>104</del> <u>101</u>(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.</p>

No.	Articles Before Amendments	Articles After Amendments
77.	<p><b>Article 106</b></p> <p>The Board may power of attorney appoint under the Seal any company, firm or any fluctuating body of persons, ...</p>	<p><b>Article 103</b></p> <p>The Board may power of attorney appoint under the Seal any company, firm <u>or person</u> or any fluctuating body of persons, ...</p>
78.	<p><b>Article 115</b></p> <p>... The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.</p>	<p><b>Article 112</b></p> <p>... The Secretary shall convene a meeting of the Board <del>of which notice may be given in writing whenever he shall be required so to do by any Director.</del> <u>Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail</u> or by telephone or in such other manner as the Board may from time to time determine <del>whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.</del></p>
79.	<p><b>Article 116(2)</b></p> <p>Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, ...</p>	<p><b>Article 113(2)</b></p> <p>Directors may participate in any meeting of the Board by means of a conference telephone, <u>electronic</u> or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, ...</p>

<b>No.</b>	<b>Articles Before Amendments</b>	<b>Articles After Amendments</b>
80.	<p><b>Article 118</b></p> <p>The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.</p>	<p><b>Article 115</b></p> <p>The Board may elect <del>a</del> <u>one or more</u> chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting <del>neither the</del> <u>no</u> chairman <del>nor any</del> <u>or</u> deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.</p>

No.	Articles Before Amendments	Articles After Amendments
81.	<p><b>Article 122</b></p> <p>A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.</p>	<p><b>Article 119</b></p> <p>A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill--health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. <u>Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.</u></p>

No.	Articles Before Amendments	Articles After Amendments
82.	<p><b>Article 127(1)</b></p> <p>The officers of the Company shall consist of a chairman, ...</p>	<p><b>Article 124(1)</b></p> <p>The officers of the Company shall consist of <del>a</del> <u>at least one</u> chairman, ...</p>
83.	<p><b>Article 127(2)</b></p> <p>..., the election to such office shall take place in such manner as the Directors may determine.</p>	<p><b>Article 124(2)</b></p> <p>..., the <del>election to such office shall take place</del> <u>Directors may elect more than one chairman</u> in such manner as the Directors may determine.</p>
84.	<p><b>Article 132(2)</b></p> <p>Minutes shall be kept by the Secretary at the Office.</p>	<p><b>Article 129(2)</b></p> <p>Minutes shall be kept by the Secretary at the <del>Office</del> <u>head office</u>.</p>
85.	<p><b>Article 133(1)</b></p> <p>... either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with (except in the case of certificates for shares) or affixed by some method or system of mechanical signature. ...</p>	<p><b>Article 130(1)</b></p> <p>... either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with (<del>except in the case of certificates for shares</del>) or affixed by some method or system of mechanical signature. ...</p>
86.	<p><b>Article 145(1)(a)(iv)</b></p> <p>... capital redemption reserve other than the Subscription Rights Reserve) as the Board may determine ...</p>	<p><b>Article 142(1)(a)(iv)</b></p> <p>... capital redemption reserve other than the Subscription Rights Reserve (<u>as defined below</u>) as the Board may determine ...</p>
87.	<p><b>Article 145(1)(b)(iv)</b></p> <p>... capital redemption reserve other than the Subscription Rights Reserve) as the Board may determine ...</p>	<p><b>Article 142(1)(b)(iv)</b></p> <p>... capital redemption reserve other than the Subscription Rights Reserve (<u>as defined below</u>) as the Board may determine ...</p>

<b>No.</b>	<b>Articles Before Amendments</b>	<b>Articles After Amendments</b>
88.	<b>Article 145(2)(a)</b>  contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (2) of this Article in relation to the relevant dividend	<b>Article 142(2)(a)</b>  contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (2) of this Article in relation to the relevant dividend
89.	<b>Article 146(1)</b>  The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.	<b>Article 143(1)</b>  The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. <u>The Company Unless otherwise provided by the provisions of these Articles, the Board</u> may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.

