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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in RemeGen Co., Ltd.\* (榮昌生物製藥(煙台)股份有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**RemeGen Co., Ltd.\***

**榮昌生物製藥(煙台)股份有限公司**

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

**(Stock Code: 9995)**

**(1) PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION  
(2) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE MEETING OF SHAREHOLDERS  
AND  
NOTICE OF 2025 SECOND CLASS MEETING OF H SHAREHOLDERS**

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A notice convening the H Share Class Meeting of RemeGen Co., Ltd.\* (榮昌生物製藥(煙台)股份有限公司) to be held at 2:00 p.m. on July 31, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC is set out in this circular. A form of proxy for use at the H Share Class Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.remegen.com](http://www.remegen.com)).

Shareholders who intend to appoint a proxy to attend the H Share Class Meeting shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the H Share Class Meeting if they so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

\* For identification purpose only

July 15, 2025

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## DEFINITIONS

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*In this circular, the following expression shall have the meanings set out below unless the context requires otherwise:*

“2022 A Share Scheme”	the 2022 Restricted A Share Incentive Scheme of the Company in its present or any amended form as adopted by the Company on December 28, 2022
“2024 AGM”	the 2024 annual general meeting of the Company held on June 26, 2025
“2025 First A Share Class Meeting”	the 2025 first class meeting of A Shareholders held on June 26, 2025
“2025 First H Share Class Meeting”	the 2025 first class meeting of H Shareholders held on June 26, 2025
“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of A Share(s)
“Articles of Association”	the articles of association of the Company currently in force (as amended from time to time)
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China” or the “PRC”	the People’s Republic of China, for the purpose of this circular, excluding the Hong Kong Special Administrative Region of the People’s Republic of China, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	RemeGen Co., Ltd.* (榮昌生物製藥(煙台)股份有限公司)
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

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## DEFINITIONS

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“Director(s)”	the director(s) of the Company
“First H Share Award and Trust Scheme”	the First H Share Award and Trust Scheme of the Company in its present or any amended form as adopted by the Company on March 23, 2021
“Guidelines on the Articles of Listed Companies”	the Guidelines on the Articles of Association of Listed Companies (2025 Revision) (《上市公司章程指引(2025年修訂)》)
“H Share(s)”	share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“H Share Class Meeting”	the 2025 second class meeting of H Shareholders to be held on July 31, 2025 at 2:00 p.m. or any adjournment thereof
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	July 7, 2025, being the latest practicable date prior to the finalisation of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of the H Share Class Meeting”	the notice of the H Share Class Meeting dated July 15, 2025, a copy of which is set out on pages HCM-1 to HCM-2 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for the Meeting of Shareholders”	the rules of procedures for the meeting of shareholders of the Company (as amended from time to time)
“Rules of Procedures for the Supervisory Committee”	the rules of procedures for the supervisory committee of the Company (as amended from time to time)

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## DEFINITIONS

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“Second H Share Award and Trust Scheme”	the Second H Share Award and Trust Scheme of the Company in its present or any amended form as adopted by the Company on July 14, 2023
“Securities Law”	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》)
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percent

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## LETTER FROM THE BOARD

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**RemeGen Co., Ltd.\***

**榮昌生物製藥(煙台)股份有限公司**

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

**(Stock Code: 9995)**

*Executive Directors:*

Mr. Wang Weidong (*Chairman*)

Dr. Fang Jianmin

Mr. Lin Jian

Mr. Wen Qingkai

*Registered office, headquarters and*

*principal place of business in the PRC:*

58 Middle Beijing Road

Yantai Development Zone

Yantai Area of Shandong Pilot Free Trade Zone  
PRC

*Non-executive Directors:*

Dr. Wang Liqiang

Dr. Su Xiaodi

*Principal place of business*

*in Hong Kong:*

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

*Independent Non-executive Directors:*

Mr. Hao Xianjing

Mr. Chen Yunjin

Mr. Huang Guobin

July 15, 2025

*To the Shareholders:*

Dear Sir/Madam,

**(1) PROPOSED AMENDMENTS TO**

**THE ARTICLES OF ASSOCIATION**

**(2) PROPOSED AMENDMENTS TO THE RULES OF**

**PROCEDURES FOR THE MEETING OF SHAREHOLDERS**

**AND**

**NOTICE OF 2025 SECOND CLASS MEETING OF H SHAREHOLDERS**

**I. INTRODUCTION**

The purpose of this circular is to provide you with the Notice of the H Share Class Meeting and the information reasonably necessary to enable you to make an informed decision on voting in respect of the proposed resolutions at the H Share Class Meeting.

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## LETTER FROM THE BOARD

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### II. DETAILS OF THE RESOLUTIONS

#### 1. Proposed Amendments to the Articles of Association

Reference is made to (1) the announcement of the Company dated May 26, 2025 in relation to, among others, the proposed amendments to the Articles of Association; (2) the circular of the Company dated May 27, 2025 (the “**Circular**”) in relation to, among others, the proposed amendments to the Articles of Association and the proposed amendments to the Rules of Procedures for the Meeting of Shareholders, which were proposed to be considered and approved at the 2024 AGM, the 2025 First A Share Class Meeting and the 2025 First H Share Class Meeting held on June 26, 2025; and (3) the poll results announcement of the Company dated June 26, 2025 (the “**Poll Results Announcement**”) in relation to the 2024 AGM, the 2025 First A Share Class Meeting and the 2025 First H Share Class Meeting for the purpose of considering and approving, among others, the proposed amendments to the Articles of Association and the proposed amendments to the Rules of Procedures for the Meeting of Shareholders.

As disclosed in the Poll Results Announcement, the special resolution in relation to the proposed amendments to the Articles of Association was passed at the 2024 AGM and the 2025 First A Share Class Meeting, but was not passed at the 2025 First H Share Class Meeting. As such, a special resolution will be proposed at the H Share Class Meeting to consider and approve the proposed amendments to the Articles of Association (where such proposed amendments are the same as those set out in Appendix IV to the Circular and were approved at the 2024 AGM and the 2025 First A Share Class Meeting) again.

In order to promote compliance operation and enhance corporate governance, in accordance with the Company Law, the Transitional Arrangements Relating to the Implementation of the Supporting Systems and Rules of the New Company Law (《關於新<公司法>配套制度規則實施相關過渡期安排》) promulgated by the CSRC, the Guidelines on the Articles of Listed Companies, and other laws, regulations, regulatory documents, regulatory rules and listing rules of the jurisdictions where the Company’s shares are listed, as well as in light of the increase of the registered capital and the total number of issued shares of the Company due to attribution of an aggregate of 276,160 A Shares of the Class A interests in the second attribution period and the Class B interests under the first grant in the first attribution period under the 2022 A Share Scheme, the Board resolved, among other matters, that, based on the actual situation of the Company and subject to meeting the core shareholder protection standards as set out in Appendix A1 to the Listing Rules, the Company will cancel the Supervisory Committee and the Supervisors, with the Audit Committee exercising the functions and powers of the Supervisory Committee as prescribed by the Company Law, will abolish the Rules of Procedures for the Supervisory Committee, and will amend the relevant provisions of the Articles of Association and certain internal management systems such as the Rules of Procedures for the Meeting of Shareholders to, among other matters, align with the proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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The major contents of the proposed amendments to the Articles of Association include: (1) adjusting the expression of “general meeting(s)” to “shareholders’ meeting(s)” uniformly; (2) deleting the provisions and descriptions related to “the Supervisors” and changing “the Supervisory Committee” in other provisions into “the Audit Committee”, due to the cancellation of the Supervisory Committee and the Audit Committee exercising the functions and powers of the Supervisory Committee as prescribed by the Company Law; (3) adjusting the functions and powers of the Shareholders’ meetings and the Board meetings; (4) strengthening the rights of the Shareholders by adjusting the shareholding threshold for Shareholders entitled to submit proposals to the Company to individually or jointly holding more than 1% of the total voting shares of the Company; (5) adding provisions related to controlling shareholders and de facto controllers, independent Directors and special committees of the Board; (6) deleting the provisions related to the special procedures for voting at class meetings; and (7) other corresponding and miscellaneous amendments.

The Board is of the view that the proposed amendments to the Articles of Association (including the removal of the class meeting requirement from the Articles of Association) will not compromise protection of the Shareholders and will not have material impact on measures relating to the Shareholders’ protection, as H Shares and A Shares are regarded as the same class of ordinary shares under the PRC laws, and the substantive rights attached to these two types of shares (including voting rights, dividends and asset allocation upon liquidation) are the same.

The legal advisers of the Company as to Hong Kong laws and PRC laws have confirmed respectively that the proposed amendments to the Articles of Association are in compliance with the applicable requirements of Appendix A1 to the Listing Rules and the applicable laws and regulations in the PRC. The Company also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association for a company incorporated in the PRC and listed in Hong Kong.

Details regarding the proposed amendments to the Articles of Association are set out in Appendix I to this circular. Such proposed amendments are the same as those set out in Appendix IV to the Circular. Except for the proposed amendments mentioned in Appendix I to this circular, other provisions of the Articles of Association remain unchanged. The English version of the Articles of Association is an unofficial translation of the Chinese version. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

The proposed amendments to the Articles of Association have been considered and approved by the Board on May 26, 2025, as well as by the Shareholders at the 2024 AGM on June 26, 2025 and by the A Shareholders at the 2025 First A Share Class Meeting on June 26, 2025, but the relevant special resolution was not passed at the 2025 First H Share Class Meeting on June 26, 2025. As such, a special resolution will be proposed at the H Share Class Meeting to consider and approve the proposed amendments to the Articles of Association (where such proposed amendments are the same as those set out in Appendix



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## LETTER FROM THE BOARD

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IV to the Circular and were approved at the 2024 AGM and the 2025 First A Share Class Meeting) and to authorize the Board to do all such acts and things to give effect to such matter again. As the proposed amendments to the Articles of Association (where such proposed amendments are the same as those set out in Appendix IV to the Circular) have been approved at the 2024 AGM and the 2025 First A Share Class Meeting, the proposed amendments to the Articles of Association will take effect upon approval by the H Shareholders at the H Share Class Meeting. After the proposed amendments to the Articles of Association take effect, the full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company.

### **2. Proposed Amendments to the Rules of Procedures for the Meeting of Shareholders**

As disclosed in the Poll Results Announcement, the special resolution in relation to the proposed amendments to the Rules of Procedures for the Meeting of Shareholders was passed at the 2024 AGM and the 2025 First A Share Class Meeting, but was not passed at the 2025 First H Share Class Meeting. As such, a special resolution will be proposed at the H Share Class Meeting to consider and approve the proposed amendments to the Rules of Procedures for the Meeting of Shareholders (where such proposed amendments are the same as those set out in Appendix V to the Circular and were approved at the 2024 AGM and the 2025 First A Share Class Meeting) again.

According to the Company Law, the Securities Law, the Guidelines on the Articles of Listed Companies and the relevant laws, regulations and regulatory documents, the Company proposed to amend the relevant provisions of the Rules of Procedures for the Meeting of Shareholders in light of the actual conditions of the Company and conforming to the proposed amendments to the Articles of Association.

Details regarding the proposed amendments to the Rules of Procedures for the Meeting of Shareholders are set out in Appendix II to this circular. Such proposed amendments are the same as those set out in Appendix V to the Circular. Except for the proposed amendments mentioned in Appendix II to this circular, other provisions of the Rules of Procedures for the Meeting of Shareholders remain unchanged. The English version of the Rules of Procedures for the Meeting of Shareholders is an unofficial translation of the Chinese version. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedures for the Meeting of Shareholders have been considered and approved by the Shareholders at the 2024 AGM on June 26, 2025 and by the A Shareholders at the 2025 First A Share Class Meeting on June 26, 2025, but the relevant special resolution was not passed at the 2025 First H Share Class Meeting on June 26, 2025. As such, a special resolution will be proposed at the H Share Class Meeting to consider and approve the proposed amendments to the Rules of Procedures for the Meeting of Shareholders (where such proposed amendments are the same as those set out in Appendix V to the Circular and were approved at the 2024 AGM

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## LETTER FROM THE BOARD

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and the 2025 First A Share Class Meeting) again. As the proposed amendments to the Rules of Procedures for the Meeting of Shareholders (where such proposed amendments are the same as those set out in Appendix V to the Circular) have been approved at the 2024 AGM and the 2025 First A Share Class Meeting, the proposed amendments to the Rules of Procedures for the Meeting of Shareholders will take effect upon approval by the H Shareholders at the H Share Class Meeting.

### III. THE H SHARE CLASS MEETING

The H Share Class Meeting will be held at 2:00 p.m. on July 31, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC. The Notice of the H Share Class Meeting is set out on pages HCM-1 to HCM-2 of this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.remegen.com](http://www.remegen.com)).

### IV. CLOSURE OF REGISTER OF MEMBERS

The H Share register of members of the Company will be closed from July 28, 2025 to July 31, 2025, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the H Share Class Meeting to be held on July 31, 2025. The holders of H Shares whose names appear on the H Share register of members of the Company on July 28, 2025 shall be entitled to attend and vote at the H Share Class Meeting.

To be eligible to attend and vote at the H Share Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on July 25, 2025 for registration.

### V. PROXY ARRANGEMENT

A form of proxy of the H Share Class Meeting is enclosed. If you intend to appoint a proxy to attend the H Share Class Meeting, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the H Share Class Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the H Share Class Meeting or at any other adjourned meeting should you so wish.

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## LETTER FROM THE BOARD

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### VI. VOTING BY POLL

Any vote of Shareholders at the H Share Class Meeting must be taken by poll except where the chairman of the H Share Class Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Trident Trust Company (HK) Limited, being the trustee holding unvested Shares under the First H Share Award and Trust Scheme and the Second H Share Award and Trust Scheme, holds 6,077,502 Shares as at the Latest Practicable Date and is required to abstain from voting on matters that require Shareholders' approval under the Listing Rules and the scheme rules of the First H Share Award and Trust Scheme and those of the Second H Share Award and Trust Scheme.

Save as mentioned above, to the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the H Share Class Meeting.

### VII. RECOMMENDATION

The Board (including independent non-executive Directors) considers that all the resolutions proposed at the H Share Class Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions.

### VIII. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By order of the Board  
**RemeGen Co., Ltd.\***  
榮昌生物製藥(煙台)股份有限公司  
**Mr. Wang Weidong**  
*Chairman and executive director*

\* For identification purposes only

**Comparison Table of Amendments to the  
Articles of Association of RemeGen Co., Ltd.\***

Original Article of the Articles of Association	Amended Article of the Articles of Association
<b>CHAPTER 1 GENERAL PROVISIONS</b>	<b>CHAPTER 1 GENERAL PROVISIONS</b>
<p>Article 1 In order to protect the legal interests of the Company, its shareholders and creditors and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (中華人民共和國公司法) (the “<b>Company Law</b>”), the Securities Law of the People's Republic of China, <del>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法)</del>, <del>the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong jointly promulgated by the overseas listing department of the China Securities Regulatory Commission (the “CSRC”) and the production system department of the former State Commission for Restructuring the Economic System, the Opinions on Further Assistance in Regulated Operation and In-depth Reform of Companies Listed outside the PRC, the Reply of the State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”), the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (the “<b>Rules Governing the Listing of Stocks on Science and Technology Innovation Board</b>”), the Code of Corporate Governance for Listed Companies, the Measures for the Management of Independent Directors of Listed Companies (the “<b>Management Measures</b>”), the Self-Regulatory Guideline for Listed Companies on the Science and Technology Innovation Board of the Shanghai Stock Exchange No. 1—Regularization of Operation, and other relevant provisions of laws, regulations and regulatory documents.</del></p>	<p>Article 1 In order to protect the legal interests of <u>RemeGen Co., Ltd.*</u> (the “<b>Company</b>”), its shareholders, employees and creditors and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (中華人民共和國公司法) (the “<b>Company Law</b>”), the Securities Law of the People's Republic of China (the “<b>Securities Law</b>”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”), the Guidelines for Articles of Association of Listed Companies (the “<b>Guidelines for Articles of Association</b>”), the Rules Governing the Listing of Stocks on the <u>STAR Market of the Shanghai Stock Exchange</u> (the “<b>STAR Market Listing Rules</b>”), the Code of Corporate Governance for Listed Companies, the Measures for the Management of Independent Directors of Listed Companies (the “<b>Management Measures</b>”) and other relevant provisions.</p>
<p>Article 2 The Company is a joint stock limited company (the “<b>Company</b>”) established in accordance with the Company Law and other relevant provisions.</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, <u>the Securities Law</u> and other relevant provisions.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>RemeGen Co., Ltd. was established on 4 July 2008. The Company was established by means of promotion based on the change of RemeGen Co., Ltd. into a joint stock limited company as a whole under the laws of the PRC, and was registered with the Administration for Industry and Commerce of Yantai Economic and Technological Development Area (煙台經濟技術開發區市場監督管理局) on 12 May 2020 and obtained a business license. The Company's unified social credit code is 91370600676820877R. All the shareholders of the former RemeGen Co., Ltd. are the founders of the Company as follows: Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)), I-NOVA Limited, Fang Jianmin, Fund for the transformation of National Science and Technology Major Project (國投(上海)科技成果轉化創業投資基金企業(有限合夥)), PAG Growth Prosperity Holding I (HK) Limited, Yantai Rongqian Enterprise Management Center (Limited Partnership) (煙台榮謙企業管理中心(有限合夥)), Yantai Rongyi Enterprise Management Center (Limited Partnership) (煙台榮益企業管理中心(有限合夥)), Wholly Sunbeam Limited, Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司), RongChang Holding Group LTD., RC – Biology Investment Ltd., Yantai Rongshi Enterprise Management Center (Limited Partnership) (煙台榮實企業管理中心(有限合夥)), Metroplus International Limited, SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合夥)), Beijing Lapam Healthcare Investment Center LLP (北京龍磐健康醫療投資中心(有限合夥)), LBC Sunshine Healthcare Fund L.P., LAV Remegen Limited, Vivo Capital Fund IX, L.P., Lu Thai Textile Co., Ltd. (魯泰紡織股份有限公司), Janchor Partners Pan-Asian Master Fund, TIBET Lapam Yijing Venture Capital Center LLP (西藏龍磐怡景創業投資中心(有限合夥)), Nanjing Huatai Healthcare Investment I LLP (南京華泰大健康一號股權投資合夥企業(有限合夥)), Shandong Jifu Jingu New Kinetic Energy Equity Investment Fund Partnership (Limited Partnership) (山東吉富金谷新動能股權投資基金合夥企業(有限合夥)), Suzhou Likang Equity Investment Center (Limited Partnership) (蘇州禮康股權投資中心(有限合夥)), Hangzhou Chuanghe Select Venture Capital (Limited Partnership) (杭州創合精選創業投資合夥企業(有限合夥)), Weihai Luxin Fuwei Equity Investment Fund Partnership (Limited Partnership) (威海魯信福威股權投資基金合夥企業(有限合夥)), Govtor Capital Co., Ltd. (江蘇高科技投資集團有限公司), Jiangsu International Trust Corporation Limited (江蘇省國際信託有限責任公司), MINTU Infrastructure Development Holdings Co., Limited (民圖基礎設施發展控股有限公司), ORBIMED PARTNERS MASTER FUND LIMITED, Small Medium Enterprises Development Fund (Shenzhen) LLP (中小企業發展基金(深圳有限合夥)), Yantai Rongjian Enterprise Management Center (Limited Partnership) (煙台榮建企業管理中心(有限合夥)), Yan Tai Hong Da Investment Limited (煙台鴻大投資有限公司), Yantai Economic Development Investment Company (煙台市經濟發展投資公司), Hudson Bay Master Fund Ltd., PAG Growth Holding IV (HK) Limited, Suzhou Lirui Equity Investment Center (Limited Partnership) (蘇州禮瑞股權投資中心(有限合夥)), Senming Capital Limited, CRF Investment Holdings Company Limited, Shanghai Tan Ying Investment Partnership (L.P.) (上海檀英投資合夥企業(有限合夥)), ORBIMED GENESIS MASTER FUND, L.P., Nanjing Huatai Healthcare Investment II LLP (南京華泰大健康二號股權投資合夥企業(有限合夥)), Nanjing Daoan Management Center GP (南京道安企業管理中心(普通合夥)).</p>	<p>RemeGen Co., Ltd.* was established on 4 July 2008. The Company was established by means of promotion based on the change of RemeGen Co., Ltd.* into a joint stock limited company as a whole under the laws of the PRC, and was registered with the Administration for Industry and Commerce of Yantai Economic and Technological Development Area (煙台經濟技術開發區市場監督管理局) on 12 May 2020 and obtained a business license. The Company's unified social credit code is 91370600676820877R. All the shareholders of the former RemeGen Co., Ltd.* are the founders of the Company as follows: Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)), I-NOVA Limited, Fang Jianmin, Fund for the transformation of National Science and Technology Major Project (國投(上海)科技成果轉化創業投資基金企業(有限合夥)), PAG Growth Prosperity Holding I (HK) Limited, Yantai Rongqian Enterprise Management Center (Limited Partnership) (煙台榮謙企業管理中心(有限合夥)), Yantai Rongyi Enterprise Management Center (Limited Partnership) (煙台榮益企業管理中心(有限合夥)), Wholly Sunbeam Limited, Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司), RongChang Holding Group LTD., RC – Biology Investment Ltd., Yantai Rongshi Enterprise Management Center (Limited Partnership) (煙台榮實企業管理中心(有限合夥)), Metroplus International Limited, SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合夥)), Beijing Lapam Healthcare Investment Center LLP (北京龍磐健康醫療投資中心(有限合夥)), LBC Sunshine Healthcare Fund L.P., LAV Remegen Limited, Vivo Capital Fund IX, L.P., Lu Thai Textile Co., Ltd. (魯泰紡織股份有限公司), Janchor Partners Pan-Asian Master Fund, TIBET Lapam Yijing Venture Capital Center LLP (西藏龍磐怡景創業投資中心(有限合夥)), Nanjing Huatai Healthcare Investment I LLP (南京華泰大健康一號股權投資合夥企業(有限合夥)), Shandong Jifu Jingu New Kinetic Energy Equity Investment Fund Partnership (Limited Partnership) (山東吉富金谷新動能股權投資基金合夥企業(有限合夥)), Suzhou Likang Equity Investment Center (Limited Partnership) (蘇州禮康股權投資中心(有限合夥)), Hangzhou Chuanghe Select Venture Capital (Limited Partnership) (杭州創合精選創業投資合夥企業(有限合夥)), Weihai Luxin Fuwei Equity Investment Fund Partnership (Limited Partnership) (威海魯信福威股權投資基金合夥企業(有限合夥)), Govtor Capital Co., Ltd. (江蘇高科技投資集團有限公司), Jiangsu International Trust Corporation Limited (江蘇省國際信託有限責任公司), MINTU Infrastructure Development Holdings Co., Limited (民圖基礎設施發展控股有限公司), ORBIMED PARTNERS MASTER FUND LIMITED, Small Medium Enterprises Development Fund (Shenzhen) LLP (中小企業發展基金(深圳有限合夥)), Yantai Rongjian Enterprise Management Center (Limited Partnership) (煙台榮建企業管理中心(有限合夥)), Yan Tai Hong Da Investment Limited (煙台鴻大投資有限公司), Yantai Economic Development Investment Company (煙台市經濟發展投資公司), Hudson Bay Master Fund Ltd., PAG Growth Holding IV (HK) Limited, Suzhou Lirui Equity Investment Center (Limited Partnership) (蘇州禮瑞股權投資中心(有限合夥)), Senming Capital Limited, CRF Investment Holdings Company Limited, Shanghai Tan Ying Investment Partnership (L.P.) (上海檀英投資合夥企業(有限合夥)), ORBIMED GENESIS MASTER FUND, L.P., Nanjing Huatai Healthcare Investment II LLP (南京華泰大健康二號股權投資合夥企業(有限合夥)), Nanjing Daoan Management Center GP (南京道安企業管理中心(普通合夥)).</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
–	<p>Article 3 The Company's overseas listed foreign shares ("<b>H Shares</b>") were listed on the main board of The Stock Exchange of Hong Kong Limited (the "<b>Hong Kong Stock Exchange</b>") on 9 November 2020.</p> <p>The Company was registered with the China Securities Regulatory Commission (the "<b>CSRC</b>") on 11 January 2022 for the initial public offering of 54,426,301 RMB ordinary shares ("<b>A Shares</b>"), which were listed on the Science and Technology Innovation Board of Shanghai Stock Exchange on 31 March 2022.</p>
<p>Article 3 The Chinese name of the Company: 榮昌生物製藥(煙台)股份有限公司</p> <p>English name: RemeGen Co., Ltd.</p>	<p>Article 4 The Chinese <u>registered</u> name of the Company: 榮昌生物製藥(煙台)股份有限公司</p> <p><u>The English registered name of the Company: RemeGen Co., Ltd.</u></p>
<p>Article 3 Domicile: No. 58 Middle Beijing Road, Yantai Development Zone, Yantai, China (Shandong) Pilot Free Trade Zone</p> <p>Postcode: 264006</p>	<p>Article 5 Domicile: No. 58 Middle Beijing Road, Yantai Development Zone, Yantai, China (Shandong) Pilot Free Trade Zone</p> <p>Postcode: 264006</p>
–	Article 6 <u>The registered capital of the Company is RMB544,608,243.</u>
Article 4 The Company is a joint stock limited company with perpetual existence.	Article 7 The Company is a joint stock limited company with perpetual existence.
Article 5 <del>The registered capital of the Company is RMB544,332,083.</del>	–
Article 6 The legal representative of the Company is the chairman of the Board of the Company.	<p>Article 8 The legal representative of the Company is the chairman of the Board of the Company. <u>If the chairman of the Board resigns, he/she shall be deemed to have resigned as the legal representative at the same time.</u></p> <p><u>If the legal representative resigns, the Company shall appoint a new legal representative within thirty days from the date of the legal representative's resignation.</u></p>
–	<p>Article 9 <u>The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company.</u></p> <p><u>Restrictions imposed on the powers of the legal representative by the Articles of Association or by shareholders' meetings shall not be invoked against a bona fide counterparty.</u></p> <p><u>If the legal representative causes damage to others while performing his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming the civil liability, seek compensation from the legal representative at fault in accordance with laws or the Articles of Association.</u></p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 7 All assets of the Company shall be divided into shares of equal value. Shareholders bear responsibilities to the Company to the extent of the number of the shares they subscribe. The Company bears responsibilities for its debts with all its assets.	Article 10 Shareholders bear responsibilities to the Company to the extent of the number of the shares they subscribe. The Company bears responsibilities for its debts with all its <u>properties</u> .
Article 8 The Articles of Association shall be a legally binding public document that regulates the Company's organization and activities, the rights and obligations between the Company and its shareholders as well as among the shareholders from the date on which it takes effect.	Article 11 The Articles of Association shall be a legally binding public document that regulates the Company's organization and activities, the rights and obligations between the Company and its shareholders as well as among the shareholders from the date on which it takes effect <u>and</u> shall be binding to the Company, its shareholders, directors and senior management members. Pursuant to the Articles of Association, the shareholders may pursue actions against other shareholders, the shareholders may pursue actions against the directors and senior management members of the Company, the shareholders may pursue actions against the Company and the Company may pursue actions against its shareholders, directors and senior management.
<p>Article 9 The Articles of Association shall be binding to the Company, its shareholders, directors, <del>supervisors</del> and senior management members. <del>The aforesaid personnel shall all have the right to propose claims concerning the affairs of the Company in accordance with the Articles of Association.</del></p> <p>Pursuant to the Articles of Association, the shareholders may pursue actions against other shareholders, the shareholders may pursue actions against the directors, <del>supervisors, general manager</del> and other senior management members of the Company, the shareholders may pursue actions against the Company and the Company may pursue actions against its shareholders, directors, <del>supervisors, general manager</del> and other senior management.</p> <p>The actions, as referred to in the preceding paragraph, include the instituting of legal proceedings with a court or filing with an arbitral authority for arbitration.</p>	
Article 10 To the extent permitted by laws and regulations, the Company may invest in other limited liability companies or joint stock limited companies and shall be held responsible for the companies invested by the Company to the extent of the capital contribution made by it.	–
Article 11 “Senior management members” referred to in the Articles of Association include general manager, <del>president, chief medical officer,</del> chief financial officer and the secretary to the Board of the Company.	Article 12 “Senior management members” referred to in the Articles of Association include general manager, chief financial officer and the secretary to the Board of the Company <u>and other personnel specified herein.</u>
Article 12 In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish a Communist Party of China organisation to carry out the activities of the Party. The Company shall provide necessary conditions for activities organized by the Party.	Article 13 In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish a Communist Party of China organisation to carry out the activities of the Party. The Company shall provide necessary conditions for activities organized by the Party.

Original Article of the Articles of Association	Amended Article of the Articles of Association
<b>CHAPTER 2 BUSINESS OBJECTIVES AND SCOPE</b>	<b>CHAPTER 2 BUSINESS OBJECTIVES AND SCOPE</b>
Article 13 The business objective of the Company: to introduce advanced management technologies, to reach the domestic and international advanced level, and to achieve satisfactory economic benefits for all parties of the joint venture.	Article 14 The business objective of the Company: to introduce advanced management technologies, to reach the domestic and international advanced level, and to achieve satisfactory economic benefits for all parties of the joint venture.
Article 14 Upon registration according to the law, the Company's business scope is as follows: research and development, production and sales of pharmaceutical products, diagnostic reagent products, and engaging in the technical services related to the above products and their research and development, technology transfer, import or export of goods or technologies (except for those prohibited <del>or required</del> administrative approval <del>by the State</del> ). (The projects requiring approvals according to the law can be carried out only after being approved by the relevant authorities.)	Article 15 Upon registration according to the law, the Company's business scope is as follows: research and development, production and sales of pharmaceutical products, diagnostic reagent products, and engaging in the technical services related to the above products and their research and development, technology transfer, import or export of goods or technologies (except for those prohibited <u>by the State or requiring</u> administrative approval). (The projects requiring approvals according to the law can be carried out only after being approved by the relevant authorities.)
<b>CHAPTER 3 SHARE</b>	<b>CHAPTER 3 SHARE</b>
<b>Section 1 Issuance of Shares</b>	<b>Section 1 Issuance of Shares</b>
Article 15 The stock of the Company shall take the form of shares.	Article 16 The stock of the Company shall take the form of shares.
Article 16 The Company shall issue shares in a transparent, fair and just manner, and each share of the same <del>category</del> shall have the same right.  <del>All shares of the same category issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.</del>  <del>The domestic shares and overseas listed foreign shares issued by the Company shall enjoy equal rights in the distribution of dividend or distribution in any other form. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is interested directly or indirectly therein have failed to disclose his/her interests to the Company.</del>	Article 17 The Company shall issue shares in a transparent, fair and just manner, and each share of the same <u>class</u> shall have the same right. <u>All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; subscribers shall pay the same price for each share.</u>
Article 17 All shares issued by the Company <del>shall have a par value and</del> shall be denominated in RMB with each share having a par value of RMB1.00.  <del>The Company shall have ordinary shares at all times. With the approval of authority authorized by the State Council, the Company may have other forms of shares when needed.</del>	Article 18 All <u>the par value</u> shares issued by the Company shall be denominated in RMB with each share having a par value of RMB1.00.
–	Article 19 The A Shares issued by the Company shall be held in central custody at Shanghai Branch of China Securities Depository and Clearing Corporation Limited. The H Shares of the Company shall be held in custody by the authorized depository companies of Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their own names.



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 18 The Company may offer its shares to both domestic and foreign investors with <del>the approval of</del> the relevant securities regulatory authority under the State Council.</p> <p>Foreign investors referred to in the preceding paragraph shall mean those investors in foreign countries, Hong Kong Special Administration Region (“<b>Hong Kong</b>”) of the People’s Republic of China (the “<b>PRC</b>”), Macau Special Administration Region or Taiwan who subscribe for shares issued by the Company. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares issued by the Company.</p>	<p>Article 20 The Company may offer its shares to both domestic and foreign investors <u>upon registration or filing</u> with the relevant securities regulatory authority under the State Council.</p> <p>Foreign investors referred to in the preceding paragraph shall mean those investors in foreign countries, Hong Kong Special Administration Region (“<b>Hong Kong</b>”) of the People’s Republic of China (the “<b>PRC</b>”), Macau Special Administration Region or Taiwan who subscribe for shares issued by the Company. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares issued by the Company.</p>
<p><del>Article 19 Shares that the Company issues to domestic investors for subscription in RMB shall be known as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be known as foreign shares. Foreign shares offered and listed overseas shall be known as overseas listed foreign shares.</del></p> <p><del>Shares listed on an overseas stock exchange upon approval by the department authorized by the State Council and by the overseas securities regulatory authority shall be collectively known as overseas listed shares.</del></p> <p><del>The foreign shares issued by the Company and listed on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”) are known in abbreviation as “<b>H Shares</b>”. These are shares which have been approved for listing on the Hong Kong Stock Exchange, have a par value denominated in RMB, and are subscribed to and traded in foreign currencies.</del></p> <p><del>Foreign currencies referred to in the preceding paragraph mean the lawful currencies, other than RMB, of other countries or regions, which are recognized by the foreign exchange authority of the State and can be used to pay to the Company for the shares.</del></p> <p><del>To the extent as permitted by relevant law, administrative regulations and department rules, shareholders of the Company may list the unlisted shares they hold on an overseas stock exchange upon approval by the regulatory authorities such as securities regulatory authority under the State Council. Listing of the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedure, regulations and requirements of the overseas securities market. Listing of the aforesaid shares on an overseas stock exchange shall not be subject to the voting at a meeting of shareholders of any class.</del></p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Before the initial public offering of overseas listed foreign shares, the share capital of the Company was RMB401,819,202, and the total number of shares was 401,819,202 shares, all of which are ordinary shares. The equity structure is listed as follows:</p> <p><del>No. Name of Shareholder Number of shares held (0'000 shares) Percentage of shareholding Method of capital contribution Time of capital contribution</del></p> <p>1 Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)) 10,238.1891 25.48% By conversion of net assets into shares March 31, 2020</p> <p>2 RongChang Holding Group LTD. 1,168.3725 2.91% By conversion of net assets into shares March 31, 2020</p> <p>3 Yantai Rongqian Enterprise Management Center (Limited Partnership) (煙台榮謙企業管理中心(有限合夥)) 1,850.7388 4.61% By conversion of net assets into shares March 31, 2020</p> <p>4 Yantai Rongshi Enterprise Management Center (Limited Partnership) (煙台榮實企業管理中心(有限合夥)) 919.0203 2.29% By conversion of net assets into shares March 31, 2020</p> <p>5 Yantai Rongyi Enterprise Management Center (Limited Partnership) (煙台榮益企業管理中心(有限合夥)) 1,663.0337 4.14% By conversion of net assets into shares March 31, 2020</p> <p>6 Yantai Rongjian Enterprise Management Center (Limited Partnership) (煙台榮建企業管理中心(有限合夥)) 216.3655 0.54% By conversion of net assets into shares March 31, 2020</p> <p>7 RC Biology Investment Ltd 1,081.8262 2.69% By conversion of net assets into shares March 31, 2020</p> <p>8 Fang Jianmin 2,621.8320 6.52% By conversion of net assets into shares March 31, 2020</p> <p>9 I-NOVA Limited 3,960.0000 9.86% By conversion of net assets into shares March 31, 2020</p> <p>10 Yantai Economic Development Investment Company (煙台市經濟發展投資公司) 206.0663 0.51% By conversion of net assets into shares March 31, 2020</p> <p>11 Wholly Sunbeam Limited 1,569.3711 3.91% By conversion of net assets into shares March 31, 2020</p> <p>12 Yan Tai Hong Da Investment Limited (煙台鴻大投資有限公司) 217.4603 0.54% By conversion of net assets into shares March 31, 2020</p> <p>13 Metroplus International Limited 785.5771 1.96% By conversion of net assets into shares March 31, 2020</p>	

Original Article of the Articles of Association	Amended Article of the Articles of Association
14 Govtor Capital Co., Ltd. (江蘇高科技投資集團有限公司) 262.4263 0.65% By conversion of net assets into shares March 31, 2020	
15 Jiangsu International Trust Corporation Limited (江蘇省國際信託有限責任公司) 239.1734 0.59% By conversion of net assets into shares March 31, 2020	
16 MINTU Infrastructure Development Holdings Co., Limited (民圖基礎設施發展控股有限公司) 232.5294 0.58% By conversion of net assets into shares March 31, 2020	
17 Lu Thai Textile Co., Ltd. (魯泰紡織股份有限公司) 421.8265 1.05% By conversion of net assets into shares March 31, 2020	
18 SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership) (國投創合國家新興產業創業投資引導基金(有限合伙)) 753.8084 1.88% By conversion of net assets into shares March 31, 2020	
19 Beijing Lapam Healthcare Investment Center LLP (北京龍磐健康醫療投資中心(有限合伙)) 753.8084 1.88% By conversion of net assets into shares March 31, 2020	
20 Fund for the transformation of National Science and Technology Major Project (國投(上海)科技成果轉化創業投資基金企業(有限合伙)) 2,473.2556 6.16% By conversion of net assets into shares March 31, 2020	
21 Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司) 1,281.3478 3.19% By conversion of net assets into shares March 31, 2020	
22 Small Medium Enterprises Development Fund (Shenzhen) LLP (中小企業發展基金(深圳有限合伙)) 226.1426 0.56% By conversion of net assets into shares March 31, 2020	
23 Senming Capital Limited 150.7616 0.37% By conversion of net assets into shares March 31, 2020	
24 Shandong Jifu Jingu New Kinetic Energy Equity Investment Fund Partnership (Limited Partnership) (山東吉富金谷新動能股權投資基金合夥企業(有限合伙)) 326.7431 0.81% By conversion of net assets into shares March 31, 2020	
25 Nanjing Huatai Healthcare Investment I LLP (南京華泰大健康一號股權投資合夥企業(有限合伙)) 347.5226 0.85% By conversion of net assets into shares March 31, 2020	
26 Nanjing Huatai Healthcare Investment II LLP (南京華泰大健康二號股權投資合夥企業(有限合伙)) 23.8110 0.06% By conversion of net assets into shares March 31, 2020	
27 Nanjing Daoan Management Center GP (南京道安企業管理中心(普通合夥)) 5.5702 0.01% By conversion of net assets into shares March 31, 2020	

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>28 Weihai Luxin Fuwei Equity Investment Fund Partnership (Limited Partnership) (威海魯信福威股權投資基金合夥企業(有限合夥))</p> <p>263.8326 0.66% By conversion of net assets into shares March 31, 2020</p> <p>29 PAG Growth Prosperity Holding I (HK) Limited 2,110.6602 5.25% By conversion of net assets into shares March 31, 2020</p> <p>30 PAG Growth Holding IV (HK) Limited 200.2231 0.50% By conversion of net assets into shares March 31, 2020</p> <p>31 TIBET Lapam Yijing Venture Capital Center LLP (西藏龍磐怡景創業投資中心(有限合夥)) 385.4037 0.96% By conversion of net assets into shares March 31, 2020</p> <p>32 Hangzhou Chuanghe Select Venture Capital (Limited Partnership) (杭州創合精選創業投資合夥企業(有限合夥)) 301.5230 0.75% By conversion of net assets into shares March 31, 2020</p> <p>33 LAV Remegen Limited 459.3351 1.14% By conversion of net assets into shares March 31, 2020</p> <p>34 Suzhou Likang Equity Investment (Limited Partnership) (蘇州禮康股權投資中心(有限合夥)) 306.2235 0.76% By conversion of net assets into shares March 31, 2020</p> <p>35 Suzhou Lirui Equity Investment Center (Limited Partnership) (蘇州禮瑞股權投資中心(有限合夥)) 153.1116 0.38% By conversion of net assets into shares March 31, 2020</p> <p>36 LBC Sunshine Healthcare Fund L.P. 472.3198 1.18% By conversion of net assets into shares March 31, 2020</p> <p>37 Janchor Partners Pan Asian Master Fund 392.7884 0.98% By conversion of net assets into shares March 31, 2020</p> <p>38 Hudson Bay Master Fund LTD 204.5096 0.51% By conversion of net assets into shares March 31, 2020</p> <p>39 ORBIMED PARTNERS MASTER FUND LIMITED 233.7254 0.58% By conversion of net assets into shares March 31, 2020</p> <p>40 ORBIMED GENESIS MASTER FUND, L.P. 58.4313 0.15% By conversion of net assets into shares March 31, 2020</p> <p>41 Vivo Capital Fund IX, L.P. 452.8427 1.13% By conversion of net assets into shares March 31, 2020</p> <p>42 CRF Investment Holdings Company Limited 97.3856 0.24% By conversion of net assets into shares March 31, 2020</p> <p>43 Shanghai Tan Ying Investment Partnership (L.P.) (上海檀英投資合夥企業(有限合夥)) 93.0248 0.23% By conversion of net assets into shares March 31, 2020</p> <p><b>Total 40,181.9202 100.00% —</b></p>	

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 20 Upon completion of the initial public offering of overseas listed foreign shares, the capital structure of the Company shall comprise of: 478,356,202 ordinary shares (before the Over-allotment Option is exercised), including 239,294,291 domestic shares, accounting for 50.02% of the total number of ordinary shares of the Company; 132,193,534 unlisted foreign shares, accounting for 27.64% of the total number of ordinary shares of the Company; and 106,868,377 H Shares, accounting for 22.34% of the total number of ordinary shares of the Company.</p> <p>If the Over-allotment Option is fully exercised, the capital structure of the Company shall comprise of: 489,836,702 ordinary shares, including 239,294,291 domestic shares, accounting for 48.85% of the total number of ordinary shares of the Company; 132,193,534 unlisted foreign shares, accounting for 26.99% of the total number of ordinary shares of the Company; and 118,348,877 H Shares, accounting for 24.16% of the total number of ordinary shares of the Company.</p> <p>With the approval of the China Securities Regulatory Commission (the “CSRC”), 15 shareholders of the Company converted a total of 71,232,362 domestic unlisted shares into overseas listed foreign shares, and the relevant shares may be listed on the Hong Kong Stock Exchange upon completion of the conversion.</p> <p>With the consent of the Shanghai Stock Exchange (the “SSE”) and registration with the CSRC, the Company made an initial public offering of 54,426,301 domestic RMB ordinary shares (A shares), which was listed on the Science and Technology Innovation Board on March 31, 2022. After the completion of the conversion of the above-mentioned domestic unlisted shares into overseas listed foreign shares and the completion of the initial public offering and listing of domestic RMB ordinary shares (A shares), the share capital structure of the Company is as follows: 544,263,003 ordinary shares, of which: 354,681,764 domestic RMB ordinary shares (A shares), accounting for 65.17% of the total number of ordinary shares of the Company; 189,581,239 H shares, accounting for 34.83% of the total number of ordinary shares of the Company.</p> <p>As approved by the Company’s 2022 Second Extraordinary General Meeting, the 2022 First Class Meeting of A Shareholders and the 2022 First Class Meeting of H Shareholders, 69,080 A shares of the Class A interests under the Company’s 2022 Restricted A Share Incentive Scheme vested in the first vesting period; after the vesting, the Company’s share capital structure is as follows: 544,332,083 ordinary shares, of which: 354,750,844 domestic RMB ordinary shares (A shares), accounting for 65.17% of the total number of ordinary shares of the Company; and 189,581,239 H shares, accounting for 34.83% of the total number of ordinary shares of the Company.</p>	–
<p>Article 21 The Board of the Company may make arrangement for the Company’s separate issuance of overseas listed foreign shares and domestic shares according to the issue scheme approved by the securities regulatory authority under the State Council.</p>	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 22 If the Company separately issues overseas listed foreign shares and domestic shares within the total number specified in the issue scheme, the said shares shall be issued respectively at one time; if it is impossible for the shares to be issued at one time for special reasons, the shares may be issued in several tranches subject to the approval by the securities regulatory authorities of the State Council.	–
–	Article 21 The total number of issued shares of the Company is 544,608,243 ordinary shares, of which 355,027,004 shares are A Shares, accounting for approximately 65.19% of the total share capital, and 189,581,239 shares are H Shares, accounting for approximately 34.81% of the total share capital.
–	Article 22 If the share capital of the Company contains different classes of shares, any alteration made to the rights attached to any shares of such class shall be approved by shareholders attending shareholders' meetings of such class of shares with voting rights by special resolutions unless otherwise required. For the purpose of this Article, A Shares and H Shares of the Company shall be deemed as same class of shares.
–	Article 23 The Company or the Company's subsidiaries (including affiliates of the Company) shall not provide financial assistance in the form of grants, advances, guarantees, borrowings to others for the acquisition of shares of the Company or those of its parent company, except where the Company has implemented an employee stock ownership plan.  In the interests of the Company, the Company may, by the resolution(s) of the shareholders' meetings, or by the resolution(s) of the Board of Directors in accordance with the Articles of Association or a mandate granted by the shareholders' meetings, provide financial assistance to others for the acquisition of shares of the Company or those of its parent company, provided that the cumulative total of such financial assistance shall not exceed ten percent of the total issued share capital. The relevant resolution(s) of the Board of Directors shall be passed by more than two-thirds of all directors.
<b>Section 2 Increase, Decrease and Buyback of Shares</b>	<b>Section 2 Increase, Decrease and Buyback of Shares</b>
Article 23 The Company may increase capital based on the needs of operation and development and in accordance with the requirements of laws and regulations and resolution on the <del>general</del> -meeting, by way of the following:  (I) <del>Public offering of shares;</del>  (II) <del>Non-public offering of shares;</del>  (III) <del>Placement and offer of new shares to existing shareholders;</del>  (IV) Conversion of the reserve into share capital;  (V) Other means stipulated by laws and administrative regulations.	Article 24 The Company may increase capital based on the needs of operation and development and in accordance with the requirements of laws and regulations and resolution on the <u>shareholders'</u> meeting, by way of the following:  (I) <u>Issuance of shares to non-specific investors;</u>  (II) <u>Issuance of shares to specific investors;</u>  (III) <u>Bonus</u> shares to existing shareholders;  (IV) Conversion of the reserve into share capital;  (V) Other means stipulated by laws and administrative regulations and required by the CSRC.

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p><del>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant national laws and administrative regulations.</del></p>	<p><u>When the Company issues new shares for the purpose of increasing its registered capital, the shareholders shall not be entitled to pre-emptive rights, unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association or resolved by a resolution of the shareholders' meeting that the shareholders shall be entitled to pre-emptive rights.</u></p> <p><u>When the Company increases its registered capital, it shall register the change with the registration authority of the Company in accordance with the laws.</u></p>
<p>Article 24 The Company may decrease its registered capital. The Company shall decrease its registered capital pursuant to the Company Law, other relevant regulations and the Articles of Association</p>	<p>Article 25 The Company may decrease its registered capital. The Company shall decrease its registered capital pursuant to the Company Law, other relevant regulations and the Articles of Association</p>
<p><del>Article 25 The Company may, in the following circumstances, buy back its outstanding shares in accordance with the law, administrative regulations, department rules and requirement of this Articles of Associations:</del></p> <p>(I) When decreasing the registered capital of the Company;</p> <p>(II) When merging with other companies holding shares of the Company;</p> <p>(III) When shares are being used in the employee stock ownership plan or as equity incentive;</p> <p>(IV) When shareholders objecting to resolutions of the <del>general</del> meeting concerning merger or division of the Company require the Company to buy their shares;</p> <p>(V) When shares are being used to satisfy the conversion of corporate bonds convertible into shares issued by the Company;</p> <p>(VI) When safeguarding corporate value and shareholders' equity as the Company deems necessary;</p> <p><del>(VII) Other circumstances permitted by laws and administrative regulations.</del></p> <p><del>Except for the abovementioned circumstances, the Company will not conduct any activities buying or selling its shares.</del></p>	<p>Article 26 The Company <u>shall not repurchase its shares, except in any of the following circumstances:</u></p> <p>(I) When decreasing the registered capital of the Company;</p> <p>(II) When merging with other companies holding shares of the Company;</p> <p>(III) When shares are being used in the employee stock ownership plan or as equity incentive;</p> <p>(IV) When shareholders objecting to resolutions of the <u>shareholders'</u> meeting concerning merger or division of the Company require the Company to buy their shares;</p> <p>(V) When shares are being used to satisfy the conversion of corporate bonds convertible into shares issued by the Company;</p> <p>(VI) When safeguarding corporate value and shareholders' equity as the Company deems necessary.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Where the Company repurchases its shares in the circumstances set out in items (I) and (II) <del>above</del>, it shall be subject to approval at the <del>general</del> meeting; where the Company repurchases its shares in the circumstances set out in items (III), (V) and (VI) <del>above</del>, it shall be resolved by more than two-thirds of directors present at a meeting of the Board.</p> <p>In the event that the Company repurchases its shares in accordance with <del>the above provisions</del>, such Shares shall be cancelled within ten days upon such repurchase in the circumstance set out in item (I); shall be transferred or cancelled within 6 months in the circumstances set out in items (II) and (IV); the aggregate number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years in the circumstances set out in items (III), (V) and (VI).</p> <p><del>Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws.</del></p>	
-	<p>Article 27 The Company may repurchase its shares by an open and centralized trading manner, or other means as recognized by the laws, <u>administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the CSRC.</u></p> <p><u>If the Company repurchases its own shares under the circumstances as required in items (III), (V) and (VI) of the first paragraph of Article 26 of the Articles of Association, the transaction(s) shall be carried out in an open and centralized manner.</u></p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
–	<p>Article 28 Where the Company repurchases its shares in the circumstances set out in items (I) and (II) of Article 26 of the Articles of Association, it shall be subject to approval at the <u>shareholders' meeting</u>;</p> <p>Where the Company repurchases its shares in the circumstances set out in items (III), (V) and (VI) of Article 26 of the Articles of Association, it shall be resolved by more than two-thirds of directors present at a meeting of the Board <u>according to the provisions of the Articles of Association or a mandate granted by the shareholders' meetings.</u></p> <p>In the event that the Company repurchases its shares in accordance with the first paragraph of Article 26 of the Articles of Association, such Shares shall be cancelled within ten days upon such repurchase in the circumstance set out in item (I); shall be transferred or cancelled within 6 months in the circumstances set out in items (II) and (IV); the aggregate number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years in the circumstances set out in items (III), (V) and (VI).</p>
<p>Article 26 The Company may buy back its shares in any of the following ways:</p> <p>(I) Issuing a buyback offer to all shareholders according to an equal percentage;</p> <p>(II) Buying back through the open transaction in the stock exchange;</p> <p>(III) Buying back through agreement outside the stock exchange;</p> <p>(IV) Other methods as permitted by laws and administrative regulations and approved by regulatory authorities.</p> <p>If the Company acquires its shares due to the circumstances specified in items (III), (V) and (VI) of Article 25 of the Articles of Association, the acquisition shall be made through a public centralized transaction.</p>	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 27 In buying back shares through agreement outside the stock exchange, the Company shall seek prior approval at a general meeting in accordance with the Articles of Association. With prior approval at the general meeting, in the same way, the Company may cancel or change the contract already concluded in an aforesaid manner or waive any right under the contract.</p> <p>The share buyback contract mentioned in the preceding paragraph includes (but is not limited to) agreement to undertake share buyback obligations and obtain share buyback rights.</p> <p>The Company shall not transfer the share buyback contract or any right thereunder.</p>	–
<p>Article 28 The shares so repurchased shall be cancelled or transferred within a period stipulated by relevant laws and administrative regulations. If shares were cancelled, the Company shall notify the original registration authority and apply to change its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be reduced from the registered capital of the Company.</p>	–
<p>Article 29 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:</p> <p>(I) If the Company buys back shares at par value, the payment shall be deducted from the book balance of distributable profit of the Company and the proceeds from the issuance of new shares for buying back old shares;</p> <p>(II) If the Company buys back shares above par value, the part equivalent to the par value shall be deducted from the book balance of distributable profit of the Company and the proceeds from the issuance of new shares for buying back old shares; the part above the par value shall be processed as follows:</p> <p>(1) Deducted from the book balance of distributable profit of the Company if the shares bought back were issued at par value;</p>	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(2) <del>Deducted from the book balance of distributable profit of the Company and the proceeds from the issuance of new shares for buying back old shares if the shares bought back were issued above par value, but the amount deducted from the proceeds from the issuance of new shares shall not exceed the total premium obtained at the time of issuance of the shares bought back and shall not exceed the amount (including the premium from the issuance of new shares) in the premium account (or capital reserve account) of the Company at the time of buyback;</del></p> <p>(III) <del>The monies paid by the Company for the following purposes shall be deducted from the distributable profits of the Company:</del></p> <p>(1) <del>Acquiring the right to buy back its shares;</del></p> <p>(2) <del>Changing the share buyback contract;</del></p> <p>(3) <del>Cancelling its obligations under the share buyback contract.</del></p> <p>(IV) <del>After the par value of the cancelled shares is deducted from the registered capital of the Company pursuant to relevant regulations, the amount deducted from the distributable profit for paying the par value of the shares bought back shall be stated in the premium account (or capital reserve account) of the Company.</del></p> <p><del>Where the laws, regulations and relevant requirements of the securities regulatory authorities in the place where the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforementioned share buyback, such provisions shall prevail.</del></p>	
Section 3 Transfer of Shares	Section 3 Transfer of Shares
<p>Article 30 <del>Unless otherwise specified in the laws and administrative and by the securities regulatory authorities in the place where the shares of the Company, the paid up shares of the Company can be freely transferred in accordance with laws and are not subject to any lien. Shares of the Company could be granted, inherited and pledged in accordance with relevant laws, administrative regulations and requirement of the Articles of Association. For the transfer of the shares of the Company, registration shall be made in the share registrar authorized by the Company.</del></p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 31 Unless the following conditions are satisfied, the Board may refuse to recognize any transfer documents of H shares without giving any reasons:</p> <p>(I) The transfer document only involves H shares;</p> <p>(II) The stamp tax payable on the transfer instrument has been paid;</p> <p>(III) The relevant share certificate, together with the evidence as reasonably required by the Board showing that the transferor is entitled to transfer the shares are produced;</p> <p>(IV) No company shall have any lien over the relevant shares; and</p> <p>(V) No transfer shall be made to minors or persons of unsound mind or others under legal disability.</p> <p>If the Board refuses to register the share transfer, the Company shall send a written notice of the transferor and transferee within two months from the date of the transfer application. All transfers of H shares shall be effected by transfer document in writing in a general or common form or in any other form acceptable to the Board, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. The transfer document in writing may be signed by hand or (where the transferor or transferee is a corporation) stamped with the Company's seal. If the transferor or transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong (the "<b>Recognized Clearing House</b>") or its nominee, the transfer document in writing may be signed by hand or in printed form.</p> <p>All transfer documents shall be maintained in the legal address of the Company or such places as the Board may designate from time to time.</p>	<p>–</p>
<p>–</p>	<p>Article 29 The shares of the Company shall be transferrable in accordance with the laws.</p>
<p>Article 32 The Company shall not accept its own shares being held as security under a pledge.</p>	<p>Article 30 The Company shall not accept its own shares being held as security under a pledge.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 33 <del>Shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange.</del></p> <p>The directors, <del>supervisors</del> and senior management shall report to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of their shares per annum during their terms of office; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.</p>	<p>Article 31 Shares already issued by the Company before public offering shall not be transferred within one year after the <u>A Shares</u> of the Company are listed on the <u>Shanghai Stock Exchange</u>.</p> <p>The directors and senior management shall report to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of their shares in the Company per annum during their terms of office as determined at the time of their assumption of office; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.</p>
<p>Article 34 <del>Where a director, supervisor, senior manager, or shareholder holding more than 5% of the Company's shares sells the Company's shares held by him/her within 6 months after purchase, or buys them again within 6 months after sale, the proceeds thus earned shall belong to the Company, and the Board of Directors of the Company shall recover the proceeds. However, if the securities company holds more than 5% of the shares as a result of underwriting the purchase of the remaining shares after the sale, the sale of such shares is not subject to the six-month time limit.</del></p> <p>If the Board of Directors of the Company does not abide by the provisions of the <del>preceding</del> paragraph, the shareholders have the right to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to do so within the said period, the shareholder shall have the right to file a lawsuit directly with the People's Court in his own name for the benefit of the Company.</p> <p>If the Board of Directors of the Company does not abide by the provisions of the first paragraph, the responsible directors shall be jointly and severally liable according to law.</p>	<p>Article 32 Where a shareholder holding more than 5% of the shares, a director and a senior management member sells the Company's shares <u>and other securities with an equity nature</u> held by him/her within 6 months after purchase, or buys them again within 6 months after sale, the proceeds thus earned shall belong to the Company, and the Board of Directors of the Company shall recover the proceeds. However, <u>this provision shall not apply</u> if the securities company holds more than 5% of the shares as a result of the purchase of the remaining shares after the sale <u>upon underwriting or under other circumstances stipulated by the CSRC</u>.</p> <p><u>Shares or other securities with an equity nature held by directors, senior management members and natural person shareholders referred to in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents and children and held under others' accounts.</u></p> <p>If the Board of Directors of the Company does not abide by the provisions of the <u>first paragraph of this Article</u>, the shareholders have the right to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to do so within the said period, the shareholder shall have the right to file a lawsuit directly with the People's Court in his own name for the benefit of the Company.</p> <p>If the Board of Directors of the Company does not abide by the provisions of the <u>first paragraph of this Article</u>, the responsible directors shall be jointly and severally liable according to law.</p>
<p>Article 35 Where the relevant regulations of the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise in respect of any transfer of any listed <del>foreign</del> shares, such regulations shall apply.</p>	<p>Article 33 Where the relevant regulations of the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise in respect of any transfer of any listed shares, such regulations shall apply.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<b>Section 4 Financial Assistance to Acquire Shares of the Company</b>	-
<p>Article 36 The Company or its subsidiaries (including affiliates of the Company) shall not at any time by way of gift, advance, guarantee, compensation or loans to provide any financial assistance to purchasers or potential purchasers of the Company's shares in any way. The aforesaid purchasers include persons directly or indirectly undertaking obligations because of the purchase of the Company's shares.</p> <p>The Company or its subsidiaries (including affiliates of the Company) shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or discharging their obligations.</p> <p>The provisions herein do not apply to the circumstances set out in Article 38.</p>	-
<p>Article 37 Financial assistance referred to in this Chapter includes (but is not limited to) the following:</p> <p>(I) Gift;</p> <p>(II) Guarantee (including the case where the guarantor undertakes liability or provides property to ensure fulfilment of obligations by the obligor), compensation (excluding compensation for the Company's own error), termination or waiver of rights;</p> <p>(III) Provision of loan or execution of contract under which the Company fulfils obligations prior to other parties, change of the said loan and the parties to the contract, and transfer of the said loan and rights under the contract;</p> <p>(IV) Provision of any other form of financial assistance when the Company is insolvent has no net assets or its net assets are likely to decrease significantly.</p> <p>Obligations referred to herein include the obligations undertaken by the obligor for entering into a contract or making an arrangement (regardless whether the said contract or arrangement is enforceable or whether it is undertaken by the obligor individually or jointly with others) or for changing his financial position in any form.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 38 Except as otherwise prohibited in accordance with the laws, administrative regulations, department rules and normative documents, the following acts are not deemed as prohibited under Article 36 of the Articles of Association:</p> <p>(I) The Company provides the relevant financial assistance truthfully in the interest of the Company and the said financial assistance is not mainly intended to buy back the Company's shares or the said financial assistance is part of a general plan of the Company;</p> <p>(II) The Company distributes its properties as dividends in accordance with the law;</p> <p>(III) The Company distributes shares as dividends;</p> <p>(IV) The Company decreases the registered capital, buys back shares and adjusts the equity structure in accordance with the Articles of Association;</p> <p>(V) The Company, within its business scope, provides loan for its normal business operations (but such financial assistance shall not give rise to a decrease of the net assets of the Company, or despite a decrease, such financial assistance is deducted from the distributable profit of the Company);</p> <p>(VI) The Company provides loan for the employee stock ownership plan (but such financial assistance shall not give rise to a decrease of the net assets of the Company, or despite a decrease, such financial assistance is deducted from the distributable profit of the Company).</p>	-
<b>Section 5 Shares and Register of Members</b>	-
<p>Article 39 The Company's shares are all registered shares. The particulars specified on the share certificates of the Company shall, in addition to those provided in the Company Law, contain other particulars required to be specified by the stock exchange where the shares of the Company are listed.</p> <p>The registered depository of the shares held by the shareholders of the Company's domestic shares is China Securities Depository and Clearing Corporation Limited. The register of shareholders of the domestic shares and the shares held by them are based on the data recorded in the securities book keeping system of China Securities Depository and Clearing Corporation Limited.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>The Company may issue overseas listed shares in the form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the place of listing.</p>	
<p>Article 40 Share certificates shall be signed by the chairman of the Board. Where the signatures of the general manager or other senior management officers are required by the stock exchange where the shares of the Company are listed, general manager or other relevant senior management officers shall also sign on the share certificates. The share certificates shall become effective after being affixed or imprinted with the corporate seal. The share certificates shall only be affixed with the corporate seal under the authorization of the Board. The signatures of the chairman of the Board, general manager or other relevant senior management officers on the share certificates may also be in printed form. Where the issuance and trading of the shares of the Company are in non-paper form, relevant provisions enacted separately by the securities regulatory authorities, stock exchange of the place where the shares of the Company are listed shall be applicable.</p>	-
<p>Article 41 The Company shall establish a register of members stating the following particulars, or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Regulatory rules in the place where stocks are listed:</p> <p>(I) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid or payable for the shares held by each shareholder;</p> <p>(IV) the serial number of the share certificate held by each shareholder;</p> <p>(V) the date on which each shareholder is registered as a shareholder;</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p>The shareholders' register is a sufficient evidence of the shareholders' shareholdings in the Company unless there is evidence to the contrary.</p> <p>Subject to the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names (titles) being listed in the register of members.</p>	-