No.	Articles Before Amendments	Articles After Amendments
90.	<p><b>Article 147</b></p> <p>The Company may in general meeting, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any reserve or fund of the Company (including a share premium account, capital redemption reserve and the profit and loss account) whether or not the same is available for dividend or otherwise available for distribution and such amount be set free for distribution among the Members or any class of Members who would be entitled to receive the same if distributed by way of dividend and in the same proportions, or among such of the Members or such other persons and in any such proportions as recommended by the Board (such non-pro-rata distribution to be approved by the Company in general meeting on every occasion when the board recommends the same), on the footing that the same is not paid in cash but is applied on behalf of such Members or such other persons either in or towards paying up in full any unpaid shares, or paying up in full, at par or at such premium as the resolution may provide, any unissued shares or debentures or other obligations of the Company which shall be allotted, issued and distributed credited as fully paid among such Members or such other persons and in any such proportions as the resolution may provide (prior approval of such non-pro-rata distributions having been obtained from the Company in general meeting), and the Board shall give effect to such resolution.</p>	<p><b>Article 144(1)</b></p> <p>The Company may <del>in general meeting,</del> upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of <del>the any</del> amount for the time being standing to the credit of any reserve or fund <del>of the Company</del> (including a share premium account, <u>and</u> capital redemption reserve and the profit and loss account) whether or not the same is available for <del>dividend or otherwise available for</del> distribution and <u>accordingly that</u> such amount be set free for distribution among the Members or any class of Members who would be entitled <del>to receive the same thereto if it were</del> distributed by way of dividend and in the same proportions, <del>or among such of the Members or such other persons and in any such proportions as recommended by the Board</del> (such non-pro-rata distribution to be approved by the Company in general meeting on every occasion when the board recommends the same), on the footing that the same is not paid in cash but is applied <del>on behalf of such Members or such other persons either in or towards paying up in full any</del> <u>the amounts for the time being unpaid on any shares, or in the Company held by such Members respectively or in paying up in full, at par or at such premium as the resolution may provide, any unissued shares or, debentures or other obligations of the Company which shall, to be allotted, issued and distributed credited as fully paid up among such Members or such other persons and in any such proportions as the resolution may provide (prior approval of such non-pro-rata distributions having been obtained from the Company in general meeting), and, or partly in one way and partly in the other, and the Board shall give effect to such resolution- provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.</u></p>

No.	Articles Before Amendments	Articles After Amendments
91.		<p data-bbox="874 327 1406 368"><i>New Article to be inserted</i></p> <p data-bbox="874 368 1406 408"><b>Article 144(2)</b></p> <p data-bbox="874 449 1406 1791"><u>Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/ or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.</u></p>



**APPENDIX                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

No.	Articles Before Amendments	Articles After Amendments
92.	<p><b>Article 149(1)(c)(i)</b></p> <p>the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case maybe, the relevant portion thereof in the event of a partial exercise of the subscription rights); and</p>	<p><b>Article 146(1)(c)(i)</b></p> <p>the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case <del>maybe</del> <u>may be</u>, the relevant portion thereof in the event of a partial exercise of the subscription rights); and</p>
93.	<p><b>Article 152</b></p> <p>Subject to 152A, ...</p>	<p><b>Article 149</b></p> <p>Subject to Article-<del>152A</del> <u>150</u>, ...</p>
94.	<p><b>Article 152A</b></p> <p>..., the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, ... in addition to a summary financial statements,</p>	<p><b>Article 150</b></p> <p>..., the requirements of Article-<del>152</del> <u>149</u> shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, <del>a summary</del> <u>summarised</u> financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, ... in addition to <del>a summary</del> <u>summarised</u> financial statements,</p>

No.	Articles Before Amendments	Articles After Amendments
95.	<p><b>Article 152B</b></p> <p>The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company published copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 152A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<p><b>Article 151</b></p> <p>The requirement to send to a person referred to in Article <del>152</del> <u>149</u> the documents referred to in that article or a summary financial report in accordance with Article <del>152A</del> <u>150</u> shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company <del>published</del> <u>publishes</u> copies of the documents referred to in Article <del>152</del> <u>149</u> and, if applicable, a summary financial report complying with Article <del>152A</del> <u>150</u>, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>
96.	<p><b>Article 153(1)</b></p> <p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>	<p><b>Article 152(1)</b></p> <p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the <del>Members appoint another</del> <u>auditor next annual general meeting</u>. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>