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 42 <del>Transfer of shares shall be recorded in the register of members. The Company may keep overseas the register of holders of overseas listed foreign shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the Securities Regulatory Authorities of the State Council and the overseas Securities Regulatory Authorities. The Hong Kong branch register of members must be open to inspection by members but may be closed in accordance with the applicable provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time.</del></p> <p>The Company shall keep at its domicile a copy of the register of holders of overseas listed foreign shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.</p> <p>Where the original and copies of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail.</p>	-
<p>Article 43 <del>The Company shall keep a complete register of members.</del></p> <p>The register of members shall include the following parts:</p> <p>(I) <del>the register(s) of shareholders kept at the Company's domicile other than those specified in items(II) and (III) of this Article;</del></p> <p>(II) <del>the register(s) of holders of overseas listed foreign shares kept in the place(s) of the overseas stock exchange(s) where the shares are listed;</del></p> <p>(III) <del>the register(s) of shareholders kept in other places as the Board may decide and consider necessary for listing purposes.</del></p>	-
<p>Article 44 <del>The various parts of the register of members shall not overlap with each another. The transfer of shares registered in a certain part of the register of members shall not, during the continuance of the registration of such shares, be registered in any other part of the register of members.</del></p> <p>Changes and corrections to each part of the register of members shall be carried out in accordance with the laws of the places where each part is kept.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 45 <del>Change of the register of members arising from share transfer shall not be registered within 30 days before convening of a general meeting or within five days prior to the reference date set by the Company for the purpose of distribution of dividends.</del></p> <p><del>Provisions otherwise provided by the Securities Regulatory Authorities in the place(s) where the securities of the Company are listed shall prevail.</del></p>	–
<p>Article 46 <del>When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the recognition of shareholdings, the Board shall designate a certain date as the record date, at the end of which the shareholders in the register shall be shareholders of the Company.</del></p>	–
<p>Article 47 <del>If any person objects to the register of members and requests to have his/her name (title) recorded in or deleted from the register of members, the said person may apply to the court with jurisdiction to correct the register of members.</del></p>	–
<p>Article 48 <del>If any shareholder in the register of members or any person requesting to have his/her name (title) recorded in the register of members loses his/her share certificates (the “Original Share Certificates”), the said shareholder or person may apply to the Company to issue replacement certificates in respect of the said shares (the “Relevant Shares”).</del></p> <p><del>If a shareholder whose share certificate of Domestic Shares has been lost applies to the Company for a replacement new share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law.</del></p> <p><del>If a shareholder whose share certificate of overseas listed foreign shares has been lost applies to the Company for a replacement new share certificate, it may be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of holders of overseas listed foreign shares is maintained.</del></p> <p><del>The issue of a replacement new share certificate to a holder of H shares, who has lost his/her shares certificate and applied for the replacement, shall comply with the following requirements:</del></p>	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and the evidence of the loss, and declaring that no other person is entitled to have his/her name entered in the register of members in respect of the Relevant Shares.</p> <p>(II) Before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that his/her name shall be entered in the register of members in respect of such shares has been received.</p> <p>(III) The Company shall, if it decides to issue a replacement new share certificate to the applicant, publish an announcement in respect of the issue of a replacement new share certificate in such newspapers as may be designated by the Board; the period of announcement shall be 90 days, and the announcement shall be reissued at least once every 30 days.</p> <p>(IV) The Company shall, prior to the publication of the announcement of its proposed issue of a replacement new share certificate, submit to the stock exchange on which its shares are listed a copy of the announcement to be published, and may publish the announcement upon receiving confirmation from such stock exchange that the announcement has been exhibited at the premises of the said stock exchange. Such announcement shall be exhibited at the premises of the said stock exchange for a period of 90 days.</p> <p>If the application for replacement of a share certificate is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a photocopy of the announcement to be published.</p> <p>(V) If, upon expiry of the 90-day period of announcement and exhibition referred to in items (III) and (IV) of this Article, the Company has not received from any person any objection to such application in respect of the issue of replacement share certificate, and the Company may issue a replacement new share certificate to the applicant accordingly.</p> <p>(VI) Where the Company issues a replacement new share certificate under this Article, it shall immediately cancel the Original Share Certificates and record the cancellation and replacement issue in the register of members accordingly.</p> <p>(VII) All expenses relating to the cancellation of the Original Share Certificates and the issue of a replacement new share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable security.</p>	

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 49 Where the Company issues a new replacement share certificate pursuant to the Articles of Association, the name (title) of a bona fide purchaser gaining possession of such new share certificate or the person who is subsequently entered in the register of members as holder of such shares (if he/she is a bona fide purchaser) shall not be removed from the register of members.</p> <p>The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificates or the issuance of a new replacement share certificate unless the claimant can prove that the Company has committed a fraudulent act.</p>	-
CHAPTER 4 SHAREHOLDERS AND GENERAL MEETINGS	CHAPTER 4 SHAREHOLDERS AND <u>SHAREHOLDERS'</u> MEETINGS
Section 1 Shareholders	Section 1 <u>General Requirement of</u> Shareholders
<p>Article 50 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of members. Shareholders shall enjoy rights and have obligations in accordance with the class and amount of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.</p> <p>Where two or more persons are registered as joint holders of any shares, they shall be deemed as the common owners of the said shares subject to the following restrictions:</p> <p>(I) the joint holders of any share shall jointly and individually assume the liabilities for all amounts payable for relevant share;</p> <p>(II) where any of the joint shareholders deceases, only the surviving joint shareholders shall be deemed by the Company as having title to the relevant shares, but the Board may, for the purpose of modifying the register of members, require the provision of a death certificate of the relevant shareholder as it deems appropriate;</p> <p>(III) for joint shareholders of any share, only the person whose name stands first in the register of members shall be entitled to receive such certificate of the relevant share or receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders of the relevant shares. Any joint shareholder may sign the form of proxy. Where there are more than one joint shareholders present in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. For this purpose, seniority of the shareholders will be determined by the order in which the names of the joint shareholders of the relevant shares stand in the shareholders' register;</p> <p>(IV) where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.</p>	<p>Article 34 The Company shall establish a register of shareholders in accordance with the certificates issued by the securities registration and clearing institution. The shareholders' register shall constitute sufficient evidence of shareholdings in the Company. Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 51 When the Company convenes a <del>general</del> meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the shareholders whose names appear on the register of members are entitled to the relevant rights.	Article 35 When the Company convenes a <u>shareholders' meeting</u> , distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the shareholders, whose names appear on the register of members <u>after the close of trading on the record date as determined by the Board of Directors or the convener of the shareholders' meetings</u> , are entitled to the relevant rights.
<p>Article 52 <del>Ordinary</del> shareholders of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, chair, attend or appoint proxy to attend <del>general</del> meetings and exercise corresponding voting rights in accordance with laws;</p> <p>(III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations and the Articles of Association;</p> <p>(V) The rights to <del>obtain relevant information in accordance with the Articles of Association of the Company, including:</del></p> <p>1. <del>to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</del></p> <p>2. <del>to inspect and copy, subject to payment of a reasonable charge:</del></p> <p><del>personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including:</del></p> <p>(a) <del>current and previous names and aliases;</del></p> <p>(b) <del>main address (domicile);</del></p> <p>(c) <del>nationality;</del></p> <p>(d) <del>full time and all other part-time occupations and duties;</del></p> <p>(e) <del>identification documents and their numbers.</del></p>	<p>Article 36 <u>Shareholders</u> of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, chair, attend or appoint proxy to attend <u>shareholders' meetings</u> and exercise corresponding voting rights in accordance with laws;</p> <p>(III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations and the Articles of Association;</p> <p>(V) The rights to <u>inspect and copy the Articles of Association, the register of members, minutes of shareholders' meetings, resolutions of Board of Directors' meetings, financial and accounting reports and qualified shareholders in compliance with the regulations may have rights to inspect the Company's accounting books and vouchers;</u></p> <p>(VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted at the <u>shareholders' meeting</u> on the merger or division of the Company;</p> <p>(VIII) Other rights under the laws, administrative regulations, <u>departmental rules</u>, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p><del>3. To consult resolutions of Board of Directors' meetings, resolutions of supervisory committee meetings, financial and accounting reports, counterfoils of corporate bonds.</del></p> <p><del>When a shareholder requests to inspect the relevant information mentioned above or obtain such materials, he/she shall provide the Company with such written documents evidencing the class and amount of shares he/she holds in the Company. The Company may provide such information per the shareholder's request after verifying his/her identity.</del></p> <p>(VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted at the <del>general</del> meeting on the merger or division of the Company;</p> <p>(VIII) Other rights under the laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>	
–	<p><u>Article 37 The shareholder who requests to inspect or copy the relevant information of the Company shall comply with the requirements of laws and administrative regulations including the Company Law, the Securities Law, the securities regulatory rules of the place where the shares of the Company are listed.</u></p>
<p>Article 53 If the resolutions of <del>general</del> meeting and the Board are in violation of laws and administrative regulations, shareholders are entitled to request the People's Court to identify them invalid.</p> <p>The procedures for convening and voting of <del>general</del> meeting and the Board are in violation of laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, shareholders are entitled to request the People's Court to revoke such resolutions within 60 days.</p>	<p>Article 38 If the resolutions of <u>shareholders'</u> meeting and the Board are in violation of laws and administrative regulations, shareholders are entitled to request the People's Court to identify them invalid.</p> <p><u>If the procedures for convening and voting of shareholders' meeting and the Board meeting are in violation of laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, shareholders are entitled to request the People's Court to revoke such resolutions within 60 days. However, this does not apply if such procedures for convening the shareholders' meeting and the board meeting, or the voting thereat, have only minor flaws that have no substantial impact on the resolution.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
	<p><u>Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgement or ruling, such as a cancellation of a resolution, the stakeholders shall execute the resolution of the shareholders' meeting. The Company, its directors and senior management members shall perform their duties diligently to ensure the normal operation of the Company.</u></p> <p><u>Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, the regulations of the CSRC and stock exchanges, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfil its obligations to disclose the information accordingly.</u></p>
-	<p><u>Article 39 A resolution of the shareholders' meeting or board meeting of the Company shall be deemed invalid under any of the following circumstances:</u></p> <p><u>(I) the resolution is adopted without convening a shareholders' meeting or board meeting;</u></p> <p><u>(II) the resolution is not voted on at the shareholders' meeting or board meeting;</u></p> <p><u>(III) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as stipulated in the Company Law or the Articles of Association;</u></p> <p><u>(IV) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as stipulated in the Company Law or the Articles of Association.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 54 If Directors and senior management personnel cause losses to the Company for violation of the requirements of laws, administrative regulations or the Articles of Association during the performance of their duties, shareholders who hold more than 1%, individually or jointly, of the Company's shares for more than 180 days continuously, have the right to request the <del>supervisory committee</del> to bring a suit to the People's Court; if <del>the supervisory committee</del> causes losses to the Company for violation of the requirements of laws, administrative regulations or the Articles of Association during the performance of their duties, Shareholders can request the Board in written form to file a suit in the People's Court.</p> <p>If the <del>supervisory committee</del> or the Board causes <del>irreparable losses to the Company's interests as it</del> refuses to file a suit after receiving the written request from shareholders as set out in the preceding paragraph, or fails to file a suit within 30 days since the date of receiving the request, or <del>does not file a suit immediately</del> in case of emergency, the shareholders as mentioned in the preceding paragraph have the right to bring a suit directly to the People's Court in their own name for the interests of the Company.</p> <p>If others infringe on the legitimate rights and interests of the Company and cause losses to it, the shareholders as specified in paragraph 1 of this Article can bring a suit to the People's Court as per the regulations as set out in the two preceding paragraphs.</p>	<p>Article 40 If Directors and senior management personnel, other than a <u>member of the audit committee</u>, cause losses to the Company for violation of the requirements of laws, administrative regulations or the Articles of Association during the performance of their duties, shareholders who hold more than 1%, individually or jointly, of the Company's shares for more than 180 days continuously, have the right to request the <u>audit committee</u> to bring a suit to the People's Court; if a member of the audit committee causes losses to the Company for violation of the requirements of laws, administrative regulations, <u>the securities regulatory rules of the place where the shares of the Company are listed</u> or the Articles of Association during the performance of their duties, Shareholders can request the Board in written form to file a suit in the People's Court.</p> <p>If the <u>audit committee</u> or the Board refuses to file a suit after receiving the written request from shareholders as set out in the preceding paragraph, or fails to file a suit within 30 days since the date of receiving the request, or in case of emergency <u>where failure to file a suit immediately will cause irreparable losses to the Company's interests</u>, the shareholders as mentioned in the preceding paragraph have the right to bring a suit directly to the People's Court in their own name for the interests of the Company.</p> <p>If others infringe on the legitimate rights and interests of the Company and cause losses to it, the shareholders as specified in paragraph 1 of this Article can bring a suit to the People's Court as per the regulations as set out in the two preceding paragraphs.</p> <p><u>If Directors, supervisors or senior management members of a wholly-owned subsidiary of the Company cause losses to the Company for violation of the requirements of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association during the performance of their duties, or if others infringe on the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses to it, shareholders who have held, individually or in aggregate, more than 1% of the shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing that the audit committee or the Board of Directors of the wholly-owned subsidiary bring a lawsuit to the People's Court, or bring a lawsuit directly to the People's Court in their own name.</u></p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 55 If Directors and senior management personnel cause damage to the shareholders' interests for violation of the requirements of laws, administrative regulations or the Articles of Association, shareholders can bring a suit to the People's Court.	Article 41 If Directors and senior management personnel cause damage to the shareholders' interests for violation of the requirements of laws, administrative regulations, <u>the securities regulatory rules of the place where the shares of the Company are listed</u> or the Articles of Association, shareholders can bring a suit to the People's Court.
<p>Article 56 Shareholders of the Company shall have the following obligations:</p> <p>(I) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(II) to pay for the shares based on the shares subscribed for and the manners in which they became shareholder;</p> <p>(III) not to withdraw their paid share capital except in the circumstances allowed by laws and regulations;</p> <p>(IV) not to abuse shareholder's rights and harm the <del>legal</del> interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the <del>legal</del>-interests of creditors of the Company;</p> <p><del>Where the shareholder's abuse of its power causes damage to other shareholders, he shall be liable to compensation in accordance with the law;</del></p> <p><del>Where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, it shall bear joint liability for the debts of the Company;</del></p> <p>(V) other obligations imposed by laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p><del>Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the shares on subscription.</del></p>	<p>Article 42 Shareholders of the Company shall have the following obligations:</p> <p>(I) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(II) to pay for the shares based on the shares subscribed for and the manners in which they became shareholder;</p> <p>(III) not to withdraw their paid share capital except in the circumstances allowed by laws and regulations;</p> <p>(IV) not to abuse shareholder's rights and harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the interests of creditors of the Company;</p> <p>(V) other obligations imposed by laws, administrative regulations, <u>the securities regulatory rules of the place where the shares of the Company are listed</u> and the Articles of Association.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
-	Article 43 Where the shareholder's abuse of its power causes damage to the Company or other shareholders, he shall be liable to compensation in accordance with the law. Where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, it shall bear joint liability for the debts of the Company.
-	<b>Section 2 Controlling Shareholders and De Facto Controllers</b>
-	Article 44 Controlling shareholders and de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the provisions of the CSRC, and the rules of the stock exchanges, and shall safeguard the interests of the listed company.
Article 57 The shareholders holding more than 5% of the Company's voting rights shall, in the event of a pledge of the shares held by them, report to the Company in writing from the date of occurrence of such fact.	-
<p>Article 58 Neither the controlling shareholder nor the de facto controller of the Company may prejudice the interests of the Company by taking advantage of his (related party) connected relationship. Anyone who causes any loss to the Company as a result of violating the provisions shall be liable for the compensation.</p> <p>The controlling shareholder and the de facto controller of the Company owe a fiduciary duty to the Company and its other shareholders. The controlling shareholder shall strictly exercise the rights as a subscriber, and shall not impair the legitimate rights and interests of the Company and its other shareholders in the ways of profit distribution, asset reorganization, external investments, capital use and loans and guarantees and (related party) connected transactions and shall not impair the interests of the Company and its other shareholders by using its controlling status in the Company.</p>	<p>Article 45 The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:</p> <p>(I) to exercise shareholder rights lawfully, and shall not abuse controlling rights or take advantage of related party relationships to harm the legitimate rights and interests of the Company or other shareholders;</p> <p>(II) to strictly fulfil all public statements and commitments made, and shall not arbitrarily modify or seek exemption therefrom;</p> <p>(III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, actively cooperate with the Company in information disclosure, and promptly notify the Company of any material events that have occurred or are expected to occur;</p> <p>(IV) not to misappropriate the Company's funds in any form;</p> <p>(V) not to compel, instruct, or demand the Company or its relevant personnel to provide illegal or non-compliant guarantees;</p> <p>(VI) not to exploit undisclosed material information of the Company for personal gain, disclose any undisclosed material information relating to the Company in any manner, or engage in illegal activities such as insider trading, short-swing trading, or market manipulation;</p>

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	<p>(VII) not to impair the legitimate rights and interests of the Company and other shareholders <u>through non-arm's length related party transactions, profit distribution, asset reorganization, external investments, capital use and loans and guarantees and related party (connected) transactions or any other means;</u></p> <p>(VIII) <u>to ensure the Company's asset integrity, personnel independence, financial independence, organizational independence, and business independence, and shall not in any way compromise the Company's independence;</u></p> <p>(IX) <u>to comply with other requirements under laws, administrative regulations, CSRC rules, the business rules of the stock exchanges, and the Articles of Association.</u></p> <p><u>Where a controlling shareholder or de facto controller does not serve as a director of the Company but de facto manages the Company's affairs, the provisions of the Articles of Association regarding directors' fiduciary duties of loyalty and diligence shall apply.</u></p> <p><u>If a controlling shareholder or de facto controller of the Company instructs a director or a senior management member to act in a manner detrimental to the Company or shareholders' interests, such shareholder/controller shall bear joint and several liability with such director or senior management member.</u></p>
-	<p>Article 46 <u>Where a controlling shareholder or de facto controller pledges the shares of the Company that he/she holds or actually controls, he/she shall maintain the stability of the Company's control and production operations.</u></p>
-	<p>Article 47 <u>Where a controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in the laws, administrative regulations, the regulations of the CSRC and the stock exchanges, as well as his/her undertakings in respect of the restriction on the transfer of shares.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 59 In addition to obligations imposed by the laws, administrative regulations or required by the regulatory rules of the place where the shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests the shareholders generally or partially:</p> <p>(I) to relieve a Director or Supervisor of his/her duty to act honestly in the best interests of the Company;</p> <p>(II) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's property, including (without limitation) opportunities beneficial to the Company;</p> <p>(III) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person) of the individual rights or interests of other shareholders, including (without limitation) rights to distributions and voting rights save for the Company's restructuring submitted to shareholders for approval and adopted by the general meeting in accordance with the Articles of Association.</p>	-
<p>Article 60 The term "controlling shareholder" referred to in the Articles of Association means a person who satisfies any one of the following conditions:</p> <p>(I) a person who, acting alone or in concert with others, has the power to elect a majority of the directors;</p> <p>(II) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company;</p> <p>(III) a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company;</p> <p>(IV) a person who, acting alone or in concert with others, has de facto control over the Company in any other way.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<b>Section 2 General Requirement of General Meetings</b>	<b>Section 3 General Requirement of <u>Shareholders'</u> Meetings</b>
<p>Article 61 The <del>general</del> meeting is the organ of the authority of the Company, which exercises its functions and powers in accordance with laws:</p> <p>(I) <del>to decide on operational policies and investment plans of the Company;</del></p> <p>(II) to elect and replace the directors <del>who are not employee representatives and supervisors who are shareholder representatives,</del> and to decide on matters relevant to the remuneration of directors <del>and supervisors;</del></p> <p>(III) to consider and approve reports of the Board;</p> <p>(IV) <del>to consider and approve reports of the supervisory committee;</del></p> <p>(V) <del>to consider and approve annual financial budget plans and final accounting plans of the Company;</del></p> <p>(VI) to consider and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(VII) to determine the increase or decrease of the registered capital of the Company;</p> <p>(VIII) to determine the issuance of corporate bonds <del>or other securities by the Company and listing plan;</del></p> <p>(IX) to determine matters such as the merger, division, dissolution, liquidation or change;</p> <p>(X) to amend the Articles of Association <del>the rules of procedure for the general meeting, the Board of Directors and the supervisory committee;</del></p> <p>(XI) to determine the appointment <del>of;</del> removal of <del>and non-reappointment of an auditor by the Company;</del></p> <p>(XII) to consider and approve the provision of guarantees to third parties that shall be approved at a <del>general</del> meeting required by the Articles of Association;</p> <p>(XIII) to consider matters relating to the purchases and disposals of material assets, which are more than 30% of the latest audited total assets of the Company, within one year;</p>	<p>Article 48 The shareholders' meeting of the Company shall comprise all shareholders. <u>The shareholders' meeting</u> is the organ of the authority of the Company, which exercises its functions and powers in accordance with laws:</p> <p>(I) to elect and replace the directors, and to decide on matters relevant to the remuneration of directors;</p> <p>(II) to consider and approve reports of the Board;</p> <p>(III) to consider and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(IV) to determine the increase or decrease of the registered capital of the Company;</p> <p>(V) to determine the issuance of corporate bonds by the Company;</p> <p>(VI) to determine matters such as the merger, division, dissolution, liquidation or change <u>of corporate form of the Company;</u></p> <p>(VII) to amend the Articles of Association;</p> <p>(VIII) to determine the appointment <u>and removal of the Company's accounting firm engaged in the audit work of the Company;</u></p> <p>(IX) to consider and approve the provision of guarantees to third parties that shall be approved at a <u>shareholders'</u> meeting required by the Articles of Association;</p> <p>(X) to consider matters relating to the purchases and disposals of material assets, which are more than 30% of the latest audited total assets of the Company, within one year;</p> <p>(XI) to consider and approve the change in use of proceeds;</p> <p>(XII) to consider <u>and approve</u> the share incentive plans and employee stock ownership plans;</p> <p>(XIII) to review other matters which, in accordance with laws, administrative regulations, departmental rules, <u>the securities</u> regulatory rules of the places where the shares of the Company are listed, or the provisions of the Articles of Association, shall be approved at a <u>shareholders'</u> meeting.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(XIV) <del>to consider and approve the material transaction and connected and related transactions that shall be considered and approved at a general meeting required by laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association;</del></p> <p>(XV) to consider and approve the change in use of proceeds;</p> <p>(XVI) to consider the <del>formulation, amendment and implementation</del> of share incentive plans and employee stock ownership plans;</p> <p>(XVII) <del>to consider and approve the proposal raised by shareholders who, individually or in the aggregate, hold 3% or more of the total number of voting shares of the Company;</del></p> <p>(XVIII) to review other matters which, in accordance with laws, administrative regulations, departmental rules, the regulatory rules of the places where the shares of the Company are listed, or the provisions of the Articles of Association, shall be approved at a <del>general</del> meeting.</p> <p><del>The general meeting can authorize or entrust the Board to handle the matters authorized or entrusted thereby, provided that the laws and regulations, and the mandatory laws and regulations of the place where the shares of the Company are listed are not violated.</del></p>	<p><u>The Board may be authorized by the shareholders' meeting to adopt resolutions on the issuance of corporate bonds.</u></p>
<p>Article 62 <del>Unless prior approval is obtained in a general meeting, the Company shall not enter into any contract with any party other than the Directors, supervisors, managers and other senior management, pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.</del></p>	<p>–</p>
<p>Article 63 The following guarantees to third parties to be provided by the Company shall be considered and approved by the <del>general</del> meeting.</p> <p>(I) A single guarantee for an amount in excess of 10% of the Company's latest audited net assets;</p> <p>(II) Any guarantee provided after the total amount of guarantee to third parties provided by the Company, and its controlling subsidiary exceeds 50% of the Company's latest audited net assets;</p> <p>(III) A guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;</p>	<p>Article 49 The following guarantees to third parties to be provided by the Company shall be considered and approved by the <u>shareholders'</u> meeting.</p> <p>(I) A single guarantee for an amount in excess of 10% of the Company's latest audited net assets;</p> <p>(II) Any guarantee provided after the total amount of guarantee to third parties provided by the Company, and its controlling subsidiary exceeds 50% of the Company's latest audited net assets;</p> <p>(III) A guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(IV) Any guarantee provided after the total amount of guarantee exceeds 30% of the Company's latest audited <del>net</del> assets;</p> <p>(V) Any guarantee provided <del>after the amount of guarantee exceeds 30% of the Company's latest audited net assets based on cumulative calculation for 12 consecutive months;</del></p> <p>(VI) Guarantee to be provided to shareholders, de facto controllers and their <del>(connected)</del> related parties;</p> <p><del>(VII) Other guarantees as prescribed by laws, regulations, normative documents, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</del></p> <p><del>The above guarantees to third parties that shall be approved at a general meeting shall be considered and approved by the Board before submission to the general meeting for approval. Matters of guarantee within the authority of the Board of Directors shall also be subject to the approval of at least 2/3 of the directors present at a meeting of the Board of Directors, in addition to the approval by a majority of all directors. When the guarantee specified in item (V) above is considered at the general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the general meeting.</del></p> <p><del>If the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a holding subsidiary and other shareholders of the holding subsidiary provide an equivalent guarantee in proportion to the interests enjoyed by them, which is not detrimental to the interests of the Company, it may be exempted from the provisions of items (I), (II) and (III) above, except as otherwise provided in the Articles of Association. The Company shall summarize and disclose the aforementioned guarantees in the annual and semi-annual reports. The Board is entitled to consider and approve the guarantees to third parties other than the above guarantees that shall be approved at a general meeting.</del></p> <p><del>If the Company provides guarantee for related <del>(connected)</del> parties, it should have reasonable business logic, disclose it in time after the consideration and approval of Board of Directors, and submit it to the general meeting for consideration. If the Company provides guarantee for the controlling shareholder, the actual controller and their related <del>(connected)</del> parties, they shall provide counter-guarantee.</del></p> <p><del>When considering the resolution of providing guarantee to shareholders, de facto controllers and their related <del>(connected)</del> parties at the general meeting, such shareholders or shareholders controlled by such de facto controller shall not vote on such resolution. Such resolution requires a simple majority of the voting rights of other shareholders attending the general meeting to be passed.</del></p>	<p>(IV) Any guarantee provided after the total amount of guarantee exceeds 30% of the Company's latest audited <u>total</u> assets;</p> <p>(V) Any guarantee provided by the Company to others, the amount of <u>which within one year exceeds 30% of the Company's latest audited total assets;</u></p> <p>(VI) Guarantee to be provided to shareholders, de facto controllers and their related <u>(connected)</u> parties.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 64 The following major transactions (other than external guarantees) shall be submitted to the general meeting for consideration:</p> <p>(I) The total assets involved in the transaction (whichever is higher if both book value and appraised value exist) account for more than 50% of the Company's latest audited total assets;</p> <p>(II) The closing amount of the transaction represents more than 50% of the market value of the Company;</p> <p>(III) The net assets of the subject of the transaction (such as equity) for the latest accounting year account for more than 50% of the market value of the Company;</p> <p>(IV) The operating revenue related to the subject of the transaction (e.g. equity interest) for the latest accounting year accounts for more than 50% of the audited operating revenue of the Company for the latest accounting year and exceeds RMB50 million;</p> <p>(V) The profit generated from the transaction accounts for more than 50% of the audited net profit of the Company for the latest accounting year and exceeds RMB5 million;</p> <p>(VI) The net profit related to the subject of the transaction (e.g. equity interest) for the latest accounting year accounts for more than 50% of the audited net profit of the Company for the latest accounting year and exceeds RMB5 million;</p> <p>The net profit indicators abovementioned may be exempted from application until the Company makes profit.</p> <p>The closing amount specified above refers to the amount of the transaction paid and the debts and expenses assumed, etc. If the transaction arrangement involves the possible payment or receipt of consideration in the future and no specific amount is involved or the amount is determined according to the set conditions, the maximum amount is expected to be the closing amount.</p> <p>The market value specified above is the arithmetic average of the closing market value for the 10 trading days prior to the transaction.</p>	<p>–</p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p><del>If the Company implements the transaction in stages, the above provision shall apply based on the total amount of the transaction. The Company shall promptly disclose the actual occurrence of the transactions in stages.</del></p> <p><del>Transactions in which the Company obtains benefits unilaterally, including receiving gifts of cash assets, obtaining debt relief, accepting guarantees and financing, are exempt from the consideration procedures of the general meeting pursuant to the provisions of this article.</del></p>	
<p>Article 65 <del>General</del> meetings shall be divided into annual <del>general</del> meetings and extraordinary <del>general</del> meetings. Annual <del>general</del> meetings are held once every year and within 6 months from the end of the preceding accounting year.</p>	<p>Article 50 <u>Shareholders'</u> meetings shall be divided into annual <u>shareholders'</u> meetings and extraordinary <u>shareholders'</u> meetings. Annual <u>shareholders'</u> meetings are held once every year and within 6 months from the end of the preceding accounting year.</p>
<p>Article 66 The <del>Board</del> shall convene an extraordinary <del>general</del> meeting within 2 months after the occurrence of any one of the following circumstances:</p> <p>(I) where the number of directors falls short of the minimum number required by the Company Law or is no more than two-thirds of the number required by the Articles of Association;</p> <p>(II) where the unrecovered losses of the Company amount to one-third of its total paid up share capital;</p> <p>(III) where shareholder(s), individually or jointly, holding 10% or more of the Company's <del>issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting (the number of shares held shall be calculated as at the date when the shareholder(s) provide(s) the written request);</del></p> <p>(IV) where the Board considers it necessary;</p> <p>(V) where the <del>supervisory</del> committee proposes to call for such a meeting;</p> <p>(VI) other circumstances stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association.</p>	<p>Article 51 The <u>Company</u> shall convene an extraordinary <u>shareholders'</u> meeting within 2 months after the occurrence of any one of the following circumstances:</p> <p>(I) where the number of directors falls short of the minimum number required by the Company Law or is no more than two-thirds of the number required by the Articles of Association;</p> <p>(II) where the unrecovered losses of the Company amount to one-third of its total paid up share capital;</p> <p>(III) where a request is made by shareholder(s), individually or jointly, holding 10% or more of the Company's shares <u>with voting rights (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules))</u>;</p> <p>(IV) where the Board considers it necessary;</p> <p>(V) where the <u>audit</u> committee proposes to call for such a meeting;</p> <p>(VI) other circumstances stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 67 The venue of a <del>general</del> meetings of the Company shall be the place where the Company is located or the place specified in the notice of the <del>general</del> meeting.</p> <p>The <del>general</del> meeting shall have a venue for convening the meeting, and the <del>venue of the meeting shall be clear and specific</del>. The Company will also provide internet voting to facilitate shareholders' <del>participation in the general meeting</del>. <del>Shareholders who participate in the general meeting through the above-mentioned means shall be deemed to be present.</del></p>	<p>Article 52 The venue of a <u>shareholders'</u> meetings of the Company shall be the place where the Company is located or the place specified in the notice of the <u>shareholders'</u> meeting. The <u>shareholders'</u> meeting shall have a venue for convening the meeting, and <u>be held in the form of an on-site meeting</u>. The Company will also provide internet voting to facilitate shareholders' <u>attendance and voting at the shareholders' meeting</u>.</p>
<p>Article 68 The Company will engage a lawyer to issue and announce a legal opinion on the following issues when convening a <del>general</del> meeting:</p> <p>(I) Whether the convening and holding procedures of the meeting are in compliance with the laws, administrative regulations and the Articles of Association;</p> <p>(II) Whether the qualifications of the persons attending the meeting and the convener are legal and valid;</p> <p>(III) Whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) Legal opinions on other relevant issues at the request of the Company.</p>	<p>Article 53 The Company will engage a lawyer to issue and announce a legal opinion on the following issues when convening a <u>shareholders'</u> meeting:</p> <p>(I) Whether the convening and holding procedures of the meeting are in compliance with the laws, administrative regulations and the Articles of Association;</p> <p>(II) Whether the qualifications of the persons attending the meeting and the convener are legal and valid;</p> <p>(III) Whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) Legal opinions on other relevant issues at the request of the Company.</p>
<b>Section 3 Convening of <del>General</del> Meetings</b>	<b>Section 4 Convening of <u>Shareholders'</u> Meetings</b>
<p>Article 69 A <del>general meeting shall be convened by the Board. If the Board is unable or fails to fulfil the obligation of convening a general meeting, the supervisory committee shall convene the meeting. If the supervisory committee does not convene the meeting, any shareholder(s) individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene the meeting on their own.</del></p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 70 An independent director has the right to propose the Board to convene an extraordinary <del>general</del> meeting. <del>Where independent directors propose to the Board for the convening of an extraordinary general meeting, it shall be approved by the majority of all independent directors.</del> In respect to the proposal by the independent director for convening an extraordinary <del>general</del> meeting, the Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary <del>general</del> meeting within 10 days upon receipt of such proposal.</p> <p>In the event that the Board agrees to convene an extraordinary <del>general</del> meeting, a notice for convening such meeting shall be given within 5 days after the Board resolution is passed. In the event that the Board disagrees to convene an extraordinary <del>general</del> meeting, an explanation shall be given and an announcement shall be made.</p> <p>If the securities regulatory authorities in the place where the shares of the Company are listed have special provisions, such provisions shall apply.</p>	<p>Article 54 <u>The Board shall convene shareholders' meetings within the prescribed time limit.</u></p> <p><u>Upon approval by the majority of all independent directors, an independent director has the right to propose the Board to convene an extraordinary <u>shareholders'</u> meeting.</u> In respect to the proposal by the independent director for convening an extraordinary <u>shareholders'</u> meeting, the Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary <u>shareholders'</u> meeting within 10 days upon receipt of such proposal.</p> <p>In the event that the Board agrees to convene an extraordinary <u>shareholders'</u> meeting, a notice for convening such meeting shall be given within 5 days after the Board resolution is passed. In the event that the Board disagrees to convene an extraordinary <u>shareholders'</u> meeting, an explanation shall be given and an announcement shall be made.</p> <p>If the securities regulatory authorities in the place where the shares of the Company are listed have special provisions, such provisions shall apply.</p>
<p>Article 71 <del>The supervisory committee has the right to propose in writing the Board to convene an extraordinary general meeting.</del> The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary <del>general</del> meeting within 10 days upon receipt of such proposal.</p> <p>In the event that the Board agrees to convene an extraordinary <del>general</del> meeting, a notice for convening such meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the <del>supervisory</del> committee shall be obtained in case of any changes to the original proposal in the notice.</p> <p>In the event that the Board disagrees to convene an extraordinary <del>general</del> meeting or does not furnish any reply within 10 days after having received such proposal, the Board is deemed to be unable or unwilling to perform the duty of convening a <del>general</del> meeting, in which case the <del>supervisory</del> committee may convene and preside over such meeting by itself.</p>	<p>Article 55 <u>Where the audit committee propose to the Board for the convening of an extraordinary <u>shareholders'</u> meeting, it shall submit it to the Board in writing.</u> The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary <u>shareholders'</u> meeting within 10 days upon receipt of such proposal.</p> <p>In the event that the Board agrees to convene an extraordinary <u>shareholders'</u> meeting, a notice for convening such meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the <u>audit</u> committee shall be obtained in case of any changes to the original proposal in the notice.</p> <p>In the event that the Board disagrees to convene an extraordinary <u>shareholders'</u> meeting or does not furnish any reply within 10 days after having received such proposal, the Board is deemed to be unable or unwilling to perform the duty of convening a <u>shareholders'</u> meeting, in which case the <u>audit</u> committee may convene and preside over such meeting by itself.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 72 Any shareholder(s) individually or jointly holding <del>more than</del> 10% of the <del>shares of the Company</del> is/are entitled to request in writing the Board to convene an extraordinary <del>general</del> meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply to such shareholder(s) stating its agreement or disagreement to the convening of the extraordinary <del>general</del> meeting within 10 days after having received such requisition.</p> <p>In the event that the Board agrees to convene an extraordinary <del>general</del> meeting, a notice for convening such meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original requisition in the notice.</p> <p>In the event that the Board disagrees to convene an extraordinary <del>general</del> meeting or does not furnish any reply within 10 days after having received such requisition, shareholder(s) individually or jointly holding <del>more than</del> 10% of the <del>shares of the Company</del> may propose in writing the <del>supervisory</del> committee to convene the extraordinary <del>general</del> meeting.</p> <p>In the event that the <del>supervisory</del> committee agrees to convene an extraordinary <del>general</del> meeting, a notice for convening such meeting shall be given within 5 days after having received such requisition and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original proposal in the notice.</p> <p>In the event that the <del>supervisory</del> committee fails to serve any notice of an extraordinary <del>general</del> meeting within the prescribed period, the <del>supervisory</del> committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding <del>more than</del> 10% of the <del>shares of the Company</del> for more than 90 consecutive days may convene and preside over such a meeting by himself/themselves.</p>	<p>Article 56 Any shareholder(s) individually or jointly holding 10% <u>or more</u> of the <u>Company's shares with voting rights (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules))</u> is/are entitled to request in writing the Board to convene an extraordinary <u>shareholders'</u> meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply to such shareholder(s) stating its agreement or disagreement to the convening of the extraordinary <u>shareholders'</u> meeting within 10 days after having received such requisition.</p> <p>In the event that the Board agrees to convene an extraordinary <u>shareholders'</u> meeting, a notice for convening such meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original requisition in the notice.</p> <p>In the event that the Board disagrees to convene an extraordinary <u>shareholders'</u> meeting or does not furnish any reply within 10 days after having received such requisition, shareholder(s) individually or jointly holding 10% <u>or more</u> of the <u>Company's shares with voting rights (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules))</u> may propose in writing the <u>audit</u> committee to convene the extraordinary <u>shareholders'</u> meeting.</p> <p>In the event that the <u>audit</u> committee agrees to convene an extraordinary <u>shareholders'</u> meeting, a notice for convening such meeting shall be given within 5 days after having received such requisition and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original proposal in the notice.</p> <p>In the event that the <u>audit</u> committee fails to serve any notice of an extraordinary <u>shareholders'</u> meeting within the prescribed period, the <u>audit</u> committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding 10% <u>or more</u> of the <u>Company's shares with voting rights (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules))</u> for more than 90 consecutive days may convene and preside over such a meeting by himself/themselves.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 73 Where the <del>supervisory</del> committee or shareholders decide to convene a <del>general</del> meeting on its/their own, it/they shall send a written notice to the Board and also file with <del>CSRC's local offices and stock exchanges</del> for the record <del>in the place where the Company operates</del>.</p> <p>Prior to the announcement of the resolution(s) of a <del>general</del> meeting, the shareholdings of the shareholders convening the <del>general</del> meeting shall not be less than 10%.</p>	<p>Article 57 Where the audit committee or shareholders decide to convene a <u>shareholders'</u> meeting on its/their own, it/they shall send a written notice to the Board and also file with <u>the Shanghai Stock Exchange</u> for the record.</p> <p><u>The audit committee or the shareholders convening the shareholders' meeting shall submit relevant supporting materials to the Shanghai Stock Exchange when issuing the notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting.</u></p> <p>Prior to the announcement of the resolution(s) of a <u>shareholders'</u> meeting, the shareholdings <u>(including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules))</u> of the shareholders convening the <u>shareholders'</u> meeting shall not be less than 10%.</p>
<p>Article 74 Where a <del>general</del> meeting is convened by the <del>supervisory</del> committee or shareholders on its/their own, the Board and the secretary to the Board shall work in a cooperative manner. The Board shall provide the register of shareholders prepared on the date of record date.</p>	<p>Article 58 Where a <u>shareholders'</u> meeting is convened by the <u>audit</u> committee or shareholders on its/their own, the Board and the secretary to the Board shall work in a cooperative manner. The Board shall provide the register of shareholders prepared on the date of record date.</p>
<p>Article 75 Where a <del>general</del> meeting is convened by the <del>supervisory</del> committee or shareholders on its/their own, the expenses necessary for the <del>general</del> meeting shall be borne by the Company <del>and shall be deducted from the monies payable by the Company to the defaulting directors</del>.</p>	<p>Article 59 Where a <u>shareholders'</u> meeting is convened by the <u>audit</u> committee or shareholders on its/their own, the expenses necessary for the <u>shareholders'</u> meeting shall be borne by the Company.</p>
<p><b>Section 4 Proposals and Notices of General Meetings</b></p>	<p><b>Section 5 Proposals and Notices of <u>Shareholders'</u> Meetings</b></p>
<p>Article 76 The contents of a proposal shall be within the functions and powers of the <del>general</del> meeting, shall have definite issues for discussion and specific resolutions, and shall comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.</p>	<p>Article 60 The contents of a proposal shall be within the functions and powers of the <u>shareholders'</u> meeting, shall have definite issues for discussion and specific resolutions, and shall comply with the relevant provisions of the laws, administrative regulations, <u>the securities regulatory rules of the place where the shares of the Company are listed</u> and the Articles of Association.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 77 Where the Company convenes a <del>general</del> meeting, the Board, the <del>supervisory</del> committee and shareholders individually or jointly holding more than 3% of the shares of the Company shall have the right to put forward proposals to the Company.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the shares of the Company may submit written provisional proposals to the convener 10 days before the <del>general</del> meeting. The convener shall serve a supplemental notice of the <del>general</del> meeting within 2 days after receipt of the provisional proposals and <del>notify</del> the contents of the said provisional proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the <del>general</del> meeting or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of the <del>general</del> meeting or not complying with the Articles of Association shall not be voted on or resolved at the <del>general</del> meeting.</p>	<p>Article 61 Where the Company convenes a shareholders' meeting, the Board, the <u>audit</u> committee and shareholders individually or jointly holding more than <u>1%</u> of the shares (<u>including preferred shares with restored voting rights, etc.</u>) of the Company shall have the right to put forward proposals to the Company.</p> <p>Shareholder(s) individually or jointly holding more than <u>1%</u> of the shares (<u>including preferred shares with restored voting rights, etc.</u>) of the Company may submit written provisional proposals to the convener 10 days before the <u>shareholders' meeting</u>. The convener shall serve a supplemental notice of the <u>shareholders' meeting</u> within 2 days after receipt of the provisional proposals, <u>announce</u> the contents of the said provisional proposals and <u>submit the provisional proposals to the shareholders' meeting for consideration, unless the provisional proposals violate laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, or does not fall within the scope of authority of the shareholders' meeting.</u></p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the <u>shareholders' meeting</u> or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of the <u>shareholders' meeting</u> or not complying with the Articles of Association shall not be voted on or resolved at the <u>shareholders' meeting</u>.</p>
<p>Article 78 <del>Where the Company convenes an annual general meeting, a written notice shall be issued at least 20 business days (excluding both the date of notice and the date of meeting) prior to the annual general meeting and at least 15 days or 10 business days (whichever is longer, and excluding both the date of notice and the date of meeting) prior to the extraordinary general meeting. If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</del></p>	<p>Article 62 <u>The convener will notify all shareholders by announcement 20 days before the annual shareholders' meeting, and the extraordinary shareholders' meeting will notify all shareholders by announcement 15 days before the meeting. If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 79 The notice of the <del>general</del> meeting shall <del>be given in writing and</del> contain the following:</p> <p>(I) the date, venue and duration of the meeting;</p> <p>(II) matters and proposals submitted for consideration at the meeting;</p> <p>(III) an obvious statement that all shareholders are entitled to attend the <del>general</del> meeting in person, or appoint in writing proxies to attend and vote on his or her behalf and that such proxies need not be shareholders of the Company;</p> <p>(IV) name and telephone number of permanent contact person;</p> <p>(V) <del>the nature and extent of the material interests of any director, supervisor or senior management members in the transaction to be discussed and the difference in case of the effect of the transaction to be discussed on such director, supervisor or senior management member as shareholders insofar as it differs from the effect on the shareholders of the same class;</del></p> <p>(VI) <del>the date and place for serving the power of attorney authorizing the proxy to vote;</del></p> <p>(VII) <del>the record date for the determination of the entitlements of shareholders to the general meeting;</del></p> <p>(VIII) <del>other contents as stipulated by relevant laws, rules, regulations, regulatory documents, the listing rules of the place where the Company's shares are listed, and provisions of the Articles of Association.</del></p> <p>The notice and supplementary notice of a general meeting shall adequately and completely disclose the specific contents of all proposals. Where the opinions of the independent directors are required on the issues to be discussed, such opinions and reasons thereof shall be disclosed when the notice or supplementary notice of the general meeting is served.</p>	<p>Article 63 The notice of the <u>shareholders'</u> meeting shall contain the following:</p> <p>(I) the date, venue and duration of the meeting;</p> <p>(II) matters and proposals submitted for consideration at the meeting;</p> <p>(III) an obvious statement that all <u>ordinary</u> shareholders (<u>including preferred shareholders with restored voting rights</u>), <u>shareholders holding shares with special voting rights and other shareholders</u> are entitled to attend the <u>shareholders'</u> meeting in person, or appoint in writing proxies to attend and vote on his or her behalf and that such proxies need not be shareholders of the Company;</p> <p>(IV) <u>the record date for the determination of the entitlements of shareholders to the shareholders' meeting;</u></p> <p>(V) name and telephone number of permanent contact person;</p> <p>(VI) <u>the voting times and procedures by network or other means.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>If the general meeting adopts other means of voting, the notice shall also set out the voting time and voting matters of such other means. If the general meeting is held by network or other means, the notice of the general meeting shall clearly set out the voting time and voting procedures. The commencement time of voting by network or other means at a general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and its ending time shall not be earlier than 3:00 p.m. on the day of the conclusion of the on-site general meeting.</p> <p>The interval between the share registration date and the meeting date shall be no more than 7 working days. Once the share registration date is confirmed, it shall not be changed.</p>	
<p>Article 80 If the election of directors or supervisors is proposed to be discussed at a general meeting, the notice of the meeting shall adequately specify the detailed information on the director or supervisor candidates, which shall at least include:</p> <p>(I) personal particulars, including academic qualifications, working experience and concurrent positions;</p> <p>(II) whether or not such candidate has any <del>connected (related party)</del> relationship with the Company, its controlling shareholders and de facto controller;</p> <p>(III) the number of shares of the Company held by such candidate;</p> <p>(IV) whether they have been punished by the CSRC and other relevant authorities or disciplined by the stock exchange, <del>or have major breach of trust or other adverse records.</del></p> <p>Each candidate for a director or a supervisor shall be proposed via a single proposal. <del>Where two or more independent directors are to be elected at a general meeting, the cumulative voting mechanism shall be adopted.</del></p>	<p>Article 64 If the election of directors is proposed to be discussed at a shareholders' meeting, the notice of the meeting shall adequately specify the detailed information on the director candidates, which shall at least include:</p> <p>(I) personal particulars, including academic qualifications, working experience and concurrent positions;</p> <p>(II) whether or not such candidate has any <u>related party (connected)</u> relationship with the Company, its <u>directors, senior management,</u> controlling shareholders and de facto controller;</p> <p>(III) the number of shares of the Company held by such candidate, <u>including the interests in shares of the Company within the meaning of Part XV of the SFO;</u></p> <p>(IV) whether they have been punished by the CSRC and other relevant authorities or disciplined by the stock exchange;</p> <p>(V) <u>other contents required by relevant laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed.</u></p> <p><u>In addition to the cumulative voting system to elect directors, each candidate for a director shall be proposed via a single proposal.</u></p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 81 Unless otherwise stipulated by the laws, regulations and the Articles of Association, the notice of a general meeting shall be delivered by hand or prepaid mail to all shareholders (whether they are entitled to vote at the general meeting or not). The address of the recipient shall be the address registered in the register of members. For holders of domestic shares, the notice of a general meeting may also be in the form of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the website designated by the securities regulatory authorities under the State Council. All holders of domestic shares shall be deemed as having received the notice of the general meeting once the announcement is published.</p> <p>The notice of the general meeting sent to holders of H Shares may be published on the designated website of the Hong Kong Stock Exchange and the website of the Company. All holders of overseas listed shares shall be deemed as having received the notice of the general meeting once the announcement is published.</p>	<p>–</p>
<p>Article 82 The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting or the resolutions adopted thereat.</p>	<p>–</p>
<p>Article 83 After issuing a notice of the <del>general</del> meeting, the <del>general</del> meeting shall not be delayed or cancelled without justified reasons, and proposals, as set out in the notice, shall not be called off. Once delay or cancellation occurs, the convener shall make an announcement and explanation at least 2 working days before the original convening date.</p>	<p>Article 65 After issuing a notice of the <u>shareholders'</u> meeting, the <u>shareholders'</u> meeting shall not be delayed or cancelled without justified reasons, and proposals, as set out in the notice, shall not be called off. Once delay or cancellation occurs, the convener shall make an announcement and explanation at least 2 working days before the original convening date.</p>
<p><b>Section 5 Holding of General Meetings</b></p>	<p><b>Section 6 Holding of <u>Shareholders'</u> Meetings</b></p>
<p>Article 84 The Board of the Company or any other conveners shall take necessary measures to guarantee the good order of the <del>general</del> meeting, take measures to deter any act disturbing the <del>general</del> meeting, picking quarrels and provoking troubles or infringing the legal rights and interests of any shareholder, and shall report in a timely manner such act to the relevant department for investigation and punishment.</p>	<p>Article 66 The Board of the Company or any other conveners shall take necessary measures to guarantee the good order of the <u>shareholders'</u> meeting, take measures to deter any act disturbing the <u>shareholders'</u> meeting, picking quarrels and provoking troubles or infringing the legal rights and interests of any shareholder, and shall report in a timely manner such act to the relevant department for investigation and punishment.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 85 <del>When a general meeting is held, all</del> shareholders whose names appear on the register of members on the record date or their proxies are entitled to attend the <del>general</del> meeting, have the right to speak at the <del>general</del> meeting, and exercise their voting rights in accordance with the relevant laws, regulations, <del>the rules governing the listing of securities in the place where the Company's securities are listed and the Articles of Association, unless individual shareholders are required by relevant laws, regulations or the rules governing the listing of securities in the place where the Company's securities are listed to abstain from voting on certain matters.</del></p>	<p>Article 67 All ordinary shareholders whose names appear on the register of members on the record date <u>(including preferred shareholders with restored voting rights)</u>, shareholders holding shares with special voting rights and other shareholders or their proxies are entitled to attend the <u>shareholders' meeting</u>, have the right to speak at the <u>shareholders' meeting</u>, and exercise their voting rights in accordance with the relevant laws, regulations, <u>the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, unless individual shareholders are required by the securities regulatory rules of the place where the shares of the Company are listed to abstain from voting on certain matters.</u></p> <p><u>Shareholders can attend the shareholders' meeting in person, or they can appoint proxies (who need not be shareholders of the Company) to attend, speak and vote on their behalf.</u></p>
<p>Article 86 Any shareholder who is entitled to attend the general meeting and vote thereat may attend the general meeting in person or appoint one or more proxies (who may not be a shareholder) to attend and vote on its behalf. A shareholder shall authorize his or her proxy in writing, and a power of attorney shall be signed by the proxy or the agent authorized in writing by the proxy. Where the proxy is a corporate, the chop of the corporate should be affixed, or the director or the agent officially entrusted shall sign such power of attorney.</p> <p>A proxy is entitled to exercise the following rights pursuant to the appointment made by the appointing shareholder:</p> <p>(I) the same right as the shareholder to speak at the general meeting;</p> <p>(II) authority to demand or join in demanding a poll;</p> <p>(III) the right to vote by show of hands or on a poll; however, a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p>	<p>–</p>
<p>Article 87 A shareholder attending the <del>general</del> meeting in person shall present his or her identity card or other valid certificate or proof showing his or her identity. The proxy appointed by the shareholder shall present his or her identity card and power of attorney issued by the shareholder.</p>	<p>Article 68 A shareholder attending the <u>shareholders' meeting</u> in person shall present his or her identity card or other valid certificate or proof showing his or her identity. The proxy appointed by the shareholder shall present his or her identity card and power of attorney issued by the shareholder.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>A corporate shareholder shall entrust the legal representative (person in charge) or its agent to attend the <del>general</del> meeting. The legal representative (person in charge) attending the <del>general</del> meeting shall present his or her identity card and valid proof showing the status of the legal representative; the agent attending the <del>general</del> meeting shall present his or her identity card and a power of attorney in writing issued by the legal representative (person in charge) of the corporate shareholder in accordance with the law.</p>	<p>A corporate shareholder shall entrust the legal representative (person in charge) or its agent to attend the <u>shareholders' meeting</u> and <u>such corporate shareholder shall be deemed to be present in person at any meeting if it has appointed a representative to attend such meeting.</u> The legal representative (person in charge) attending the <u>shareholders' meeting</u> shall present his or her identity card and valid proof showing the status of the legal representative; the agent attending the <u>shareholders' meeting</u> shall present his or her identity card and a power of attorney in writing issued by the legal representative (person in charge) of the corporate shareholder in accordance with the law.</p> <p><u>Hong Kong Securities Clearing Company Limited shall have the right to appoint proxies or legal representatives to attend the shareholders' meeting and meeting of creditors of the Company, and these proxies or legal representatives shall enjoy the same statutory rights as those enjoyed by other shareholders, including the right to speak and vote.</u></p>
<p>Article 88 The power of attorney issued by the shareholder authorizing his or her proxy to attend the <del>general</del> meeting should contain the following:</p> <p>(I) the name of <del>and number of shares represented by the proxy;</del></p> <p>(II) <del>whether or not the proxy has any voting right;</del></p> <p>(III) instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the <del>general</del> meeting;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) signature (or seal) of the appointer. If the appointer is a corporate shareholder, the chop of the corporate shall be affixed.</p>	<p>Article 69 The power of attorney issued by the shareholder authorizing his or her proxy to attend the <u>shareholders' meeting</u> should contain the following:</p> <p>(I) the name of <u>the appointer and the class and quantity of the Company's shares held by such person;</u></p> <p>(II) <u>the name of the proxy;</u></p> <p>(III) <u>the specific instructions of the shareholders, including instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' meeting, etc.;</u></p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) signature (or seal) of the appointer. If the appointer is a corporate shareholder, the chop of the corporate shall be affixed.</p>
<p>Article 89 Any blank instrument of proxy sent to a shareholder by the Board for use by him/her for appointing a proxy shall be in such form to enable the shareholder to freely instruct the proxy to vote in favor or against the related resolution(s) or to abstain from voting on such resolution(s), and to instruct separately in respect of each resolution dealing with business to be transacted at the meeting. Such form shall contain a statement that in default of such instructions, the proxy may vote as he thinks fit.</p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 90 <del>The instrument appointing a proxy shall be deposited at the Company's domicile or such other place as specified in the notice of the meeting at least 24 hours before the time appointed for holding the meeting at which the instrument proposes to vote, or 24 hours before the time appointed for taking of the poll. Where such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, that power of attorney or other authority is required to be notarized. A notarized copy of that power of attorney or other authority together with the instrument appointing a proxy is required to be deposited at the Company's domicile or such other place as specified in the notice of the meeting.</del></p> <p><del>If the appointer is a corporation shareholder, the legal representative (person in charge) or such person who is authorized by the resolution of its board or other governing body to act as its representative may attend the general meeting of the Company.</del></p> <p><del>Where such shareholder is a recognized clearing house determined by relevant regulations formulated from time to time in Hong Kong (or its nominee), such shareholder shall be entitled to appoint one or more persons as it deems fit to act on its behalf at any general meeting or any other class meetings, provided in the event of more than one person are authorized, the power of attorney shall specify the number and class of shares represented by each person so authorized and shall be executed by the recognized clearing house. Such persons so authorized shall be entitled to exercise the rights on behalf of the recognized clearing house (or its nominee) (without presenting evidence of their shareholding, notarized authorization and/or further proof showing their due authorization) as if they were individual shareholders of the Company.</del></p>	<p>Article 70 Where an instrument appointing a voting proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, that power of attorney or other authority is required to be notarized. A notarized copy of that power of attorney or other authority together with the instrument appointing a proxy is required to be deposited at the Company's domicile or such other place as specified in the notice of the meeting.</p>
<p>Article 91 A vote given by a proxy in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the appointer or revocation of the proxy or power of authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer as aforesaid has been received by the Company before the commencement of the meeting at which the proxy is used.</p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 92 The register of attendees of the <del>general</del> meeting shall be prepared by the Company. Such register shall specify information such as the name of the persons (or units) attending the <del>general</del> meeting, identity card number, <del>residential address</del> , number of shares or voting shares held, name of the persons (or units) the proxy represents.	Article 71 The register of attendees of the <u>shareholders'</u> meeting shall be prepared by the Company. Such register shall specify information such as the name of the persons (or units) attending the <u>shareholders'</u> meeting, identity card number, number of shares or voting shares held, name of the persons (or units) the proxy represents.
Article 93 The convener <del>shall</del> verify the qualification of shareholders with the register of members provided by the securities depository and clearing authority, and shall register the name of the shareholders as well as the number of their voting shares. Such registration shall be ceased prior to the announcement by the chairman of the <del>general</del> meeting of the number of shareholders and their proxies present at the meeting and the total number of their respective voting shares.	Article 72 The convener <u>and the lawyer engaged by the Company will jointly</u> verify the qualification of shareholders with the register of members provided by the securities depository and clearing authority, and shall register the name of the shareholders as well as the number of their voting shares. Such registration shall be ceased prior to the announcement by the chairman of the <u>shareholders'</u> meeting of the number of shareholders and their proxies present at the meeting and the total number of their respective voting shares.
Article 94 When a <del>general meeting</del> is held, all directors, supervisors and secretary to the Board of the Company <del>shall attend the meeting, and the general manager and other senior management members shall also be present at the meeting.</del>	Article 73 <u>Where directors and senior management members are required to be present at shareholders' meeting, such directors and senior management members shall be present at the meeting and answer the queries from shareholders.</u>
Article 95 A <del>general</del> meeting shall be <del>convened by the Board and</del> presided over by the chairman of the Board. Where the chairman of the Board is unable or fails to perform his duties, a director shall be jointly elected by more than half of the directors to preside over the meeting. <del>In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, shareholders fail to elect the presider of the meeting, the shareholder (including proxy thereof, other than Hong Kong Securities Clearing Company Limited) holding the most voting shares thereat shall act as the presider of the meeting to preside over the meeting.</del>	Article 74 A <u>shareholders'</u> meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is unable or fails to perform his duties, a director shall be jointly elected by more than half of the directors to preside over the meeting.
A <del>general</del> meeting convened by the <del>supervisory</del> committee on its own shall be presided over by the <del>chairman of the supervisory</del> committee. Where the <del>chairman of the supervisory</del> committee is unable or fails to perform its duties, a <del>supervisor</del> shall be jointly elected by more than half of the <del>supervisors</del> to perform relevant duties.	A <u>shareholders'</u> meeting convened by the <u>audit</u> committee on its own shall be presided over by the <u>convener of the audit</u> committee. Where the convener of the audit committee is unable or fails to perform its duties, a <u>member of the audit committee</u> shall be jointly elected by more than half of the <u>audit committee members</u> to perform relevant duties.
A <del>general</del> meeting convened by shareholders on their own shall be presided over by a representative elected by the convener.	A <u>shareholders'</u> meeting convened by shareholders on their own shall be presided over by <u>the convener or a representative</u> elected by the convener.
When a <del>general</del> meeting is held and the presider violates the rules of procedures of the <del>general</del> meeting which makes it difficult for the <del>general</del> meeting to continue, a person may be elected at the <del>general</del> meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.	When a <u>shareholders'</u> meeting is held and the presider violates the rules of procedures of the <u>shareholders'</u> meeting which makes it difficult for the <u>shareholders'</u> meeting to continue, a person may be elected at the <u>shareholders'</u> meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 96 The Company shall formulate the rules of procedures of the <del>general</del> meeting to specify in details the convening and voting procedures of the <del>general</del> meeting, including notice, registration, deliberation of proposal, votes, vote counting, announcement of voting results, formation of resolutions, minutes and the signatures thereon, as well as the principles of authorization by the <del>general</del> meeting to the Board, the contents of such authorization shall be expressly specified. <del>The rules of procedures of the general meeting shall be formulated by the Board and approved at the general meeting.</del>	Article 75 The Company shall formulate the rules of procedures of the <u>shareholders'</u> meeting to specify in details the convening, <u>holding</u> and voting procedures of the <u>shareholders'</u> meeting, including notice, registration, deliberation of proposal, votes, vote counting, announcement of voting results, formation of resolutions, minutes and the signatures thereon, <u>announcements</u> , as well as the principles of authorization by the <u>shareholders'</u> meeting to the Board, the contents of such authorization shall be expressly specified.
Article 97 At the annual <del>general</del> meeting, the Board <del>and the supervisory committee</del> shall report their respective work of the previous year to the <del>general</del> meeting. Each independent director shall also prepare a work report. <del>The annual work report of independent directors shall be disclosed no later than when the listed company issues notice of its annual general meeting.</del>	Article 76 At the annual <u>shareholders'</u> meeting, the Board shall report its work of the previous year to the <u>shareholders'</u> meeting. Each independent director shall also prepare a work report.
Article 98 Directors, <del>supervisors</del> and senior management members shall provide explanation and clarification to the inquiries and suggestions raised by the shareholders at the <del>general</del> meeting.	Article 77 Directors and senior management members shall provide explanation and clarification to the inquiries and suggestions raised by the shareholders at the <u>shareholders'</u> meeting.
Article 99 The presider of the <del>general</del> meeting shall, before voting, announce the number of shareholders and their proxies attending the meeting as well as the total number of their voting shares carrying the voting shares, and the number of shareholders and their proxies attending the meeting and the total number of their shares shall be subject to the registration of the <del>general</del> meeting.	Article 78 The presider of the <u>shareholders'</u> meeting shall, before voting, announce the number of shareholders and their proxies attending the meeting as well as the total number of their voting shares carrying the voting shares, and the number of shareholders and their proxies attending the meeting and the total number of their shares shall be subject to the registration of the <u>shareholders'</u> meeting.
Article 100 The <del>general</del> meetings shall have meeting minutes, which shall be recorded by the secretary to the Board. The meeting minutes shall record the following:  (I) the date, venue and agenda of the meeting, and the name of the convener;  (II) the names of the presider, and the directors, <del>supervisors</del> , <del>general manager</del> and <del>other</del> senior management members attending or present at the meeting;  (III) the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the shares of the Company;  (IV) the consideration process of each proposal, summaries of the speeches and the voting result;  (V) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;  (VI) the name of vote counters and scrutineer;  (VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.	Article 79 The <u>shareholders'</u> meetings shall have meeting minutes, which shall be recorded by the secretary to the Board.  The meeting minutes shall record the following:  (I) the date, venue and agenda of the meeting, and the name of the convener;  (II) the names of the presider, and the directors and senior management members attending or present at the meeting;  (III) the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the shares of the Company;  (IV) the consideration process of each proposal, summaries of the speeches and the voting result;  (V) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;  (VI) the name of <u>lawyer</u> , vote counters and scrutineer;  (VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 101 The convener shall ensure the meeting minutes are true, accurate and complete. Directors <del>and supervisors</del> attending the meeting, the convener or representative thereof; the presider <del>and the secretary to the Board</del> shall sign the meeting minutes. The meeting minutes and the signed attendance record of the shareholders who attended in person, the proxy forms for the proxies present at the meeting and the valid information relating to voting online and by other means shall be kept together for at least 10 years.	Article 80 The convener shall ensure the meeting minutes are true, accurate and complete. Directors attending <u>or present at the meeting, the secretary to the Board</u> , the convener or representative thereof <u>and</u> the presider shall sign the meeting minutes. The meeting minutes and the signed attendance record of the shareholders who attended in person, the proxy forms for the proxies present at the meeting and the valid information relating to voting online and by other means shall be kept together for at least 10 years.
Article 102 The convener shall ensure that the continuity of the <del>general</del> meeting until the final resolution is formed. Where the <del>general</del> meeting is suspended or no resolution can be made due to force majeure, or any other special reasons, necessary measures shall be taken to resume or directly terminate the <del>general</del> meeting.	Article 81 The convener shall ensure that the continuity of the <u>shareholders' meeting</u> until the final resolution is formed. Where the <u>shareholders' meeting</u> is suspended or no resolution can be made due to force majeure, or any other special reasons, necessary measures shall be taken to resume or directly terminate the <u>shareholders' meeting</u> , and a timely announcement shall be made. At the same time, the convener should report to Shandong Securities Regulatory Bureau of the CSRC and the Shanghai Stock Exchange.
<b>Section 6 Voting and Resolutions of <del>General</del> Meetings</b>	<b>Section 7 Voting and Resolutions of <u>Shareholders' Meetings</u></b>
Article 103 Resolutions of the <del>general</del> meeting shall be divided into ordinary resolutions and special resolutions.  An ordinary resolution of a <del>general</del> meeting shall be passed by more than one half of the voting rights held by the shareholders (including proxies) present at the meeting.  A special resolution of a <del>general</del> meeting shall be passed by two-thirds of the voting rights held by the shareholders (including proxies) present at the meeting.	Article 82 Resolutions of the <u>shareholders' meeting</u> shall be divided into ordinary resolutions and special resolutions.  An ordinary resolution of a <u>shareholders' meeting</u> shall be passed by more than one half of the voting rights ( <u>excluding the voting rights attached to treasury shares</u> ) held by the shareholders (including proxies) present at the meeting.  A special resolution of a <u>shareholders' meeting</u> shall be passed by two-thirds of the voting rights ( <u>excluding the voting rights attached to treasury shares</u> ) held by the shareholders (including proxies) present at the meeting.
Article 104 The following matters shall be approved by ordinary resolution at a <del>general</del> meeting:  (I) work reports of the Board <del>and the supervisory committee</del> ;  (II) profit distribution plan and loss recovery plan formulated by the Board;  (III) removal of members of the Board <del>and the supervisory committee, other than those who are employee representatives</del> their remuneration and method of payment;  (IV) <del>annual financial budgets and statements of final accounts, balance sheet, income statement and other financial statements of the Company</del> ;  (V) <del>annual report of the Company</del> ;  (VI) any matters not otherwise required by the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association to be passed by special resolution.	Article 83 The following matters shall be approved by ordinary resolution at a <u>shareholders' meeting</u> :  (I) work reports of the Board;  (II) profit distribution plan and loss recovery plan formulated by the Board;  (III) removal of members of the Board, their remuneration and method of payment;  (IV) any matters not otherwise required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association to be passed by special resolution.