No.	Articles Before Amendments	Articles After Amendments
97.		<i>Article 152(2) is to be deleted and Article 153(3) is to be renumbered as Article 152(3)</i>
98.	<b>Article 158</b>  ... If so, the financial statements and the report of the Auditor should disclose this act and name such country or jurisdiction.	<b>Article 157</b>  ... If so, the financial statements and the report of the Auditor should disclose this <del>act</del> <u>fact</u> and name such country or jurisdiction.
99.	<b>Article 159</b>  ... The notice of availability may be given to the Member by any of the means set out above. ...	<b>Article 158</b>  ... The notice of availability may be given to the Member by any of the means set out above, <u>other than by posting it on a website.</u> ...
100.	<b>Article 161(2)</b>  A notice may be given by the Company to the person entitled to a share in consequence of the death ..., or (until such an address has been so supplied) by giving the notice in any manner ...	<b>Article 160(2)</b>  <del>A notice</del> <u>Notice</u> may be given by the Company to the person entitled to a share in consequence of the death ..., or (until such an address has been so supplied) by giving the <del>notice</del> <u>Notice</u> in any manner ...
101.	<b>Article 162</b>  For the purpose of these Articles, a cable or telex or facsimile or electronic transmission message purporting to come from a holder of shares or, ...	<b>Article 161</b>  For the purpose of these Articles, a <del>cable or telex or</del> facsimile or electronic transmission message purporting to come from a holder of shares or, ...

No.	Articles Before Amendments	Articles After Amendments
102.	<p><b>Article 164</b></p> <p>Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) (if the Company shall be wound up and the assets available for distribution amongst the Members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed <i>pari passu</i> amongst such members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, a nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.</p>	<p><b>Article 163</b></p> <p>Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) <del>(if the Company shall be wound up and the assets available for distribution amongst the Members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up,</del> the excess shall be distributed <i>pari passu</i> amongst such members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, <del>a</del> <u>as</u> nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.</p>
103.		<i>Article 164(3) is to be deleted.</i>
104.	<p><b>Article 165(1)</b></p> <p>The Directors, Secretary and other officers and every Auditor for the time being of the Company and the liquidator or trustees (if any) for the time being acting in relation to any of the affairs of the Company and everyone of them, ...</p>	<p><b>Article 164(1)</b></p> <p>The Directors, Secretary and other officers and every Auditor <del>for the time being of</del> the Company <u>at any time, whether at present or in the past,</u> and the liquidator or trustees (if any) <del>for the time being acting</del> <u>or who have acted</u> in relation to any of the affairs of the Company and everyone of them, ...</p>

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



### CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED 中國網絡信息科技集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08055)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of China E-Information Technology Group Limited (the “Company”) will be held at Unit 2609-10, 26/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 25 March 2019 at 10:30 a.m. for the following purposes:-

To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

“**THAT** the Company’s new memorandum and articles of association, copies of which have been tabled at the Meeting marked “A” and initialled by the Chairman for the purpose of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company in their entirety and **THAT** any Director or the Secretary of the Company be and is hereby authorised to do all things necessary to effect and implement the adoption of the Company’s new memorandum and articles of association.”

For and on behalf of the Board of  
**China E-Information Technology Group Limited**  
**Yuan Wei**  
*Executive Director*

Hong Kong, 20 February 2019

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Unit 2609-10, 26th Floor  
Office Tower  
Convention Plaza  
1 Harbour Road, Wanchai  
Hong Kong

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Notes:—*

1. For details in relation to the new memorandum and articles of association of the Company, please refer to the relevant announcement of the Company dated 11 February 2019 and the circular of the Company dated 20 February 2019. A form of the new memorandum and articles of association of the Company will also be made available at the Meeting for inspection.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be delivered at the Company's branch registrar and transfer office in Hong Kong. Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the extraordinary general meeting or any adjournment thereof and in such event, the instrument appointing the proxy shall be deemed to be revoked.