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 105 The following matters shall be approved by special resolution at a <del>general</del> meeting:</p> <p>(I) to increase or reduce the registered capital of the Company <del>and issue any type of shares, options and other similar types of securities;</del></p> <p>(II) <del>to resolve on the issuance of corporate bonds or other securities and listing plan thereof;</del></p> <p>(III) to resolve on the division, spin-off, merger, dissolution, liquidation <del>or transformation</del> of the Company;</p> <p>(IV) to make amendments to the Articles of Association;</p> <p>(V) to consider purchase or sale of material assets by the Company within one year, or a guarantee amount exceeding 30% of the total assets in the most recent audit period of the Company;</p> <p>(VI) <del>to formulate, revise and implement a share incentive scheme;</del></p> <p>(VII) other matters as stipulated by the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association, and matters deemed by the <del>general</del> meeting by ordinary resolution to have material effect on the Company and necessary for passing by special resolution.</p>	<p>Article 84 The following matters shall be approved by special resolution at a <u>shareholders'</u> meeting:</p> <p>(I) to increase or reduce the registered capital of the Company;</p> <p>(II) to resolve on the division, spin-off, merger, dissolution, liquidation of the Company;</p> <p>(III) to make amendments to the Articles of Association;</p> <p>(IV) to consider purchase or sale of material assets by the Company within one year, or a guarantee amount <u>provided to others</u> exceeding 30% of the total assets in the most recent audit period of the Company;</p> <p>(V) share incentive scheme;</p> <p>(VI) other matters as stipulated by the laws, administrative regulations, <u>the securities</u> regulatory rules of the place where the shares of the Company are listed or the Articles of Association, and matters deemed by the <u>shareholders'</u> meeting by ordinary resolution to have material effect on the Company and necessary for passing by special resolution.</p>
<p>Article 106 A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares held. Each share shall have one vote.</p> <p>No voting rights shall attach to the shares held by the Company, and such shares shall not be counted among the total number of shares with voting rights present at a <del>general</del> meeting.</p> <p>When the <del>general</del> meeting considers important matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner.</p>	<p>Article 85 A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares held. Each share shall have one vote.</p> <p>No voting rights shall attach to the shares held by the Company, and such shares shall not be counted among the total number of shares with voting rights present at a <u>shareholders'</u> meeting.</p> <p>When the <u>shareholders'</u> meeting considers important matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner.</p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>The Board of Directors, independent directors <del>and shareholders who meet the relevant requirements</del> may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicited persons. The solicitation of shareholders' voting rights based on remuneration or disguised remuneration is prohibited. The Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.</p> <p>If the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed stipulate that any shareholder shall waive his/her voting right on a certain resolution or limit any shareholder to cast an affirmative or negative vote on a certain matter, and in case of any violation of such relevant stipulation or limitations, votes casted by such shareholders or proxies thereof shall not be adopted.</p>	<p><u>If a shareholder purchases shares with voting rights of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares will not be included in the total number of voting shares attending the shareholders' meeting.</u></p> <p>The Board of Directors, independent directors, <u>shareholders holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC</u> may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicited persons. The solicitation of shareholders' voting rights based on remuneration or disguised remuneration is prohibited. <u>Except for statutory conditions,</u> the Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.</p> <p>If the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed stipulate that any shareholder shall waive his/her voting right on a certain resolution or limit any shareholder to cast an affirmative or negative vote on a certain matter, and in case of any violation of such relevant stipulation or limitations, votes casted by such shareholders or proxies thereof shall not be adopted.</p>
<p>Article 107 Where matters relating to <del>connected (related party)</del> transactions are deliberated at the <del>general</del> meeting, the <del>connected (related party)</del> shareholders <del>and their associates (as defined under the Hong Kong Listing Rules)</del> shall avoid voting in accordance with the regulatory rules in the place where the Company's shares are listed, and the shares carrying the voting rights they represent shall not be counted in the total number of valid votes. The announcement of resolutions of the <del>general</del> meeting should fully disclose the voting status of the <del>non-connected (related party)</del> persons.</p>	<p>Article 86 Where matters relating to <u>related party (connected)</u> transactions are deliberated at the <u>shareholders' meeting</u>, the <u>related party (connected)</u> shareholders <u>should not participate in voting</u>, and the shares carrying the voting rights they represent shall not be counted in the total number of valid votes. The announcement of resolutions of the <u>shareholders' meeting</u> should fully disclose the voting status of the <u>non-related party (connected)</u> persons.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Before the general meeting considers matters relating to connected (related party) transactions, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations and regulatory documents. Connected (related party) persons or their authorized representatives may attend the general meeting, and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting in a poll.</p> <p>Where the general meeting considers matters relating to connected (related party) transactions, connected (related party) shareholders shall abstain from voting. If connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to abstain from voting. After connected (related party) persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association. The presider of the meeting shall announce the number of shareholders and proxies except connected (related party) persons present at the general meeting and the total number of their voting shares.</p> <p>In order to be valid, the resolutions made at the general meeting on matters relating to connected (related party) transactions shall be passed by more than half of the votes cast by the non-connected (related party) shareholders attending the general meeting. However, in order to be valid, in the event of such connected (related party) transaction involving matters that need to be passed by special resolution as stipulated in the Articles of Association, the resolutions of the general meeting must be passed by more than two-thirds of the voting rights held by the non-connected (related party) persons attending the general meeting.</p> <p>Where connected (related party) persons or their associates participate in voting in violation of the provisions under this article, their voting in respect of matters relating to connected (related party) transactions shall be invalid.</p>	
<p>Article 108 The Company shall, on the condition that the general meeting is legally and validly held, facilitate the attending of the general meeting through various means and methods.</p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
–	Article 87 Except in special circumstances such as a crisis, unless approved at the shareholders' meeting by a special resolution, the Company shall not enter into contract with any person other than a <u>director or senior management member of the Company whereby such person undertakes the management of the whole or any substantial part of the business of the Company.</u>
Article 109 The name list of candidates for directors <del>and supervisors</del> shall be submitted by way of proposal to the <del>general</del> meeting for voting. <del>The Board of Directors shall announce to the shareholders the resumes and basic information of the candidate directors and supervisors.</del>	Article 88 The name list of candidates for directors shall be submitted by way of proposal to the <u>shareholders'</u> meeting for voting.  <u>When a voting is made on election of directors at a shareholders' meeting, the cumulative voting system may be adopted in accordance with the requirements of the Articles of Association or the resolutions of the shareholders' meeting, each share shall have the same number of votes as the number of directors to be elected, and the voting rights owned by the shareholders may be used centrally.</u>  <u>In the election of two or more independent directors at the shareholders' meeting, the cumulative voting system shall apply.</u>
Article 110 A cumulative voting system shall be implemented when the general meeting votes on the election of two or more directors or supervisors who are not employee representatives if shares with voting rights held by the controlling shareholder of the Company are more than 30% of the total number of shares of the Company.  The cumulative voting system referred to in the preceding paragraph means that when the general meeting elects directors or supervisors, each share shall have the same number of votes as the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be used centrally. The implementation rules of the cumulative voting system are as follows:  (I) <del>Non-independent directors and independent directors shall be elected by the cumulative voting system respectively, and the total number of voting rights for the election of non-independent directors shall be limited to the election of non-independent directors and the total number of voting rights for the election of independent directors shall be limited to the election of independent directors;</del>  (II) <del>Shareholders may cast all the votes in their shares (meaning the product of the number of shares with voting rights and the number of directors or supervisors to be elected) centrally for one candidate director or supervisor, or separately for several candidate directors or supervisors;</del>	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(III) <del>The number of votes cast by shareholders for directors or supervisors shall not exceed the maximum number of votes they have for directors or supervisors;</del></p> <p>(IV) <del>In the case of an equal election, a director or supervisor shall be deemed elected if the number of voting shares received by a candidate for director or supervisor exceeds one half of the total number of voting shares represented at the general meeting (based on the number of shares not accumulated);</del></p> <p>(V) <del>In the case of a differential election, if the number of candidates for directors or supervisors who receive more than one half of the total number of voting shares represented at the general meeting exceeds the number of directors or supervisors to be elected, the one who receives more votes shall be elected as a director or supervisor in order of the number of votes received; provided, however, that if two or more candidates who receive fewer votes have an equal number of votes, and the number of elected directors or supervisors will exceed the number of directors or supervisors to be elected if they are successfully elected, such candidates shall be deemed not to have been elected;</del></p> <p>(VI) <del>If the number of elected candidates is less than the number of directors or supervisors to be elected, a second round of election shall be held for the unelected candidates for directors or supervisors, and if the above requirements are still not met after the second round of election, a new election shall be held at the next general meeting of the Company.</del></p>	
<p>Article 111 Except for the cumulative voting system, the <del>general</del> meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the <del>general</del> meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the <del>general</del> meeting.</p>	<p>Article 89 Except for the cumulative voting system, the <u>shareholders'</u> meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the <u>shareholders'</u> meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the <u>shareholders'</u> meeting.</p>
<p>Article 112 No amendment shall be made to a proposal when it is considered at a <del>general</del> meeting, <del>otherwise</del>, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the <del>general</del> meeting.</p>	<p>Article 90 No amendment shall be made to a proposal when it is considered at a <u>shareholders'</u> meeting, <u>and if there is any change</u>, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the <u>shareholders'</u> meeting.</p>
<p>–</p>	<p>Article 91 <u>The same voting rights shall be exercised in one manner only, i.e. on-site, online, or other voting methods. The first vote shall prevail in cases when a given voting rights is exercised repeatedly.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 113 <del>Unless the resolutions on relevant procedures of a general meeting or administrative matters which can be decided by the chairman in the spirit of honesty and credibility and shall be voted on by show of hands, voting for a general meeting shall be made by ballot.</del>	Article 92 <u>Voting for a shareholders' meeting shall be made by ballot.</u>
Article 114 <del>A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting directs, and the meeting may proceed to discuss other matters, while the result of the poll shall still be deemed to be a resolution passed in that meeting.</del>	-
Article 115 Prior to the voting on proposals at a <del>general</del> meeting, two shareholders' representatives shall be elected to perform vote counting and scrutiny. For the related party/connected shareholders having interests in the item to be considered, such shareholders and their proxies shall not participate in vote counting and scrutiny.	Article 93 Prior to the voting on proposals at a <u>shareholders'</u> meeting, two shareholders' representatives shall be elected to perform vote counting and scrutiny. For the related party/connected shareholders having interests in the item to be considered, such shareholders and their proxies shall not participate in vote counting and scrutiny.
Article 116 When proposals are voted on at the <del>general</del> meeting, solicitors, the shareholders' representative <del>and supervisors' representative and other relevant persons appointed according to the Hong Kong Listing Rules</del> shall be jointly responsible for the counting and monitoring of the ballots and shall announce the voting results on the spot, voting results of which shall be recorded in the meeting minutes <del>according to the Hong Kong Listing Rules.</del>	When proposals are voted on at the <u>shareholders'</u> meeting, solicitors, the shareholders' representative shall be jointly responsible for the counting and monitoring of the ballots and shall announce the voting results on the spot, voting results of which shall be recorded in the meeting minutes.  <u>Shareholders of the Company or their proxies who vote online or by other means have the right to check their voting results through the corresponding voting system.</u>
Article 117 <del>A general meeting shall be held by the venue meeting or other means permitted by laws and regulations.</del>  The conclusion time of <del>general</del> meeting on-site shall not be earlier than that of online or other methods. The presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.  Before the voting result is announced, the relevant parties including the company, counting officer, monitoring officer <del>and major</del> shareholders involved at <del>general</del> meeting shall have the confidentiality obligation.	Article 94 The conclusion time of <u>shareholders'</u> meeting on-site shall not be earlier than that of online or other methods. The presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.  Before the voting result is <u>formally</u> announced, the relevant parties including the company, counting officer, monitoring officer, shareholders <u>and internet service provider involved in onsite voting, online voting or voting by other means</u> at <u>the shareholders'</u> meeting shall have the confidentiality obligation.

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 118 A shareholder attending a <del>general</del> meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention. As an exception, the securities registration and clearing institutions, as the notional holder of the shares traded under the Interconnection Mechanism for Mainland and Hong Kong Stock Markets, may make declaration in accordance with the intentions of the actual holders.</p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".</p> <p><del>At the time of voting, any shareholder who has two or more votes (including the proxies of such shareholders) needs not to use all votes for or against any resolution or to abstain from voting on such resolution.</del></p> <p><del>The same voting rights shall be exercised in one manner only, i.e. on-site, online, or other voting methods. The first vote shall prevail in cases when a given voting rights is exercised repeatedly.</del></p>	<p>Article 95 A shareholder attending a shareholders' meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention. As an exception, the securities registration and clearing institutions, as the notional holder of the shares traded under the Interconnection Mechanism for Mainland and Hong Kong Stock Markets, may make declaration in accordance with the intentions of the actual holders.</p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".</p>
<p>Article 119 If the presider has any doubt as to the result of a resolution which has been put to vote at the <del>general</del> meeting, he may have the ballots counted. If the presider has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the result announced by the presider may, immediately after the declaration of the voting result, demand that the ballots be counted and the presider shall have the ballots counted immediately.</p> <p><del>If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes. The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the domicile of the Company.</del></p>	<p>Article 96 If the presider has any doubt as to the result of a resolution which has been put to vote at the <u>shareholders'</u> meeting, he may have the ballots counted. If the presider has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the result announced by the presider may, immediately after the declaration of the voting result, demand that the ballots be counted and the presider shall have the ballots counted immediately.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 120 Resolutions of the <del>general</del> meeting shall be announced in due time <del>according to the relevant laws, regulations, departmental rules, regulatory documents, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.</del> The announcement <del>of resolutions shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the total number of shares required to abstain from voting in the concurring votes and/or voting as requested by the regulatory rules of the place where the shares of the Company are listed to individual proposals (if any), whether the shareholder who is required to abstain from voting has given up the voting right, the voting method, the voting result of each resolution and the details of each of the resolutions passed.</del></p> <p>If the proposal is not approved, or if the current <del>general</del> meeting changes the resolution of the previous <del>general</del> meeting, a special reminder shall be included in the announcement of the resolution of the <del>general</del> meeting.</p>	<p>Article 97 Resolutions of the shareholders' meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares <u>held by the holders of shares who are entitled to attend the meeting and vote on the resolution at the meeting and their proportion to the total number of voting shares</u> of the Company, the total number of shares who are entitled to attend the meeting but are required to abstain from voting in favor of the resolution as set out in Rule 13.40 of the Hong Kong Listing Rules, the total number of shares held by the holders of shares who are required to abstain from voting in favor of the resolution under the Hong Kong Listing Rules, the total number of shares actually voting in favor of the resolution and the total number of shares actually voting against the resolution, the voting method, the voting result of each resolution and the details of each of the resolutions passed, <u>whether the person who expresses his/her intention to vote against the relevant resolution or abstain from voting right actually acts according to it at the shareholders' meeting, and the attendance rate of directors at the shareholders' meeting.</u></p> <p>Article 98 If the proposal is not approved, or if the current shareholders' meeting changes the resolution of the previous <u>shareholders'</u> meeting, a special reminder shall be included in the announcement of the resolution of the <u>shareholders'</u> meeting.</p>
<p>Article 121 Where a proposal on election of directors <del>or supervisors</del> is passed at the <del>general</del> meeting, the term of office of a new director <del>or supervisor</del> shall commence on the date on which resolutions of the <del>general</del> meeting for election such director <del>or supervisor</del> are approved.</p>	<p>Article 99 Where a proposal on election of directors is passed at the <u>shareholders'</u> meeting, the term of office of a new director shall commence on the date on which resolutions of the <u>shareholders'</u> meeting for election <u>of such director</u> is approved.</p>
<p>Article 122 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within seven (7) days upon receipt of the payment for reasonable charges.</p>	<p>–</p>
<p>–</p>	<p>Article 100 When the resolutions regarding cash distribution, bonus issue or conversion of capital reserve into share capital have been <u>passed at the shareholders' meeting, the specific plans shall be implemented by the Company within two months after the conclusion of the shareholders' meeting.</u></p>
<p><b>Section 7 Special Procedures for Voting at Class Meetings</b></p>	<p>–</p>
<p>Article 123 Shareholders who hold different classes of shares shall be shareholders of different classes. Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association. <del>All class shareholders of shall enjoy equal rights to receive dividends or other forms of distributions.</del></p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 124 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Article 127 to 130 stipulated in the Articles of Association.</p>	<p>–</p>
<p>Article 125 The following circumstances shall be deemed to be variation or abrogation of the class rights of a class:</p> <p>(I) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of class having voting or equity rights or privileges equal or superior to those of the shares of such class;</p> <p>(II) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</p> <p>(V) to add, remove or reduce conversion privileges, options, voting rights, transfer, pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;</p> <p>(VII) to create a new class having voting or equity right or privileges equal or superior to those of the shares of such class;</p> <p>(VIII) to restrict the transfer or ownership of the shares of such class or add to such restriction;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;</p> <p>(X) to increase the rights or privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such proposed restructuring;</p> <p>(XII) to vary or abrogate provisions in this section.</p>	<p>–</p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 126 Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matter concerning (II) to (VIII), (XI) and (XII) of the above Article, but interested shareholder shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder” in the preceding paragraph is:</p> <p>(I) in the case of a repurchase of shares by offers to all shareholders pro rata according to the Articles of Association or public dealing on a stock exchange, a “controlling shareholder” within the meaning of the Articles of Association;</p> <p>(II) in the case of a repurchase of shares by an off-market contract according to the Articles of Association, a holder of the shares to which the proposed contract relates;</p> <p>(III) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class.</p>	-
<p>Article 127 Resolutions of a class meeting shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who are entitled to vote at class meetings in accordance with the preceding Article.</p>	-
<p>Article 128 When the Company is to hold a class meeting, it shall inform all the registered shareholders in writing of that class of the matters to be considered at the meeting as well as the date and venue of the meeting as required in Article 78 under the Articles of Association.</p> <p>Unless otherwise provided in the Articles of Association, the announcement of a general meeting shall be served on the shareholders (whether or not entitled to vote at the general meeting), by delivery by hand or prepaid mail to their addresses as shown in the register of members. For the shareholders of domestic shares, announcement of the meeting may be issued by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the website designated by the securities regulatory authorities under the State Council between 20 to 25 working days before the date of the meeting. All holders of domestic shares shall be deemed as having received the notice of the general meeting once the announcement is published.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>The notice of the general meeting sent to holders of overseas listed foreign shares may be published on the designated website of the Hong Kong Stock Exchange and the website of the Company. All holders of overseas listed shares shall be deemed as having received the notice of the general meeting once the announcement is published.</p> <p>In the event that the regulatory rules in the place of listing of the Company's shares provide otherwise, such provisions shall be followed.</p>	
<p>Article 129 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>Except as otherwise provided under the Articles of Association, any class meetings shall be conducted in a manner as similar as possible to that of general meetings. The provisions of the Articles of Association relating to the manner of conducting any general meeting shall apply to any class meeting.</p>	-
<p>Article 130 Other than the shareholders of other classes of shares, shareholders of domestic shares and overseas listed foreign shares shall be deemed as shareholders of different classes. The special procedures for voting at a class of shareholders shall not apply in the following circumstances:</p> <p>(I) where the Company issues domestic shares and overseas-listed foreign invested shares, upon the approval by a special resolution of its general meeting, either separately or concurrently once every 12 months, not exceeding 20% of each of its existing issued;</p> <p>(II) where the Company's plan to issue domestic shares and overseas-listed foreign invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority under the State Council;</p> <p>(III) Shares (including domestic and foreign shares) already issued but not listed of the Company, after approval from the securities regulatory authority under the State Council, are converted to overseas-listed shares.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
CHAPTER 5 THE BOARD	CHAPTER 5 <u>DIRECTORS AND THE BOARD</u>
Section 1 Directors	Section 1 <u>General Requirement of Directors</u>
–	<p>Article 101 Directors of the Company shall be natural persons. The following <u>person may not serve as a director of the Company:</u></p> <p>(I) <u>a person without capacity or with limited capacity for civil conduct;</u></p> <p>(II) <u>a person who has been convicted of an offence of corruption, bribery, embezzlement or misappropriation of property, or the destruction of socialist market economy, or who has been deprived of his political rights due to his crimes, and the expiry of execution of such deprivation is less than five years, or who has been granted a suspended sentence of which the expiry of the probation period of the suspended sentence is less than two years;</u></p> <p>(III) <u>a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;</u></p> <p>(IV) <u>a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law and has been ordered to close down by law and was personally liable therefor, where less than three years have elapsed since the date of the revocation of business license and order to close down of such company or enterprise;</u></p> <p>(V) <u>a person who is liable for a relatively large amount of debts that are overdue and has been listed as dishonest debtor by the People's Court;</u></p> <p>(VI) <u>a person who has been banned from the securities market by the CSRC and the time limit has not expired;</u></p> <p>(VII) <u>a person who has been publicly declared by any stock exchange to be unsuitable for serving as the director and senior management of any listed company and the time limit has not expired;</u></p> <p>(VIII) <u>other contents required by the laws, administrative regulations or departmental rules.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
	<p>If the election or appointment of directors violates this Article, such election, appointment or employment shall be invalid. If any of the circumstances described in this Article occurs during the term of office of a director, the Company shall remove the director from the position and stop the director from performing his/her duty.</p>
<p>Article 131 Directors shall be elected or replaced at the <del>general</del> meeting and serve a term of three years. The term of a Director is renewable by re-election after its expiry.</p> <p>A director's term of service commences from the date he takes office, until the current term of service of the Board ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p>Any person appointed by the Board to fill a temporary vacancy on or as an addition to the Board shall hold office only until the first annual <del>general</del> meeting of the Company after his/her appointment, and shall then be eligible for re-election.</p> <p>Where not otherwise provided by laws, regulations and regulatory rules of the place where the shares of the Company are listed, the Company shall have power by ordinary resolution at the <del>general</del> meeting to remove any director (including a managing or other executive director), but without prejudice to any claim for damages under any contract before the expiration of his/her term of office.</p> <p><del>While observing relevant laws and administrative regulations, Shareholders may remove any director whose term does not expire from his position by passing an ordinary resolution (nevertheless, any claim due under any contract shall not be affected by such removal) in the general meeting.</del></p> <p><del>The general manager or other senior management may concurrently</del> serve as a director, provided that the aggregate number of the directors who concurrently serve as <del>general manager or other</del> senior management shall not exceed one half of all the directors of the Company.</p>	<p>Article 102 Directors shall be elected or replaced at the <u>shareholders'</u> meeting and <u>may be removed by the shareholders' meeting before the expiration of their terms of office.</u> The term of office of the directors is three years and they are eligible for re-election.</p> <p>A director's term of service commences from the date he takes office, until the current term of service of the Board ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules, <u>the securities regulatory rules of the place where the shares of the Company are listed</u> and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p>Any person appointed by the Board to fill a temporary vacancy on or as an addition to the Board shall hold office only until the first annual <u>shareholders'</u> meeting of the Company after his/her appointment, and shall then be eligible for re-election.</p> <p>Where not otherwise provided by laws, regulations and regulatory rules of the place where the shares of the Company are listed, the Company shall have power by ordinary resolution at the <u>shareholders'</u> meeting to remove any director (including a managing or other executive director), but without prejudice to any claim for damages under any contract before the expiration of his/her term of office.</p> <p><u>Senior management may serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management and employee representatives shall not exceed one half of all the directors of the Company.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 132 The directors shall comply with the laws, administrative regulations and the Articles of Association <del>and shall faithfully perform their following obligations to the Company:</del></p> <p>(I) <del>not to abuse their rights to accept bribes or other illegal income and not to misappropriate the properties of the Company;</del></p> <p>(II) <del>not to misappropriate the money of the Company;</del></p> <p>(III) not to deposit any assets or money of the Company in any accounts under their names or in the names of other persons;</p> <p>(IV) <del>not to violate the Articles of Association and lend the money of the Company to others or provide guarantee to others by charging the Company's assets without approval of the general meetings or the Board;</del></p> <p>(V) <del>not to enter into contracts or transactions with the Company in violation of the Articles of Association or without approval of the general meeting;</del></p> <p>(VI) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, <del>or</del> to run his/her own or others' business which is similar to the Company's business <del>without approval of the general meeting;</del></p> <p>(VII) not to accept commissions in relation to transactions between any third party and the Company;</p> <p>(VIII) not to disclose the secrets of the Company without consent;</p> <p>(IX) not to use their connections (association) to harm the interests of the Company;</p> <p>(X) to be bound by other duties of loyalty stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>The Company shall be entitled to the income gained by the directors in violation of this Article; the director shall be liable for compensation if any loss is caused to the Company.</p>	<p>Article 103 The directors shall comply with the laws, administrative regulations, <u>the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, and directors owe fiduciary duties to the Company and shall take measures to avoid conflicts of interest between their personal interests and the interests of the Company, and shall not use their authority to seek improper benefits.</u></p> <p><u>The directors undertake the following fiduciary duties to the Company:</u></p> <p>(I) not to misappropriate the properties <u>and</u> the money of the Company;</p> <p>(II) not to deposit any assets or money of the Company in any accounts under their names or in the names of other persons;</p> <p>(III) <u>not to abuse their rights to accept bribes or other illegal income;</u></p> <p>(IV) <u>without reporting to the Board or in the shareholders' meeting, and without being passed by the Board or shareholders' meeting by way of resolutions in accordance with the provisions of the Articles of Association, not to directly or indirectly enter into contracts or conduct transactions with the Company;</u></p> <p>(V) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, <u>but except when such business opportunities have been reported to the Board or in shareholders' meeting and passed by way of resolutions of the shareholders' meeting, or when the Company shall not take advantage of such business opportunities in accordance with the provisions of laws, administrative regulations or the Articles of Association;</u></p> <p>(VI) <u>without reporting to the Board or in shareholders' meeting and being passed by resolutions of the shareholders' meeting, not to run his/her own or others' business which is similar to the Company's business;</u></p> <p>(VII) not to accept commissions in relation to transactions between any third party and the Company;</p> <p>(VIII) not to disclose the secrets of the Company without consent;</p> <p>(IX) not to use their connections (association) to harm the interests of the Company;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
	<p>(X) to be bound by other duties of loyalty stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>The Company shall be entitled to the income gained by the directors in violation of this Article; the director shall be liable for compensation if any loss is caused to the Company.</p> <p><u>The provisions of item (IV) of paragraph 2 of this Article shall apply to the close relatives of directors and senior management members, enterprises directly or indirectly controlled by directors or senior management members or their close relatives, and related persons otherwise related (connected) with directors or senior management members, who enter contracts or conduct transactions with the Company.</u></p>
<p>Article 133 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform <del>their following obligations to the Company:</del></p> <p>(I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license;</p> <p>(II) to treat all shareholders equally and fairly;</p> <p>(III) to understand the operation and management of the Company in a timely manner;</p> <p>(IV) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;</p> <p>(V) to provide all relevant information and materials required by the <del>supervisory committee</del> and shall not intervene the performance of duties of the <del>supervisory committee or supervisors</del>;</p> <p>(VI) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>Article 104 The directors shall comply with the laws, administrative regulations, <u>the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association</u> and shall diligently perform <u>their duties to the Company, perform duties with reasonable care that managers should ordinarily exercise in the best interests of the Company.</u></p> <p><u>The directors owe the following diligent duties to the Company:</u></p> <p>(I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license;</p> <p>(II) to treat all shareholders equally and fairly;</p> <p>(III) to understand the operation and management of the Company in a timely manner;</p> <p>(IV) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;</p> <p>(V) to provide all relevant information and materials required by the <u>audit committee</u> and shall not intervene the performance of duties of the <u>audit committee</u>;</p> <p>(VI) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, <u>the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 134 A director who fails to attend the meetings of the Board in person for two consecutive times or by proxy shall be deemed as unable to perform his/her duties. The Board shall propose to the <u>general</u> meeting for removal of such director.</p>	<p>Article 105 A director who fails to attend the meetings of the Board in person for two consecutive times or by proxy shall be deemed as unable to perform his/her duties. The Board shall propose to the <u>shareholders'</u> meeting for removal of such director.</p>
<p>Article 135 A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the <u>Board</u>. <del>The Board shall make a relevant disclosure within two days.</del></p> <p>If the member of directors falls below the minimum statutory requirement due to a director's resignation, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors. <del>The Company shall complete a by-election within 60 days after a director tenders his resignation, to ensure that the Board composition is in compliance with laws and regulations as well as the provisions of the Articles of Association.</del></p> <p><del>Save for the circumstances referred to in the preceding Article, the director's resignation takes effect upon delivery of his/her resignation report to the Board.</del></p>	<p>Article 106 A director may resign before expiry of his/her term of service. When a director resigns, <u>he/she</u> shall submit a written resignation notice to the <u>Company</u>, and the resignation shall take effect <u>on the date the Company receives the resignation report</u>. <u>The Company shall make a relevant disclosure as soon as practicable</u>. If the member of directors falls below the minimum statutory requirement due to a director's resignation, <u>or the resignation of independent directors leads to the proportion of independent directors in the Board of the Company or its special committees not complying with laws, regulations or the Articles of Association, or there is a lack of accounting professionals among the independent directors</u>, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors.</p>
<p>Article 136 When a director's resignation takes effect or his/her term of service expires, the director shall complete all transfer procedures with the Board. His/her loyal duties towards the Company and the shareholders do not necessarily cease <del>within a reasonable period</del> after the end of his/her term of service. <del>The duty of confidentiality in respect of trade secrets of the Company shall still be in effect after the end of his/her term of office, until such trade secrets become publicly available information. The period for which other loyal duties may continue is determined according to the principle of fairness as well as the combined factors such as the nature of matter, the importance to the Company, the time of impact on the Company and the relationship with such director, which shall still be effective within the reasonable duration specified by the Articles of Association.</del></p>	<p>Article 107 <u>The Company has established a management system for director resignations, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters.</u> When a director's resignation takes effect or his/her term of service expires, the director shall complete all transfer procedures with the Board. His/her loyal duties towards the Company and the shareholders do not necessarily cease after the end of his/her term of service, which shall still be effective within the reasonable duration specified by the Articles of Association. <u>The responsibility that a director bears during their term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.</u></p>
<p>–</p>	<p>Article 108 A director may be removed by resolution of the <u>shareholders' meeting</u>, with such removal taking effect on the date the resolution is passed.</p> <p><u>Where a director is removed prior to the expiration of their term without proper cause, the director may claim against the Company for compensation.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 137 Unless legally authorized by the Articles of Association or the Board, no director shall act on behalf of the Company or the Board in his/her own name. When a director acts in his/her own name and a third party reasonably considers such director acts on behalf of the Company or the Board, such director shall declare in advance his/her position and capacity.	Article 109 Unless legally authorized by the Articles of Association or the Board, no director shall act on behalf of the Company or the Board in his/her own name. When a director acts in his/her own name and a third party reasonably considers such director acts on behalf of the Company or the Board, such director shall declare in advance his/her position and capacity.
Article 138 A director shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.	<p>Article 110 <u>If a director causes damages to others in performing duties for the Company, the Company shall be liable for compensation; and if such damages are out of the intent or gross negligence of the director, he/she shall also be liable for compensation.</u></p> <p>A director shall be personally liable for any loss suffered by the Company as a result of a violation by him/<u>her</u> of any laws, administrative regulations, departmental rules, <u>the securities regulatory rules of the place where the shares of the Company are listed</u> or the Articles of Association in the course of performing his/her duties.</p>
Article 139 <del>The Company shall appoint independent directors (being the independent non — executive directors under the Hong Kong Listed Rules). Unless otherwise specified herein, the provisions on qualification and obligations for directors set out in the Articles of Association shall apply to independent directors.</del>	–
Article 140 <del>Independent directors shall faithfully execute their duties and protect the Company's interests, especially ensuring that the legal rights and interests of public shareholders will not be infringed and the interests of all shareholders will be adequately represented. The powers and duties and relevant matters relating to independent directors shall be executed in accordance with laws, administrative regulations, department rules and regulatory rules of the place where our shares are listed.</del>	–



Original Article of the Articles of Association	Amended Article of the Articles of Association
Section 2 The Board	Section 2 The Board
<p>Article 141 The Company shall have a Board <del>accountable to the general meeting. The Company convenes ad hoc meetings of independent directors from time to time, all of which shall be attended by independent directors.</del></p> <p>Article 142 The Board shall comprise 9 directors and shall have one Chairman. <del>More than one third of the members of the Board shall be independent directors and at least one of them shall be an accounting professional.</del></p> <p>Those who are nominated as independent director candidates in their capacity as accounting professionals shall possess extensive accounting expertise and experience with appropriate accounting or relevant financial management expertise as required by the Hong Kong Listing Rules, and meet at least one of the following criteria:</p> <p>(I) <del>being qualified to practice as a Certified Public Accountant;</del></p> <p>(II) <del>possessing a senior title, associate professor title or doctoral degree in accounting, auditing or financial management;</del></p> <p>(III) <del>possessing a senior title in economic management with at least 5 years of full-time working experience in professional positions in accounting, auditing or financial management.</del></p> <p>At least one independent director of the Company is ordinarily resident in Hong Kong.</p>	<p>Article 111 The Company shall have a Board, <u>which shall comprise 7 to 11 directors and shall have one Chairman, at least three independent (non-executive) directors representing at least one-third of the members of the Board, and at least one of them shall be an accounting professional.</u></p>
<p>Article 143 The following matters of Company shall be submitted to the Board for deliberation after being approved by a majority of all independent directors:</p> <p>(I) <del>related (connected) transactions that shall be disclosed;</del></p> <p>(II) <del>plans for the Company and related parties to change or waive commitments;</del></p> <p>(III) <del>decisions made and measures taken by the board of directors of the acquired company in relation to the acquisition;</del></p> <p>(IV) <del>other matters as stipulated by laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association.</del></p>	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 144 The Board shall exercise the following functions and powers:</p> <p>(I) to convene <del>general</del> meetings and report to <del>general</del> meetings;</p> <p>(II) to implement resolutions of <del>general</del> meetings;</p> <p>(III) to resolve on the Company's business plans and investment plans;</p> <p>(IV) to prepare the <del>annual financial budgets and final accounting plans</del> of the Company;</p> <p><del>(V) to prepare the profit distribution plan and loss makeup plan of the Company;</del></p> <p>(VI) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing thereof;</p> <p>(VII) to formulate plans for material acquisitions, <del>purchase</del> of shares of the Company, merger, division, dissolution or transformation of the Company;</p> <p>(VIII) to determine, within the authority granted by the <del>general</del> meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, <del>connected (related party)</del> transactions, external financing, etc.;</p> <p><del>(IX) to approve the matters in relation to investment, acquisition or disposal of assets, financing and connected (related party) transactions as required by the listing rules of the stock exchange where the shares of the Company are listed;</del></p> <p>(X) to decide on the establishment of internal management organizations of the Company;</p> <p>(XI) to <del>appoint or dismiss</del> the general manager and secretary to the Board of the Company; to <del>appoint or dismiss</del> senior management officers including <del>president, chief medical officer and the</del> chief finance officer of the Company in accordance with the nominations by general manager, and to determine their remunerations, rewards and penalties;</p>	<p>Article 112 The Board shall exercise the following functions and powers:</p> <p>(I) to convene <u>shareholders'</u> meetings and report to <u>shareholders'</u> meetings;</p> <p>(II) to implement resolutions of <u>shareholders'</u> meetings;</p> <p>(III) to resolve on the Company's business plans and investment plans;</p> <p>(IV) to prepare the <u>profit distribution plan and loss makeup plan</u> of the Company;</p> <p>(V) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing thereof;</p> <p>(VI) to formulate plans for material acquisitions, acquisition of shares of the Company, merger, division, dissolution or transformation of the Company;</p> <p>(VII) to determine, within the authority granted by the <u>shareholders'</u> meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, <u>related party (connected)</u> transactions, external financing, etc.;</p> <p>(VIII) to decide on the establishment of internal management organizations of the Company;</p> <p>(IX) to <u>determine the appointment or dismissal of</u> the general manager and secretary to the Board and other senior management of the Company, and to determine their remunerations, rewards and penalties; to <u>determine the appointment or dismissal of</u> senior management officers including the chief finance officer of the Company in accordance with the nominations by general manager, and to determine their remunerations, rewards and penalties;</p> <p>(X) to set up the basic management system of the Company;</p> <p>(XI) to formulate the proposals for any amendment to the Articles of Association;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(XII) to set up the basic management system of the Company;</p> <p>(XIII) to formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIV) to propose to the <del>general</del> meeting the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(XV) to listen to work reports of the general manager and review his/her work;</p> <p>(XVI) to manage the information disclosure of the Company;</p> <p>(XVII) to exercise other functions and powers as stipulated by laws, administrative regulations, department rules, regulatory rules of the place where the shares of the Company are listed <del>or</del> the Articles of Association.</p> <p>The Board may resolve on the issues specified in the above paragraphs by approval of more than half of the directors save for the issues specified in (VI), (VII) and (XIII), for which approval of more than two-thirds of the directors is required.</p>	<p>(XII) to propose to the <u>shareholders'</u> meeting the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(XIII) to listen to work reports of the general manager and review his/her work;</p> <p>(XIV) to manage the information disclosure of the Company;</p> <p>(XV) to exercise other functions and powers as stipulated by laws, administrative regulations, department rules, <u>the securities</u> regulatory rules of the place where the shares of the Company are listed, the Articles of Association <u>or the shareholders' meeting</u>.</p> <p>The Board may resolve on the issues specified in the above paragraphs by approval of more than half of the directors save for the issues specified in (V), (VI) and (XI), for which approval of more than two-thirds of the directors is required.</p>
<p><del>Article 145 The Board shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within 4 months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting.</del></p> <p><del>Disposals of the fixed assets mentioned herein include transfer of certain asset interests, but do not include guarantee provided by pledge of fixed assets.</del></p> <p><del>The effectiveness of the Company's disposal of the fixed assets shall not be affected by any breach of the foregoing provisions in paragraph 1 of this Article.</del></p>	<p>-</p>
<p>-</p>	<p>Article 113 The Board of the Company shall explain at the shareholders' meeting for the non-standard auditing opinions provided by the certified public accounts with respect to the Company's financial reports.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 146 The Board shall formulate the rules of procedure for meetings of the Board to ensure the implementation by the Board of the resolutions of <del>general</del> meeting, to improve efficiency and to have scientific decision-making. The rules of procedures for the Board shall be formulated by the Board and approved by the <del>general</del> meeting.	Article 114 The Board shall formulate the rules of procedure for meetings of the Board to ensure the implementation by the Board of the resolutions of <u>shareholders'</u> meeting, to improve efficiency and to have scientific decision-making. The rules of procedures for the Board shall be formulated by the Board and approved by the <u>shareholders'</u> meeting.
Article 147 The Board shall formulate stringent examination and approval system to determine the authority with respect to external investment, acquisition and disposal of assets, mortgage of assets, external guarantee, entrusted wealth management <del>and connected</del> ( <del>related party</del> ) transactions of the Company. Specialists or professionals shall be retained to evaluate major investment projects and report to <del>general</del> meeting for approval.	Article 115 The Board shall formulate stringent examination and approval system to determine the authority with respect to external investment, acquisition and disposal of assets, mortgage of assets, external guarantee, entrusted wealth management, <u>related party</u> ( <u>connected</u> ) transactions, <u>and external donations</u> of the Company. Specialists or professionals shall be retained to evaluate major investment projects and report to <u>shareholders'</u> meeting for approval.
<p>Article 148 The Board of Directors shall consider transactions such as purchase or sale of assets, foreign investment (except for the purchase of bank financial products), transfer or assignment of research and development projects, entering into license agreements, leasing in or leasing out assets, entrusting or accepting entrustment for assets management and business, giving or being given assets, debts, debt restructuring, and provision of financial assistance, and matters in relation to the transactions determined by the SSE and not within the scope of approval by the <del>general</del> meeting, where the single or cumulative transaction amount within 12 consecutive months meets one of the following criteria:</p> <p>(I) The total amount of assets involved in the transaction accounts for more than 10% of the Company's latest audited total assets, and where both book value and appraised value of the total amount of assets involved in the transaction exist, the higher of the two values shall be used for calculation;</p> <p>(II) The transaction amount of the transaction represents more than 10% of the market value of the Company;</p> <p>(III) The subject of the transaction (e.g. equity interest) accounts for more than 10% of the Company's market value in terms of net assets in the latest accounting year;</p> <p>(IV) The operating revenue related to the subject of the transaction (e.g. equity interest) in the latest accounting year accounted for more than 10% of the audited operating revenue of the Company in the latest accounting year and exceeded RMB10 million;</p>	<p>Article 116 The Board of Directors shall consider transactions such as purchase or sale of assets, foreign investment (except for the purchase of bank financial products), transfer or assignment of research and development projects, entering into license agreements, leasing in or leasing out assets, entrusting or accepting entrustment for assets management and business, giving or being given assets, debts, debt restructuring, and provision of financial assistance, and matters in relation to the transactions determined by the SSE and not within the scope of approval by the <u>shareholders'</u> meeting, where the single or cumulative transaction amount within 12 consecutive months meets one of the following criteria:</p> <p>(I) The total amount of assets involved in the transaction accounts for more than 10% of the Company's latest audited total assets, and where both book value and appraised value of the total amount of assets involved in the transaction exist, the higher of the two values shall be used for calculation;</p> <p>(II) The transaction amount of the transaction represents more than 10% of the market value of the Company;</p> <p>(III) The subject of the transaction (e.g. equity interest) accounts for more than 10% of the Company's market value in terms of net assets in the latest accounting year;</p> <p>(IV) The operating revenue related to the subject of the transaction (e.g. equity interest) in the latest accounting year accounted for more than 10% of the audited operating revenue of the Company in the latest accounting year and exceeded RMB10 million;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(V) The profit generated from the transaction accounts for more than 10% of the audited net profit of the Company in the latest accounting year and exceeds RMB1 million in absolute amount.</p> <p>(VI) The net profit related to the subject of the transaction (e.g. equity interest) for the latest accounting year accounts for more than 10% of the audited net profit of the Company for the latest accounting year, and <del>the absolute amount</del> exceeds RMB1 million.</p> <p>If the data involved in the calculation of the transaction indicators in (I) to (VI) above is negative, the absolute value shall be taken for calculation. The net profit indicator in the above criteria may be exempted from application until the Company makes profit.</p> <p>(VII) Matters of external guarantees other than those to be considered by the <del>general</del> meeting as stipulated in the Articles of Association.</p> <p>(VIII) Matters of <del>connected (related party)</del> transactions that shall be considered by the Board of Directors in accordance with the <del>Rules Governing the Listing on Science and Technology Innovation Board</del> and the Hong Kong Listing Rules.</p> <p>The purchase or sale of assets mentioned in this article does not include the purchase of raw materials, fuel and power, and the sale of products or commodities, and other transactions related to daily operations.</p>	<p>(V) The profit generated from the transaction accounts for more than 10% of the audited net profit of the Company in the latest accounting year and exceeds RMB1 million in absolute amount;</p> <p>(VI) The net profit related to the subject of the transaction (e.g. equity interest) for the latest accounting year accounts for more than 10% of the audited net profit of the Company for the latest accounting year, and exceeds RMB1 million <u>in absolute amount</u>.</p> <p>If the data involved in the calculation of the transaction indicators in <u>items</u> (I) to (VI) above is negative, the absolute value shall be taken for calculation. The net profit indicator in the above criteria may be exempted from application until the Company makes profit.</p> <p>(VII) Matters of external guarantees other than those to be considered by the <u>shareholders'</u> meeting as stipulated in the Articles of Association.</p> <p>(VIII) Matters of <u>related party (connected)</u> transactions that shall be considered by the Board of Directors in accordance with the <u>STAR Market Listing Rules</u> and the Hong Kong Listing Rules.</p> <p>The purchase or sale of assets mentioned in this <u>Article</u> does not include the purchase of raw materials, fuel and power, and the sale of products or commodities, and other transactions related to daily operations.</p>
Article 149 The Chairman of the Company shall be elected by a majority of all members of the Board.	Article 117 The Chairman of the Company shall be elected by a majority of all members of the Board.
<p>Article 150 The chairman of the board shall exercise the following powers:</p> <p>(I) to preside over <del>general</del> meetings, and convene and preside over meetings of the Board;</p> <p>(II) to supervise and check the implementation of resolutions passed by the Board;</p> <p>(III) to sign the share certificates, corporate bonds and other securities issued by the Company;</p> <p>(IV) to sign the important documents of the Board;</p>	<p>Article 118 The chairman of the board shall exercise the following powers:</p> <p>(I) to preside over <u>shareholders'</u> meetings, and convene and preside over meetings of the Board;</p> <p>(II) to supervise and check the implementation of resolutions passed by the Board;</p> <p>(III) to sign the share certificates, corporate bonds and other securities issued by the Company;</p> <p>(IV) to sign the important documents of the Board;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(V) in the event of emergency situations such as the occurrence of large-scale natural disasters, to take special steps in handling the Company's business according to the laws and the Company's interest; and to report to the Company's Board and <del>general</del> meeting afterwards;</p> <p>(VI) Other powers conferred by the Board or regulatory rules of the place where the shares of the Company are listed.</p> <p>The authorization of the Chairman by the Board shall <del>specify to</del> be made by resolutions passed by the <del>board</del>, which shall include specific authorization matters, content and limits of authority. Issues involving material interests of the Company shall be subject to collective decision by the Board and shall not authorize Chairman or individual director to decide by himself.</p>	<p>(V) in the event of emergency situations such as the occurrence of large-scale natural disasters, to take special steps in handling the Company's business according to the laws and the Company's interest; and to report to the Company's Board and <u>shareholders'</u> meeting afterwards;</p> <p>(VI) Other powers conferred by the Board or regulatory rules of the place where the shares of the Company are listed.</p> <p>The authorization <u>to</u> the Chairman by the Board shall be made by resolutions passed by the <u>Board</u>, which shall include specific authorization matters, content and limits of authority. Issues involving material interests of the Company shall be subject to collective decision by the Board and shall not authorize Chairman or individual director to decide by himself.</p>
Article 151 Where the chairman is unable to or does not perform the duty, a director nominated by more than half of the directors shall perform the duty.	Article 119 Where the chairman is unable to or does not perform the duty, a director nominated by more than half of the directors shall perform the duty.
Article 152 <del>The Board shall discuss matters in the form of Board meetings. Board meetings include regular meetings and extraordinary meetings. Regular Board meetings shall be held at least 4 times a year and shall be convened by the chairman. Notice of a regular Board meeting shall be given to all directors and supervisors at least 14 days in advance.</del>	Article 120 The Board meetings shall be held at least <u>twice</u> a year and shall be convened by the chairman. Notice of <u>the</u> Board meetings shall be given to all directors at least <u>10</u> days in advance.
Article 153 An extraordinary Board meeting may be held by request of shareholders representing more than 10% of the voting rights or by request of more than one-third directors, <del>one half of independent director or supervisors, chairman or general managers</del> . The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.	Article 121 An extraordinary Board meeting may be held by request of shareholders representing more than 10% of the voting rights or by request of more than one-third directors <u>or the audit committee</u> . The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.
Article 154 Notice of meetings of the Board shall be given by personal delivery, express mail, facsimile, electronic mail, telephone or other means of communication or in such other manner as may be provided for in these Articles. The notice of an interim Board meeting shall be served on all directors <del>and supervisors</del> three days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.	Article 122 Notice of meetings of the Board shall be given by personal delivery, express mail, facsimile, electronic mail, telephone or other means of communication or in such other manner as may be provided for in these Articles. The notice of an interim Board meeting shall be served on all directors three days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 155 A notice of Board meeting shall <del>at least</del> contain the following contents:</p> <p>(I) date and place of the meeting;</p> <p>(II) duration of the meeting;</p> <p>(III) cause and topic;</p> <p>(IV) date of notice.</p>	<p>Article 123 A notice of Board meeting shall contain the following contents:</p> <p>(I) date and place of the meeting;</p> <p>(II) duration of the meeting;</p> <p>(III) cause and topic;</p> <p>(IV) date of notice.</p>
<p>Article 156 The Board meeting shall be held upon the attendance of more than half of directors. A resolution of the Board must be passed by more than half of all directors of the Company. <del>When the Board is considering the external guarantee provided by the Company, the resolution cannot be made until it is passed by more than two-thirds of the directors attending in the Board meeting.</del></p> <p>Resolutions of the Board are voted by way of poll with each director having one vote. <del>Where there is an equality of votes cast both for and against a resolution, the chairman of the Board shall have a casting vote.</del></p>	<p>Article 124 The Board meeting shall be held upon the attendance of more than half of directors. A resolution of the Board must be passed by more than half of all directors of the Company.</p> <p>Resolutions of the Board are voted by way of poll with each director having one vote.</p>
<p>Article 157 If any director <del>has connection (association)</del> with the enterprise involved in the resolution made at a board meeting, <del>the said director</del> shall not vote on the said resolution for <del>himself</del> or on behalf of <del>another director</del>. The Board meeting may be held when more than half of the <del>non-connected (related)</del> directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the <del>non-connected (related)</del> directors. If the number of <del>non-connected (related)</del> directors attending the meetings is less than 3, the issue shall be submitted to the <del>general</del> meeting for consideration.</p>	<p>Article 125 If any director is related (connected) with the enterprise <u>or individual involved in the resolution made at a Board meeting, or if a director or any of his close associates (as defined in the Hong Kong Listing Rules) has a material interest in any contract, arrangement or any other proposal resolved at the Board meeting (except for the exceptions stipulated in the Hong Kong Listing Rules), the director shall report to the Board in writing in a timely manner. Related (connected) directors or directors who have material interests shall not vote on the said resolution for themselves or on behalf of other directors, nor shall they be included in the quorum present at the meeting.</u> The Board meeting may be held when more than half of the <u>non-related (connected)</u> directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the <u>non-related (connected)</u> directors. If the number of <u>non-related (connected)</u> directors attending the Board meetings is less than 3, the issue shall be submitted to the <u>shareholders'</u> meeting for consideration.</p> <p><u>In terms of this Article, related (connected) relationship shall have the same meaning ascribed to it under the STAR Market Listing Rules or the Hong Kong Listing Rules. If the listing rules of other stock exchanges where the shares of the Company are listed set out stricter provisions on the abstaining of directors, such stricter provisions shall apply.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 158 Voting at Board meetings shall be conducted by open ballot or by a show of hands.</p> <p>Board meetings may be held by a meeting on-site, by a communications conference or by a combination of both.</p> <p>For the convenience of directors attending a Board meeting, Board meetings convened by a communications conference may be held by means of telephone, video, written resolution or other real-time means of communication. Directors who participated in a Board meeting by the aforementioned means shall be deemed to have attended such meeting.</p> <p><del>If a Board meeting is convened by means of telephone, video or other realtime means of communication, the Company shall ensure that speeches by other directors can be heard clearly by directors present at the meeting participating in the meeting and they can communicate with each other. Board meetings convened by such means shall be audio recorded or videotaped. If directors are unable to sign resolutions at such meetings, a voice vote shall be used and the signing of resolutions shall be performed as soon as possible. The effectiveness of the voice vote by the directors shall have equal effect with signed resolutions provided that the subsequent resolution signed is consistent with the voice vote made at the meeting. If there is any inconsistency between the voice vote and the signed resolution, the voice vote shall prevail.</del></p> <p><del>If a Board meeting is convened by means of circulation of a written resolution, namely by serving the resolutions for review individually or by circulating the resolutions among the directors for review, the directors or other directors appointed by them shall express their opinions for, against or abstain on the resolution or on the ballot paper clearly in writing. Once the number of directors who sign in favor reaches the quorum for a resolution as required by the Articles, the proposal shall take effect. The Company shall provide explanations if a Board meeting is convened by means of circulation of a written resolution and matters to be voted and the related background materials shall be served on all directors at least three days before voting.</del></p>	<p>Article 126 Voting at Board meetings shall be conducted by open ballot or by a show of hands.</p> <p>Board meetings may be held by a meeting on-site, by a communications conference or by a combination of both.</p> <p>For the convenience of directors attending a Board meeting, Board meetings convened by a communications conference may be held by means of telephone, video, written resolution or other real-time means of communication. Directors who participated in a Board meeting by the aforementioned means shall be deemed to have attended such meeting.</p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 159 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another director to attend the meeting on his/her behalf. The power of attorney shall set out the name of the attorney, issues under authorization, scope of authorization and valid period, which will be signed or sealed with the chop by the appointing director. A Director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p>	<p>Article 127 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another director to attend the meeting on his/her behalf. The power of attorney shall set out the name of the attorney, issues under authorization, scope of authorization and valid period, which will be signed or sealed with the chop by the appointing director. A Director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p>
<p>Article 160 The Board shall keep minutes of resolutions passed at the Board meetings. The minutes shall be signed by the directors <del>present</del>, the secretary to the Board and by the recorder at the meeting.</p> <p><del>If a resolution of the Board violates the laws, administrative regulations or the Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability.</del></p> <p>Minutes of the Board meeting shall be kept as the Company's record for a period of no less than 10 years.</p>	<p>Article 128 The Board shall keep minutes of resolutions passed at the Board meetings. The minutes shall be signed by the directors <u>attending</u> the meeting.</p> <p>Minutes of the Board meeting shall be kept as the Company's record for a period of no less than 10 years.</p>
<p>Article 161 The minutes of a Board meeting shall include the following contents:</p> <p>(I) date and place of the meeting and name of the convener;</p> <p>(II) names of the directors attending the meeting and names of the directors (proxies) appointed by others to attend the Board meeting;</p> <p>(III) agenda of the meeting;</p> <p>(IV) main points of directors' speeches;</p> <p>(V) method and results of the voting for each proposal (the voting result should specify the number of votes for and against the proposal or abstention).</p>	<p>Article 129 The minutes of a Board meeting shall include the following contents:</p> <p>(I) date and place of the meeting and name of the convener;</p> <p>(II) names of the directors attending the meeting and names of the directors (proxies) appointed by others to attend the <u>B</u>oard meeting;</p> <p>(III) agenda of the meeting;</p> <p>(IV) main points of directors' speeches;</p> <p>(V) method and results of the voting for each proposal (the voting result should specify the number of votes for and against the proposal or abstention).</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
–	<b><u>Section 3 Independent Directors</u></b>
–	Article 130 The independent directors shall conscientiously perform their duties in accordance with the laws, administrative regulations, the regulations of the CSRC, stock exchanges and the Articles of Association, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the Board, safeguard the interests of the Company as a whole, and protect the legitimate rights and interests of minority shareholders.
–	<p>Article 131 Independent directors shall maintain their independence and the following persons shall not act as an independent director:</p> <p>(I) persons working for the Company or its affiliates and their spouses, parents, children, and major social relations;</p> <p>(II) any natural person shareholder who directly or indirectly holds more than 1% of the issued shares of the Company or is among the top ten shareholders of the Company and their spouses, parents and children;</p> <p>(III) any person who works for a shareholder who directly or indirectly holds more than 5% of the issued shares of the Company or who works for the top five shareholders of the Company and their spouses, parents and children;</p> <p>(IV) any person who works for affiliates of the Company's controlling shareholders (as defined under the Hong Kong Listing Rules) and de facto controller and their spouses, parents and children;</p> <p>(V) any person who has significant business dealings with the Company and its controlling shareholder, de facto controller or their respective affiliates, or holds a position in an entity or controlling shareholder or de facto controller of the entity with which significant business dealings are conducted, or has a material interest in any principal business activity of or is involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core related (connected) persons (as defined under the Hong Kong Listing Rules) of the Company;</p> <p>(VI) any person who provides financial, legal, advisory and sponsorship services to the Company and its controlling shareholder, de facto controller or their respective affiliates, including but not limited to all members of the project team of the intermediary providing the services, reviewers at all levels, persons signing the reports, partners, directors, senior management and primary responsible persons;</p> <p>(VII) any person who falls into items (I) to (VI) in the latest twelve months;</p> <p>(VIII) any person who is on the Board specifically to protect the interests of an entity whose interests are not the same as those of the shareholders as a whole;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
	<p><u>(IX) any person who has received an interest in any securities of the Company as a gift, or by means of other financial assistance, from the Company or its core related (connected) person;</u></p> <p><u>(X) any person who is or has been an executive, director (other than an independent non-executive director), partner or principal of the Company, its holding company, or their respective subsidiaries or core related (connected) persons of the Company, or a director, partner, principal or employee of a professional adviser providing services to the above-mentioned company, or to any person who was a controlling shareholder of the Company or, where there was no controlling shareholder, any person who was the chief executive or a director (other than an independent non-executive director) of the Company, or any of their close associates, within two years prior to his or her appointment. Nevertheless, with no violation of item (II), the independence of such person shall not be questioned if he receives shares or interests in securities from the Company or its subsidiaries (but not from core related (connected) persons) as part of his director's fees or pursuant to a share scheme established in accordance with Chapter 17 of the Hong Kong Listing Rules;</u></p> <p><u>(XI) any person who is or was connected (as defined under the Hong Kong Listing Rules) with a director, the chief executive or a substantial shareholder (as defined under the Hong Kong Listing Rules) of the Company within two years prior to his or her appointment;</u></p> <p><u>(XII) any person who is financially dependent on the Company, its holding company or any of their respective subsidiaries or core related (connected) persons of the Company;</u></p> <p><u>(XIII) other person who is not independent as stipulated by laws, administrative regulations, the requirements of the CSRC, the regulatory rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.</u></p> <p><u>The “affiliates” of the Company’s controlling shareholders and de facto controller as described in the preceding paragraphs shall not include the enterprises that are under common control of a state-owned asset management institution and do not constitute related relationship with the Company in accordance with relevant requirements.</u></p> <p><u>Independent directors shall conduct an annual self-review of their independence and report the review results to the Board. The Board shall assess and give special opinions on the independence of the incumbent independent directors on an annual basis, and disclose the same in the annual report.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
-	<p><u>Article 132 An independent director shall meet the following conditions:</u></p> <p><u>(I) being qualified to act as a director of a listed company in accordance with the laws, administrative regulations and other relevant provisions;</u></p> <p><u>(II) meeting the independence requirements stipulated under the Hong Kong Listing Rules and the Articles of Association;</u></p> <p><u>(III) having the basic knowledge of the operation of listed companies and being familiar with relevant laws, regulations and rules;</u></p> <p><u>(IV) having at least five years of legal, accounting or economic work experience necessary to fulfil the duties of an independent director;</u></p> <p><u>(V) having good personal integrity with no adverse records such as major breach of trust;</u></p> <p><u>(VI) other conditions as stipulated by laws, administrative regulations, CSRC regulations, rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.</u></p>
-	<p><u>Article 133 As a member of the Board, an independent director owes the Company and all the shareholders loyalty and diligent duties, and shall be prudent in performing the following duties:</u></p> <p><u>(I) participating in the decision-making of the Board and expressing clear opinions on matters discussed;</u></p> <p><u>(II) overseeing the matters of potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, so as to protect the legitimate interests of minority shareholders;</u></p> <p><u>(III) providing professional and objective advice on the operation and development of the Company and promoting the decision-making level of the Board;</u></p> <p><u>(IV) other duties as stipulated by laws, administrative regulations, CSRC regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
-	<p>Article 134 The independent directors shall exercise the following special functions and powers:</p> <p>(I) to independently engage intermediaries to audit, consult or verify specific matters of the Company;</p> <p>(II) to propose to the Board the convening of an extraordinary shareholders' meeting;</p> <p>(III) to propose the convening of a Board meeting;</p> <p>(IV) to openly solicit shareholders' rights from shareholders in accordance with the law;</p> <p>(V) to express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;</p> <p>(VI) other functions and powers as stipulated by laws, administrative regulations, CSRC regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Where an independent director exercises the functions and powers listed in items (I) to (III) of the preceding paragraph, the exercise of which shall be approved by a majority of all independent directors.</p> <p>The Company shall disclose in a timely manner any exercise of the functions and powers listed in (I) by independent directors. If the above functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons thereof.</p>
-	<p>Article 135 The following matters shall be submitted to the Board for consideration after being approved by a majority of all independent directors of the Company:</p> <p>(I) related transactions that shall be disclosed;</p> <p>(II) plans for the Company and related parties to change or waive commitments;</p> <p>(III) decisions made and measures taken by the Board of Directors of the acquired listed company in response to the acquisition;</p> <p>(IV) other matters as stipulated by laws, administrative regulations, CSRC regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
–	<p>Article 136 The Company shall establish a mechanism for special meeting attended solely by independent directors. Matters such as related party (connected) transactions to be considered by the Board shall be approved in advance by a special meeting of the independent directors.</p> <p>The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters specified in items (I) to (III) of Article 134 and Article 135 of the Articles of Association shall be considered by a special meeting of the independent directors.</p> <p>The special meetings of the independent directors may study and discuss other matters of the Company as needed.</p> <p>The special meetings of the independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; where the convenor fails or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.</p> <p>Minutes of meetings of the special meetings of the independent directors shall be prepared in accordance with the regulations, and the opinions of the independent directors shall be set out in the minutes. The independent directors shall sign and confirm the minutes.</p> <p>The Company shall facilitate and support the convening of the special meetings of the independent directors.</p>
Section 3 Special Committees of the Board	Section 4 Special Committees of the Board
–	<p>Article 137 The Board of the Company shall establish an audit committee to exercise the functions and powers of the supervisory committee as stipulated in the Company Law.</p>
–	<p>Article 138 The audit committee shall consist of three members, all of whom shall be non-executive directors not holding senior management positions in the Company, and 2 of whom shall be independent directors. The committee shall be convened by an independent director possessing accounting profession skills.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
-	<p>Article 139 The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work, as well as internal control. The following matters shall be submitted to the Board for consideration upon approval by more than half of the members of the audit committee:</p> <p>(I) disclosure of financial information contained in financial accounting reports and periodic reports, and internal control evaluation report;</p> <p>(II) appointment or dismissal of the accounting firm responsible for the Company's audit work;</p> <p>(III) appointment or dismissal of the officer in charge of financial affairs of the Company;</p> <p>(IV) changes in accounting policies and accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;</p> <p>(V) other matters as prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>
-	<p>Article 140 The audit committee shall convene at least one meeting every quarter.</p> <p>An extraordinary meeting may be convened when it is proposed by two or more members, or when it is deemed necessary by the convener. Meetings of the audit committee shall be held only if more than two-thirds of the members are present.</p> <p>The audit committee shall pass a resolution upon the approval of more than half of its members.</p> <p>The voting on the resolutions of the audit committee shall be one person, one vote.</p> <p>Minutes shall be prepared for the resolutions of the audit committee as required and shall be signed by the members of the audit committee present at the meetings.</p> <p>The Board shall be responsible for establishing the rules of procedure for the audit committee.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 462 The Board of the Company has established the strategy committee, the audit committee, the nomination committee and the remuneration and appraisal committee, <del>which</del> are all comprised of directors. In particular, the majority of the members of the audit committee, the nomination committee, the remuneration and appraisal committee are independent directors, the conveners of the audit committee, the remuneration and appraisal committee and the convener of the nomination committee shall be held by an independent director. All members of the audit committee shall be non-executive directors or independent directors, who are not senior management of the Company, at least one of whom shall be an independent director who possesses appropriate professional qualifications provided in the Hong Kong Listing Rules or possesses appropriate accounting or relevant financial management expertise. The convener shall be accounting professional. Chairman of each of the special committees shall be appointed and dismissed by the Board.</p>	<p>Article 141 The Board of the Company has established the strategy committee, the audit committee, the nomination committee and the remuneration and appraisal committee, all of which shall perform their duties in accordance with the Articles of Association and the authorization of the Board. <u>Proposals of special committees shall be submitted to the Board for consideration and decision. The working procedures of the special committees shall be formulated by the Board.</u></p> <p><u>Each committees</u> are all comprised of directors. In particular, the majority of the members of the audit committee, the nomination committee, the remuneration and appraisal committee are independent directors, the conveners of the audit committee, the remuneration and appraisal committee and the convener of the nomination committee shall be held by an independent director. All members of the audit committee shall be non-executive directors or independent directors, who are not senior management of the Company, at least one of whom shall be an independent director who possesses appropriate professional qualifications provided in the Hong Kong Listing Rules or possesses appropriate accounting or relevant financial management expertise. The convener shall be accounting professional. Chairman of each of the special committees shall be appointed and dismissed by the Board.</p>
-	<p>Article 142 The nomination committee is responsible for <u>formulating the criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board on the following matters:</u></p> <p>(I) <u>nomination, appointment or removal of directors;</u></p> <p>(II) <u>appointment or dismissal of senior management;</u></p> <p>(III) <u>other matters as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></p> <p><u>If the Board does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same.</u></p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
-	<p>Article 143 The remuneration and appraisal committee is responsible for <u>setting appraisal standards for directors and senior management and conducting appraisals, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and programs for directors and senior management, and making recommendations to the Board on the following matters:</u></p> <p>(I) <u>remuneration of directors and senior management;</u></p> <p>(II) <u>formulation or change of the share incentive plan, employee stock ownership plan, granting of incentives to scheme participants, and fulfilment of the conditions for exercising the rights;</u></p> <p>(III) <u>arrangement of stock ownership plans by directors and senior management in the subsidiaries to be spun off;</u></p> <p>(IV) <u>other matters as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></p> <p><u>If the Board does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinion of the remuneration and appraisal committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same.</u></p>
Article 163 The Board is responsible for formulating the rules of procedure of the special committees and stipulating the composition, functions and procedures of the special committees.	-
Article 164 These special committees are ad hoc committees under the Board which provide advice or advisory opinions to the Board on material decisions. The special committees shall not make any decision in the name of the Board. However, the committees may exercise decision-making power in respect of the authorized matters in accordance with a special power given by the Board.	-
<p>Article 165 Each of special committees can engage intermediate organization to provide professional advises according to the actual requirement with the cost borne by the Company.</p> <p>Each of special committees is accountable to and reports its work to the Board.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<b>CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT</b>	<b>CHAPTER 6 SENIOR MANAGEMENT</b>
Article 166 The Company shall have 1 general manager, <del>1 president, 1 chief medical officer,</del> 1 chief financial officer, and 1 secretary to the Board, who shall be appointed and dismissed by the Board.	Article <u>144</u> The Company shall have 1 general manager, 1 chief financial officer, and 1 secretary to the Board, who shall be appointed and dismissed by the Board.
Article <del>167</del> The general manager of the Company, in exercising his functions and powers, shall act honestly and diligently in accordance with the laws, administrative regulations and the Articles of Association.	Article <u>145</u> The provisions of the Articles of Association concerning the circumstances where a person shall not serve as a director and the management system for resignations shall also apply to senior management.  <u>The provisions in the Articles of Association regarding the duties of loyalty and diligence of the directors shall also apply to the senior management.</u>
Article <del>168</del> Any person holding any executive position working in the controlling shareholder and de facto controller of the Company other than as a director shall not serve as senior management of the Company.	Article <u>146</u> Any person holding any <u>administrative</u> position working in the controlling shareholder of the Company other than as a director <u>and supervisor</u> shall not serve as senior management of the Company.  <u>The senior management members of the Company shall receive remuneration from the Company only, and the controlling shareholder shall not pay any remuneration to them on behalf of the Company.</u>
Article <del>169</del> The term of office of the general manager shall be 3 years, renewable upon reappointment at expiry of one term.	Article <u>147</u> The term of office of the general manager shall be 3 years <u>and renewable upon re-appointment of the general manager.</u>
Article 170 The general manager, who reports to the Board, may exercise his/her functions and powers:  (I) to manage the production, operation and administration of the Company, arrange for the implementation of the resolutions of the Board, and report to the Board;  (II) to arrange for the implementation of the Company's annual operation plans and investment proposals;  (III) to formulate proposals for the establishment of the Company's internal management organs;  (IV) to formulate the fundamental management system of the Company;  (V) to formulate the specific rules and regulations of the Company;  (VI) to recommend the appointment or dismissal of <del>any president, chief medical officer and</del> chief financial officer of the Company by the Board;	Article <u>148</u> The general manager, who reports to the Board, may exercise his/her functions and powers:  (I) to manage the production, operation and administration of the Company, arrange for the implementation of the resolutions of the Board, and report to the Board;  (II) to arrange for the implementation of the Company's annual operation plans and investment proposals;  (III) to formulate proposals for the establishment of the Company's internal management organs;  (IV) to formulate the fundamental management system of the Company;  (V) to formulate the specific rules and regulations of the Company;  (VI) to recommend the appointment or dismissal of chief financial officer of the Company by the Board;

Original Article of the Articles of Association	Amended Article of the Articles of Association
(VII) to appoint or dismiss management personnel (other than those required to be appointed or dismissed by the Board);	(VII) to appoint or dismiss management personnel (other than those required to be appointed or dismissed by the Board);
(VIII) to exercise any other functions and powers conferred by the Articles of Association or the Board.	(VIII) to exercise any other functions and powers conferred by the Articles of Association or the Board.
The general manager shall be present at meetings of the Board. However, the general manager shall have no voting rights at meetings of the Board unless he/she concurrently serves as a director.	The general manager shall be present at meetings of the Board. However, the general manager shall have no voting rights at meetings of the Board unless he/she concurrently serves as a director.
Article 171 The general manager shall formulate working rules of the general manager, and shall be implemented after being approved by the Board.	Article 149 The general manager shall formulate working rules of the general manager, and shall be implemented after being approved by the Board.
Article 172 The working rules of the general manager shall include:	Article 150 The working rules of the general manager shall include:
(I) the conditions, procedure and participants of the general manager's meeting;	(I) the conditions, procedure and participants of the general manager's meeting;
(II) specific responsibilities and work allocation of the general manager and other senior management;	(II) specific responsibilities and work allocation of the general manager and other senior management;
(III) use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board and the supervisory committee;	(III) use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board;
(IV) other matters which the Board deems necessary.	(IV) other matters which the Board deems necessary.
Article 173 The general manager and other senior management may resign before expiry of his term of office. The specific procedures and methods for such resignation shall be specified in the employment contract concluded by such personnel and the Company.	Article 151 The general manager may resign before expiry of his term of office. The specific procedures and methods for such resignation shall be specified in the employment contract concluded by the general manager and the Company.
Article 174 The president shall be nominated by the general manager, and shall be appointed or dismissed by the Board. The president shall provide assistances to the work of the general manager. The functions and powers of the president shall be specified in the working rules of the general manager.	Article 152 The chief financial officer shall be nominated by the general manager and appointed and dismissed by the Board.
Chief medical officer and chief financial officer shall be nominated by the general manager; and shall be appointed or dismissed by the Board.	

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 175 The Company shall have a secretary to the Board, who shall be held by a natural person with requisite professional knowledge and experience and shall be appointed by the Board. The major duties of the secretary to the Board are:</p> <p>(I) to ensure that the Company has complete organization documents and records;</p> <p>(II) to ensure that the Company legally prepares and submits reports and documents as required by relevant competent authorities;</p> <p>(III) to ensure that register of members of the Company is established appropriately, maintain the registers of the shareholders, directors and senior management and the documents and minutes of the general meeting, board meetings and meetings of special committees under the Board, and ensure that persons who are entitled to obtain the Company's records and documents can timely obtain the relevant records and documents;</p> <p>(IV) to be responsible for matters pertaining to information disclosure of the Company, and ensure the timeliness, accuracy, lawfulness, authenticity and completeness of the Company's information disclosure;</p> <p>(V) such other duties specified by the rules of the stock exchange in the place where the shares of the Company are listed.</p>	<p>Article 153 The Company shall have a secretary to the Board. The secretary to the Board is responsible for the preparation and documentation of shareholders' meetings and board meetings of the Company, as well as the management of shareholders' information of the Company, information disclosure matters and other matters.</p> <p>The secretary to the Board shall abide by the relevant provisions of the laws, administrative regulations, department rules, and the Articles of Association.</p>
<p>Article 176 A director or other senior management of the Company may also act as the secretary to the Board of the Company. Accountants of the accounting firm appointed by the Company shall not act as the secretary to the Board.</p> <p>Where the office of secretary to the Board of the Company is held concurrently by a director, and an act is required to be done by a director and the secretary to the Board of the Company separately, the person who holds the office of director and secretary to the Board of the Company may not perform the act in a dual capacity.</p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 177 If the senior management violates laws, administrative regulations, department rules or the Articles of Association when performing his duties in the Company, he/she shall indemnify the Company against losses incurred due to such violation.	Article 154 If the senior management causes damages to others in performing duties for the Company, the Company shall be liable for <u>compensation</u> ; and if such damages are out of the intent or <u>gross negligence</u> of the senior management, he/she shall also be liable for <u>compensation</u> .  If the senior management violates laws, administrative regulations, department rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association when performing his duties in the Company, he/she shall indemnify the Company against losses incurred due to such violation.
-	Article 155 The senior management of the Company shall perform <u>duties faithfully and safeguard the best interests of the Company and all shareholders</u> .  <u>Where any member of the senior management of the Company fails to perform duties faithfully or violate his/her fiduciary duties resulting in any loss to the interests of the Company and the general public shareholders, such member shall be liable for compensation in accordance with the law.</u>
<b>CHAPTER 7 SUPERVISORY COMMITTEE</b>	-
<b>Section 1 Supervisors</b>	-
Article 178 The directors, general manager and other senior management may not concurrently take the position of supervisors.	-
Article 179 The supervisors shall observe laws, administrative regulations and the Articles of Association. They shall assume the duties of loyalty and due diligence to the Company, faithfully perform their supervisory duties and shall not accept any bribery or other illegal income by using his powers and position, or seize the assets of the Company in any manner.	-
Article 180 Each term of office of a supervisor is three years and he/she may serve consecutive terms if re-elected upon expiry.	-
Article 181 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of the supervisor results in the number of supervisors being less than the quorum.	-
Article 182 Supervisors may attend meetings of the Board and make enquiries or proposals in respect of the resolutions of such meetings.	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 183 A supervisor shall not take advantage of his connection (association) with the Company to harm interests of the Company and shall indemnify the Company against losses caused thereby.	-
Article 184 If a supervisor violates laws, administrative regulations, department rules or the Articles of Association when performing his duties in the Company, he/she shall indemnify the Company against losses incurred due to such violation.	-
<b>Section 2 Supervisory Committee</b>	-
<p>Article 185 The Company shall have a supervisory committee. The supervisory committee comprises three supervisors. It shall have one chairman. The election or removal of the chairman of the supervisory committee shall be determined by two-thirds or more of the members of the supervisory committee. The chairman of the supervisory committee shall convene and preside over supervisory committee meetings. Where the chairman of the supervisory committee is incapable of performing, or is not performing his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over supervisory committee meetings.</p> <p>The supervisory committee shall include shareholder representative supervisors and a proper proportion of employee representative supervisors. The proportion of employee representative supervisors in the supervisory committee shall be no less than one third of the supervisors appointed. The employee representatives of the supervisory committee shall be elected at the employee representatives' meeting, employee meeting or otherwise democratically.</p>	-
<p>Article 186 The supervisory committee shall exercise the following functions and powers:</p> <p>(I) To check the financial condition of the Company and review the periodic reports of the Company prepared by the Board and express its written opinion;</p> <p>(II) To monitor the performance of duties in the Company by directors and senior management and propose dismissal of directors and senior management who have violated laws, administrative regulations, the Articles of Association or the resolutions of general meetings;</p> <p>(III) To require directors and the senior management to make corrections if their conduct has damaged the interests of the Company;</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(IV) To propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over the general meetings in accordance with Company Law, to convene and preside over the general meetings;</p> <p>(V) To propose proposals to the general meetings;</p> <p>(VI) To initiate legal proceedings against directors and the senior management in accordance with laws;</p> <p>(VII) To conduct investigation if there is any doubt or any unusual circumstances in the Company's operations; and if necessary, to engage an accounting firm, law firm or other professional institutions to assist in their work at the expenses of the Company;</p> <p>(VIII) To verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board to the general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practising auditors of the Company for the time being;</p> <p>(IX) Other functions and powers specified in the Articles of Association.</p>	
<p>Article 187 All reasonable expenses incurred in respect of the employment of professionals such as lawyers, certified public accountants or practicing auditors as are required by the supervisory committee in exercising its functions and powers shall be borne by the Company.</p>	-
<p>Article 188 The method for discussions of the supervisory committee shall be supervisory committee meetings. As for the voting on a resolution of the supervisory committee, each supervisor shall have one vote. The voting can be conducted by open ballot in writing or otherwise. There are two types of supervisory committee meeting: regular supervisory committee meeting and extraordinary supervisory committee meeting. The supervisory committee shall hold one regular meeting every six months. A supervisor may propose to convene an extraordinary supervisory committee meeting.</p>	-
<p>Article 189 The notice convening a regular meeting or an extraordinary general meeting of the supervisory committee shall be served to all supervisor ten days and three days in advance respectively.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 190 Notice of the supervisory committee meeting shall at least include:</p> <p>(I) the date, place and duration of the meeting;</p> <p>(II) particulars of a matter and the matters to be discussed;</p> <p>(III) the date on which the notice is given.</p>	<p>–</p>
<p>Article 191 Supervisory committee meetings may be held by a meeting on-site, or by a communications conference or by a combination of both.</p> <p>For the convenience of supervisor attending a supervisory committee meeting, <del>supervisory committee meetings convened by a</del> communications conference may be held by means of telephone, video, written resolution or other real-time means of communication. Supervisor who participated in a supervisory committee meeting by the aforementioned means shall be deemed to have attended such meeting.</p> <p>If a supervisory committee meeting is convened by means of telephone, video or other real-time means of communication, the Company shall ensure that speeches by other supervisors can be heard clearly by supervisors present at the meeting participating in the meeting and they can communicate with each other. Supervisory committee meetings convened by such means shall be audio recorded or videotaped. If supervisors are unable to sign resolutions at such meetings, a voice vote shall be used and the signing of resolutions shall be performed as soon as possible. The effectiveness of the voice vote by the supervisors shall have equal effect with signed resolutions provided that the subsequent resolution signed is consistent with the voice vote made at the meeting. If there is any inconsistency between the voice vote and the signed resolution, the voice vote shall prevail.</p> <p>If a supervisory committee meeting is convened by means of circulation of a written resolution, namely by serving the resolutions for review individually or by circulating the resolutions among the supervisors for review, the supervisors or other supervisors appointed by them shall express their opinions for, against or abstain on the resolution or on the ballot paper clearly in writing. Once the number of supervisors who sign in favor reaches the quorum for a resolution as required by the Articles, the proposal shall take effect. The Company shall provide explanations if a supervisory committee meeting is convened by means of circulation of a written resolution and matters to be voted and the related background materials shall be served on all supervisors at least three days before voting.</p> <p>A resolution of the supervisory committee must be approved by two-thirds or more of the supervisors.</p>	<p>–</p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 192 The supervisory committee shall formulate procedural rules to be followed at meetings of the supervisory committee, specify the method for discussions and the voting procedures of the supervisory committee, so as to ensure the working efficiency and scientific decision making of the supervisory committee.	–
Article 193 The supervisory committee shall record decision on matters discussed in the minutes for the meeting. Supervisors and the recorder who attended the meeting shall sign on the minutes for the meeting.  A supervisor is entitled to request for some descriptive record to be made with regard to his/her speech in the meeting. The minutes of the supervisory committee meeting shall be kept for at least ten years as document of the Company.	–
<b>CHAPTER 8 QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT</b>	–
Article 194 A person may not serve as a director, supervisor, general manager or other senior management of the Company if any of the following circumstances applies:  (I) a person without legal or with restricted legal capacity;  (II) a person who has been found guilty of sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order where less than a term of five years have elapsed since the sentence was served; or a person who has been deprived of his political rights, in each case where less than five years have elapsed since the sentence was served;  (III) a person who is a former director, factory manager or general manager of a company or enterprise which has been entered into insolvent liquidation because of mismanagement and he/she is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;  (IV) a person who is a former legal representative of a company or enterprise which had its business licence revoked due to a violation of the law and who incurred personal liability, where less than three years has elapsed since the date of the revocation of the business licence;	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p><del>(V) a person who has a relatively large amount of debts due and outstanding;</del></p> <p><del>(VI) a person who is under criminal investigation by judicial organization for the violation of the criminal law which is not yet concluded;</del></p> <p><del>(VII) a person who is not eligible to act as a leader of an enterprise according to laws and administrative regulations;</del></p> <p><del>(VIII) a non-natural person;</del></p> <p><del>(IX) currently being barred by the China Securities Regulatory Commission from participating in the securities market;</del></p> <p><del>(X) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</del></p> <p><del>(XI) other circumstances as required under laws, administrative regulations, departmental rules, regulatory documents, regulations of relevant regulatory authorities.</del></p> <p><del>Where the Company elects, appoints or employs a director, a supervisor, the general manager and other senior management to which any of the above circumstances applies, such election, appointment or employment shall be null and void. A director, a supervisor, the general manager and other senior management to which any of the above circumstances applies during his/her term of office shall be released of his/her duties by the Company.</del></p>	
<p>Article 195 The validity of an act of a director, general manager and other senior management on behalf of the Company is not, as against a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 196 In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchanges on which shares are listed, each of the directors, supervisors, general manager and other senior management owes a duty to each shareholder in the exercise of the functions and powers of the Company entrusted to him/her:</p> <p>(I) not to cause the Company to exceed the scope of business laid down in its business licence;</p> <p>(II) to act honestly in the best interest of the Company;</p> <p>(III) not to expropriate in any way the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company;</p> <p>(IV) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to the corporate restructuring submitted to the general meetings for approval in accordance with the Articles of Association.</p>	-
<p>Article 197 Each of the directors, supervisors, general manager and other senior management of the Company owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	-
<p>Article 198 Each of the directors, supervisors, general manager and other senior management of the Company shall carry on his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) the discharge of the following obligations:</p> <p>(I) To act honestly in the best interests of the Company;</p> <p>(II) To exercise powers within the scope of his powers and not to exceed those powers;</p> <p>(III) To exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in general meeting, not to delegate the exercise of his discretion;</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(IV) <del>To treat shareholders of the same class equally and to treat shareholders of different classes fairly;</del></p> <p>(V) <del>Except in accordance with the Articles of Association or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company;</del></p> <p>(VI) <del>Without the informed consent of shareholders given in general meeting, not to use the Company's property for his own benefit;</del></p> <p>(VII) <del>Not to abuse his position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company;</del></p> <p>(VIII) <del>Without the informed consent of shareholders given in general meeting, not to accept commissions in connection with the Company's transactions;</del></p> <p>(IX) <del>To abide by the Articles of Association, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests;</del></p> <p>(X) <del>Not to compete with the Company in any form unless with the informed consent of shareholders given in general meeting;</del></p> <p>(XI) <del>Not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets;</del></p> <p>(XII) <del>Unless otherwise permitted by informed consent of shareholders given in general meeting, to keep in confidence information acquired by him in the course of and during his tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</del></p> <ol style="list-style-type: none"> <li><del>1. Disclosure is made under compulsion of law;</del></li> <li><del>2. The interests of the public require disclosure;</del></li> <li><del>3. The interests of the relevant director, supervisor, general manager and other senior management require disclosure.</del></li> </ol>	

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 199 Each director, supervisor, general manager and other senior management of the Company shall not cause the following persons or institutions (the “<del>associates</del>”) to do what he is prohibited from doing:</p> <p>(I) The spouse or minor child of a director, supervisor, general manager and other senior management of the Company;</p> <p>(II) A person acting in the capacity of trustee of a director, supervisor, general manager and other senior management of the Company or any person referred to in (I) herein;</p> <p>(III) A person acting in the capacity of partner of a director, supervisor, general manager and other senior management of the Company or any person referred to in (I) and (II) herein;</p> <p>(IV) A company in which a director, supervisor, general manager and other senior management of the Company, alone or jointly with one or more persons referred to in (I), (II) and (III) herein and other directors, supervisors, general manager and other senior management of the Company have a de facto controlling interest;</p> <p>(V) The directors, supervisors, general manager and other senior management of the controlled company referred to in the (IV) herein.</p>	<p>–</p>
<p>Article 200 The fiduciary duties of the directors, supervisors, general manager and other senior management of the Company do not necessarily cease with the termination of their terms of office. The duty of confidence in relation to trade secrets of the Company survives the termination of their terms of office. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.</p> <p>The liability of directors, supervisors, general manager and other senior management of the Company for breaching a given obligation may be waived by the general meeting which has knowledge of the circumstances, save for the circumstances specified in Article 58 of the Articles of Association.</p>	<p>–</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 201 Where a director, supervisor, general manager and other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not such contract, transaction or arrangement therefor is otherwise subject to the approval of the Board.</p> <p>Unless the interested director, supervisor, general manager and other senior management discloses his interests in accordance with the requirements of the preceding paragraph of this article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested director, supervisor, general manager and other senior management is not counted in the quorum and restrains from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, general manager and other senior management.</p> <p>A director, supervisor, general manager and other senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>	-
<p>Article 202 Where a director, supervisor, general manager and other senior management of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph in the Articles of Association to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	-
<p>Article 203 The Company shall not pay taxes in any form for its directors, supervisors, general manager and other senior management.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 204 The Company shall not directly or indirectly make a loan to, or provide any security in connection with the making of a loan to a director, supervisor, general manager or other senior management of the Company or of the Company's parent company or any of their respective associates.</p> <p>The following circumstances are not subject to such prohibition:</p> <p>(I) The provision by the Company of a loan or a guarantee of a loan to a company which is a subsidiary of the Company;</p> <p>(II) The provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds available to any of its directors, supervisors, general manager and other senior management to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with a service contract approved by the shareholders in general meeting;</p> <p>(III) The Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, general manager and other senior management and their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.</p>	-
<p>Article 205 A loan made by the Company in breach of the preceding paragraph shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.</p>	-
<p>Article 206 Any guarantee for a loan provided by the Company in breach of Paragraph 1 of Article 204 of the Articles of Association shall be unenforceable against the Company, unless:</p> <p>(I) At the time the loan was made to an associate of any of the directors, supervisors, general manager and other senior management of the Company or of the Company's parent company, the lender was not aware the relevant circumstances;</p> <p>(II) The security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	-

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 207 The guarantee as referred to in the preceding paragraph of this chapter includes the act of the guarantor to undertake the responsibility or provide property to ensure that the obligor fulfils the obligations.	–
<p>Article 208 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager and other senior management of the Company is in breach of his duties to the Company, the Company has a right:</p> <p>(I) To demand such director, supervisor, general manager and other senior management to compensate it for losses sustained by the Company as a result of such breach;</p> <p>(II) To rescind any contract or transaction which has been entered into between the Company and such director, supervisor, general manager and other senior management or between the Company and a third party (where such third party knows or should have known that such director, supervisor, general manager and other senior management representing the Company has breached his duties owed to the Company);</p> <p>(III) To demand such director, supervisor, general manager and other senior management to account for profits made as a result of the breach of his duties;</p> <p>(IV) To recover any monies which should have been received by the Company and which were received by such director, supervisor, general manager and other senior management instead, including (without limitation) commissions;</p> <p>(V) To demand repayment of interest earned or which may have been earned by such director, supervisor, general manager and other senior management on monies that should have been paid to the Company.</p>	–
<p>Article 209 The Company shall enter into a contract in writing with each of the directors or supervisors wherein his emoluments are stipulated, subject to prior approval at a general meeting. The aforesaid emoluments include:</p> <p>(I) Emoluments in respect of his service as a director, supervisor or a senior management of the Company;</p> <p>(II) Emoluments in respect of his service as a director, supervisor or a senior management of any subsidiary of the Company;</p>	–



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(III) Emoluments in respect of the provision of other services in connection with the management of the affairs of the Company or any of its subsidiaries;</p> <p>(IV) Payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office.</p> <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of matters mentioned above except pursuant to the aforesaid contract.</p> <p>The Company shall disclose to shareholders the remuneration received by directors, supervisors and senior management from the Company on a regular basis.</p>	
<p>Article 210 The contracts concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. For the purpose of the preceding paragraph, an acquisition of the Company means either:</p> <p>(I) An offer made by any person to all the shareholders;</p> <p>(II) An offer made by any person with a view to the offeror becoming a “controlling shareholder”. Controlling shareholder has the same definition as that in Article 60 of the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this paragraph, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant director or supervisor and not paid out of that sum.</p>	–
<b>CHAPTER 9 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT</b>	<b>CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT</b>
<b>Section 1 Financial and Accounting System</b>	<b>Section 1 Financial and Accounting System</b>
Article 211 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the requirement of relevant regulatory departments of the PRC. Any other requirements as required by the securities regulatory authority at the place where the shares of the Company are listed shall prevail.	Article 156 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the requirement of relevant regulatory departments of the PRC. Any other requirements as required by the securities regulatory authority at the place where the shares of the Company are listed shall prevail.

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 212 At the end of each fiscal year, the Company shall prepare a financial report which shall be audited and verified according to law.	Article 157 At the end of each fiscal year, the Company shall prepare a financial report which shall be audited and verified according to law.
<p>Article 213 The Board shall submit the financial reports required by relevant laws, regulations, rules and normative documents to be submitted to shareholders at each annual <del>general</del> meeting.</p> <p><del>The financial report mentioned in the preceding paragraph shall include the directors' report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws, and administrative regulations), the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow) or (under the condition of no violation of the PRC laws) financial highlights approved by the Hong Kong Stock Exchange.</del></p> <p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every annual <del>general</del> meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to <del>in this chapter</del>.</p> <p>Unless otherwise specified in the Articles of Association, the Company shall <del>deliver or</del> send to each shareholder of overseas listed shares by <del>prepaid mail</del> at the address registered in the register of shareholders the said reports, the report of directors, <del>together with the balance sheet (including every document to be attached to the balance sheet as required by the law) and statement of profit or loss or the statement of income and expense</del> not later than twenty-one days before the date of every annual <del>general</del> meeting. However, such documents may also be delivered to shareholders of overseas listed shares through the Company's website, the website of the Hong Kong Stock Exchange and other websites as may be provided by the Hong Kong Listing Rules from time to time, provided that the laws, administrative regulations and requirements of the securities regulatory authority at the place where the shares of the Company are listed are observed.</p>	<p>Article 158 The Board shall submit the financial reports required by relevant laws, regulations, rules and normative documents to be submitted to shareholders at each annual <u>shareholders'</u> meeting.</p> <p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every annual <u>shareholders'</u> meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to <u>the Articles of Association</u>.</p> <p>Unless otherwise specified in the Articles of Association, the Company shall send to each shareholder of overseas listed shares at the address registered in the register of shareholders the said reports, the report of directors not later than twenty-one days before the date of every annual <u>shareholders'</u> meeting. However, such documents may also be delivered to shareholders of overseas listed shares through the Company's website, the website of the Hong Kong Stock Exchange and other websites as may be provided by the Hong Kong Listing Rules from time to time, provided that the laws, administrative regulations and requirements of the securities regulatory authority at the place where the shares of the Company are listed are observed.</p>
Article 214 The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting standards and regulations, be prepared in accordance with either international amounting standards, or that of the overseas listing place. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in an appendix to the financial statements. When the Company is to distribute its after-tax profits, the lower of the after-tax profits as shown in the two financial statements shall be adopted.	Article 159 The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting standards and regulations, be prepared in accordance with either international amounting standards, or that of the overseas listing place. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in an appendix to the financial statements. When the Company is to distribute its after-tax profits, the lower of the after-tax profits as shown in the two financial statements shall be adopted.

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 215 Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with the PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the overseas listing place.	Article 160 Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with the PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the overseas listing place.
Article 216 The Company shall <del>publish four financial reports every fiscal year, that is, the interim financial report shall be published within sixty days after the first 6-month period of each fiscal year and the annual financial report shall be published within 120 days after the expiration of each fiscal year, and the quarterly reports shall be disclosed within one month from the end of the first three months and nine months of each accounting year. The disclosure of the first quarterly report shall not be earlier than the disclosure of the previous year's annual report.</del>	Article 161 The Company shall <u>submit and disclose the annual report to the local branch of CSRC and the stock exchanges within four months after the end of each accounting year, and submit and disclose the interim report to the local branch of CSRC and the stock exchanges within two months after the end of the first half of each accounting year.</u>  <u>The above annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of CSRC and the stock exchanges.</u>
Article 217 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.	Article 162 The Company shall not establish account books other than the statutory account books. The <u>capital</u> of the Company shall not be deposited in any personal account.
Article 218 When the Company allocates the after-tax profits for the current year, it shall extract 10% of the profits into the Company's statutory reserve fund. Should the accumulated amount of the Company's statutory reserve fund be more than 50% of the Company's registered capital, no appropriation shall be made.  In the event that the Company's statutory reserve fund is not sufficient to cover all the losses for the previous year, the profits for the current year shall be firstly used to cover the loss before making appropriation to the statutory reserve fund pursuant to the foregoing provisions.  After the Company has made appropriation to the statutory reserve fund from the after-tax profits, optional reserve fund may also be extracted from the after-tax profits upon resolution at the <u>general</u> meeting.  As for the remaining after-tax profits after the Company has covered loss and has extracted statutory reserve fund, shareholders shall be allocated pursuant to the ratio of the shareholding of the shareholders, except for those allocations not pursuant to the ratio of the shareholding as provided by the Articles of Association.  <del>Profits distributed to shareholders by a resolution of a general meeting before losses have been made good and allocations have been made to the statutory common reserve fund in violation of the requirements described above must be returned to the Company.</del>  The Company shall not be entitled to any distribution of profits in respect of shares held by it.	Article 163 When the Company allocates the after-tax profits for the current year, it shall extract 10% of the profits into the Company's statutory reserve fund. Should the accumulated amount of the Company's statutory reserve fund be more than 50% of the Company's registered capital, no appropriation shall be made.  In the event that the Company's statutory reserve fund is not sufficient to cover all the losses for the previous year, the profits for the current year shall be firstly used to cover the loss before making appropriation to the statutory reserve fund pursuant to the foregoing provisions.  After the Company has made appropriation to the statutory reserve fund from the after-tax profits, optional reserve fund may also be extracted from the after-tax profits upon resolution at the <u>shareholders'</u> meeting.  As for the remaining after-tax profits after the Company has covered loss and has extracted statutory reserve fund, shareholders shall be allocated pursuant to the ratio of the shareholding of the shareholders, except for those allocations not pursuant to the ratio of the shareholding as provided by the Articles of Association.  <u>If the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in violation of the regulations to the Company; if losses are caused to the Company, the shareholders and the responsible Directors and members of the senior management shall bear liability for compensation.</u>  The Company shall not be entitled to any distribution of profits in respect of shares held by it.

Original Article of the Articles of Association	Amended Article of the Articles of Association
–	<p>Article 164 The cash dividend policy objective of the Company is to <u>distribute dividends in accordance with the conditions and requirements for cash dividend distribution as stipulated in the Articles of Association.</u></p> <p><u>Profit distribution is not required when the Company has any of the following circumstances: the audit report for the latest year is a non-unqualified opinion or an unqualified opinion with a paragraph on significant uncertainty related to going concern, the asset-liability ratio is higher than 70%, and the net operating cash flow is negative or the Company deems that the distribution of profit is not appropriate under other circumstances.</u></p>
<p>Article 219 <del>The common reserve fund of the Company shall be applied to make good the Company's losses, expand its business operations or increase its capital. The capital reserve fund, however, shall not be used to make good the Company's losses. Capital reserve fund includes the following items:</del></p> <p>(I) <del>Premium on shares issued at a premium price;</del></p> <p>(II) <del>Any other income designated for the capital reserve fund by the regulations of the finance regulatory department of the State Council.</del></p> <p>Upon the transfer of the statutory common reserve fund into capital, the balance of the fund shall not be less than 25% of the registered capital of the Company before such transfer.</p>	<p>Article 165 The Company's reserve funds shall be used to make up the <u>losses or expand the production operations, or be converted to increase the share capital of the Company.</u></p> <p><u>In case reserve funds are used to make up the Company's losses, discretionary reserve funds and statutory reserve funds shall be prioritized. If the losses still cannot be made up, the capital reserve may be used in accordance with the provisions.</u></p> <p>Upon the transfer of the statutory common reserve fund into <u>increased registered capital</u>, the balance of the fund shall not be less than 25% of the registered capital of the Company before such transfer.</p>
<p>Article 220 After the resolution on the profit distribution plans is made, the Board of the Company shall, within two months after the <del>general</del> meeting, complete the distribution of the dividend (or shares).</p>	<p>Article 166 After the resolution on the profit distribution plans is made <u>by the shareholders' meeting of the Company or after the Board of the Company has formulated a specific plan based on the conditions and cap of the interim dividend for the next year considered and approved by the annual shareholders' meeting</u>, the Board of the Company shall, within two months after the <u>shareholders'</u> meeting, complete the distribution of the dividend (or shares).</p>
<p>Article 221 Attaching great importance to reasonable investment returns to shareholders, the Company implements a continuous and stable profit distribution policy in consideration of the actual operations and long-term strategic development goals of the Company.</p>	<p>Article 167 Attaching great importance to reasonable investment returns to shareholders, the Company implements a continuous and stable profit distribution policy in consideration of the actual operations and long-term strategic development goals of the Company.</p>
<p>Article 222 The profits of the Company may be distributed in cash, by shares or a combination of cash and shares. If the conditions permit for cash dividends, the Company shall give priority to cash dividends for profit distribution.</p>	<p>Article 168 The profits of the Company may be distributed in cash, by shares or a combination of cash and shares. If the conditions permit for cash dividends, the Company shall give priority to cash dividends for profit distribution.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 223 The implementation of cash dividends by the Company shall meet the following conditions concurrently:</p> <p>(I) The Company's distributable profit (i.e. the Company's after-tax profit after making up for losses and withdrawing provident funds) for the year is positive and the cash flow is sufficient, and the implementation of cash dividends will not affect the Company's subsequent sustainable operation;</p> <p>(II) The auditor issues a standard unqualified audit report on the Company's financial report for the year;</p> <p>(III) There is sufficient capital needed for normal production and operation of the Company, and no major investment plan or major cash expenditure occurs (except for the fund-raising projects).</p>	<p>Article 169 The implementation of cash dividends by the Company shall meet the following conditions concurrently:</p> <p>(I) The Company's distributable profit (i.e. the Company's after-tax profit after making up for losses and withdrawing provident funds) for the year is positive and the cash flow is sufficient, and the implementation of cash dividends will not affect the Company's subsequent sustainable operation;</p> <p>(II) The auditor issues a standard unqualified audit report on the Company's financial report for the year;</p> <p>(III) There is sufficient capital needed for normal production and operation of the Company, and no major investment plan or major cash expenditure occurs (except for the fund-raising projects).</p>
<p>Article 224 Subject to the foresaid conditions for cash dividends, the Board of Directors of the Company shall, by comprehensively considering factors such as the characteristics of the sector it belongs to, its development stage, its operating mode, its profitability, and whether it has any major expenditure arrangements, propose differential cash dividend distribution policies by the procedure stipulated in the bylaws of the Company in light of the following circumstances:</p> <p>(I) If the Company is in a mature stage and has no major expenditure arrangements, the proportion of cash dividends shall account for at least 80% in its profit distribution;</p> <p>(II) If the Company is in a mature stage and has major expenditure arrangements, the proportion of cash dividends shall account for at least 40% in its profit distribution; and</p> <p>(III) If the Company is in a growth stage and has major expenditure arrangements, the proportion of cash dividends shall account for at least 20% in its profit distribution.</p> <p>Where it is difficult to determine the development stage of the Company, the above-mentioned provisions may still apply as long as the Company has major expenditure arrangements.</p>	<p>Article 170 Subject to the foresaid conditions for cash dividends, the Board of Directors of the Company shall, by comprehensively considering factors such as the characteristics of the sector it belongs to, its development stage, its operating mode, its profitability, and whether it has any major expenditure arrangements, propose differential cash dividend distribution policies by the procedure stipulated in the bylaws of the Company in light of the following circumstances:</p> <p>(I) If the Company is in a mature stage and has no major expenditure arrangements, the proportion of cash dividends shall account for at least 80% in its profit distribution;</p> <p>(II) If the Company is in a mature stage and has major expenditure arrangements, the proportion of cash dividends shall account for at least 40% in its profit distribution; and</p> <p>(III) If the Company is in a growth stage and has major expenditure arrangements, the proportion of cash dividends shall account for at least 20% in its profit distribution.</p> <p>Where it is difficult to determine the development stage of the Company, the above-mentioned provisions may still apply as long as the Company has major expenditure arrangements.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>The profit distributed by the Company in cash each year shall in principle be at least 10% of the distributable profit realized in that year, or the profit cumulatively distributed in cash in the last three years shall be at least 30% of the average annual distributable profit realized in the last three years.</p> <p>In determining the specific amount of profit to be distributed in cash, the Company shall fully consider the impact of future operating and investment activities and pay full attention to the social capital cost, bank credit and debt financing environment in order to ensure that the distribution plan is in the overall interest of all shareholders.</p>	<p>The profit distributed by the Company in cash each year shall in principle be at least 10% of the distributable profit realized in that year, or the profit cumulatively distributed in cash in the last three years shall be at least 30% of the average annual distributable profit realized in the last three years.</p> <p>In determining the specific amount of profit to be distributed in cash, the Company shall fully consider the impact of future operating and investment activities and pay full attention to the social capital cost, bank credit and debt financing environment in order to ensure that the distribution plan is in the overall interest of all shareholders.</p>
<p>Article 225 The Company adopts the following decision-making procedures and mechanism for profit distribution:</p> <p>(I) The profit distribution plan of the Company shall be formulated by the Board of Directors with comprehensive consideration of the actual operation, future profitability, business development plan, cash flow, shareholders' return, social capital cost and external financing environment, and other factors. The Board of Directors shall carefully study and demonstrate the timing, conditions and minimum ratio of the Company's cash dividends, the conditions for adjustment and the requirements of its decision-making procedures when drawing up new profit distribution plan, subject to the approval by a majority of all directors;</p> <p>(II) Before convening the meeting of Board of Directors for profit distribution, the independent directors shall put forward clear opinions on the profit distribution plan. If they agree with the profit distribution plan, it shall be approved by a majority of all independent directors; if they disagree with the profit distribution plan, the independent directors shall present the facts and reasons for their disagreement and request the Board of Directors to reformulate the profit distribution plan, and if necessary, they may request the convening of a <del>general</del> meeting. Independent directors may solicit the opinions of small and medium-sized shareholders to put forward dividend proposals and submit them directly to the Board of Directors for consideration;</p> <p>(III) <del>The supervisory committee</del> shall give clear opinions on the profit distribution plan, and if it agrees with the profit distribution plan, it shall be approved by a majority of all <del>supervisors</del> and resolved to finalize the profit distribution plan; if it does not agree with the profit distribution plan, <del>the supervisory committee</del> shall present the facts and reasons for disagreement and recommend the Board of Directors to reformulate the profit distribution plan and, if necessary, request the convening of a <del>general</del> meeting;</p>	<p>Article 171 The Company adopts the following decision-making procedures and mechanism for profit distribution:</p> <p>(I) The profit distribution plan of the Company shall be formulated by the Board of Directors with comprehensive consideration of the actual operation, future profitability, business development plan, cash flow, shareholders' return, social capital cost and external financing environment, and other factors. The Board of Directors shall carefully study and demonstrate the timing, conditions and minimum ratio of the Company's cash dividends, the conditions for adjustment and the requirements of its decision-making procedures when drawing up new profit distribution plan, subject to the approval by a majority of all directors;</p> <p>(II) Before convening the meeting of Board of Directors for profit distribution, the independent directors shall put forward clear opinions on the profit distribution plan. If they agree with the profit distribution plan, it shall be approved by a majority of all independent directors; if they disagree with the profit distribution plan, the independent directors shall present the facts and reasons for their disagreement and request the Board of Directors to reformulate the profit distribution plan, and if necessary, they may request the convening of a <u>shareholders'</u> meeting. Independent directors may solicit the opinions of small and medium-sized shareholders to put forward dividend proposals and submit them directly to the Board of Directors for consideration;</p> <p>(III) <u>The Audit Committee</u> shall give clear opinions on the profit distribution plan, and if it agrees with the profit distribution plan, it shall be approved by a majority of all <u>members</u> and resolved to finalize the profit distribution plan; if it does not agree with the profit distribution plan, <u>the Audit Committee</u> shall present the facts and reasons for disagreement and recommend the Board of Directors to reformulate the profit distribution plan and, if necessary, request the convening of a <u>shareholders'</u> meeting;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(IV) If the profit distribution plan is agreed under the foresaid procedures, the Board of Directors shall propose to convene a <del>general</del> meeting and report to the <del>general</del> meeting for approval; the profit distribution plan shall be approved by <del>at least</del> 1/2 of the votes held by shareholders (<del>including their proxies</del>) attending the <del>general</del> meeting;</p>	<p>(IV) If the profit distribution plan is agreed under the foresaid procedures, the Board of Directors shall propose to convene a <u>shareholders' meeting</u> and report to the <u>shareholders' meeting</u> for approval; the profit distribution plan shall be approved by <u>more than</u> 1/2 of the votes held by shareholders attending the <u>shareholders' meeting</u>;</p>
<p>(V) If the Company makes profit in the year but does not draw up a cash dividend plan, it shall disclose the reasons in accordance with the relevant regulations, and the independent directors shall express their independent opinions on the profit distribution plan, which shall be considered and approved by the Board of Directors and submitted to the <del>general</del> meeting for consideration and approval, and the Board of Directors shall make an explanation on it to the <del>general</del> meeting;</p>	<p>(V) If the Company makes profit in the year but does not draw up a cash dividend plan, it shall disclose the reasons in accordance with the relevant regulations, and the independent directors shall express their independent opinions on the profit distribution plan, which shall be considered and approved by the Board of Directors and submitted to the <u>shareholders' meeting</u> for consideration and approval, and the Board of Directors shall make an explanation on it to the <u>shareholders' meeting</u>;</p>
<p>(VI) The profit distribution policy of the Company shall not be changed at will. If the existing profit distribution policy conflicts with the Company's operation, investment planning and long-term development needs so that there is a need to adjust it, the Board of Directors shall propose a revised profit distribution policy to the <del>general</del> meeting. The Board of Directors shall fully discuss with the independent directors and fully consider the opinions of the small and medium-sized shareholders in the process of amending the profit distribution policy. At the meeting of the Board of Directors to consider the modification of the profit distribution policy, it shall be approved by a majority of all directors and by more than 1/2 of the independent directors, and the independent directors shall express their independent opinions on the formulation or modification of the profit distribution policy. The <del>general</del> meeting shall consider the adjustment plan of the profit distribution policy, subject to the approval by <del>at least</del> 2/3 of the votes held by the shareholders attending the <del>general</del> meeting, and disclose the reasons for the adjustment in the periodic report.</p>	<p>(VI) The profit distribution policy of the Company shall not be changed at will. If the existing profit distribution policy conflicts with the Company's operation, investment planning and long-term development needs so that there is a need to adjust it, the Board of Directors shall propose a revised profit distribution policy to the <u>shareholders' meeting</u>. The Board of Directors shall fully discuss with the independent directors and fully consider the opinions of the small and medium-sized shareholders in the process of amending the profit distribution policy. At the meeting of the Board of Directors to consider the modification of the profit distribution policy, it shall be approved by a majority of all directors and by more than 1/2 of the independent directors, and the independent directors shall express their independent opinions on the formulation or modification of the profit distribution policy. The <u>shareholders' meeting</u> shall consider the adjustment plan of the profit distribution policy, subject to the approval by <u>more than</u> 2/3 of the votes held by the shareholders attending the <u>shareholders' meeting</u>, and disclose the reasons for the adjustment in the periodic report.</p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 226 The Company shall appoint a payment receiving agent for holders of overseas listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange.</p>	<p>Article 172 The Company shall appoint a payment receiving agent for holders of overseas listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange.</p>
–	<b>Section 2 Internal Audit</b>
–	<p>Article 173 The Company shall have an internal audit system, which <u>specifies the leadership system, duties and responsibilities, staffing, financial security, use of audit results and accountability for internal audit work.</u></p> <p><u>The internal audit system of the Company shall take effect upon approval by the Board of Directors and be publicly disclosed.</u></p>
–	<p>Article 174 The internal audit department of the Company conducts <u>supervision and inspection of the business activities, risk management, internal control, financial information and other matters of the Company.</u></p>
–	<p>Article 175 The internal audit department shall be accountable to the <u>Board.</u></p> <p><u>The internal audit department shall be subject to the supervision and guidance of the Audit Committee in the course of its supervision and inspection of the business activities, risk management, internal control and financial information of the Company. If the internal audit department discovers relevant major problems or clues, it shall report directly to the Audit Committee immediately.</u></p>
–	<p>Article 176 The internal audit department shall be responsible for the <u>specific organization and implementation of the evaluation of the Company's internal control. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant information issued by the internal audit department and reviewed by the Audit Committee.</u></p>
–	<p>Article 177 The internal audit department shall actively cooperate and <u>provide necessary support and collaboration when the Audit Committee communicates with the external audit institutions such as accounting firms and national audit authorities.</u></p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
–	Article 178 The Audit Committee shall <u>participate in the assessment of the person in charge of internal audit.</u>
<b>Section 2 Appointment of Accounting Firm</b>	<b>Section 3 Appointment of Accounting Firm</b>
Article 227 The Company shall appoint an <del>independent</del> accounting firm which is qualified under the relevant regulations <del>of the State</del> to audit the Company's annual financial statements, <del>and to review the Company's other financial statements.</del>	Article 179 The Company shall appoint an accounting firm that complies with the requirements of <u>the Securities Law</u> to conduct accounting statement auditing, <u>net assets verification and other related consulting services</u> for a term of one year and may be renewed.
Article 228 The appointment of an accounting firm by the Company shall be decided by the shareholders' meeting. The Board <del>may</del> not appoint an accounting firm before the decision is made by the <del>general</del> meeting. <del>The accountant firm appointed by the Company shall hold office from the conclusion of the annual general meeting until the conclusion of the next annual general meeting.</del>	Article 180 The appointment and <u>dismissal</u> of an accounting firm by the Company shall be determined by the shareholders' meeting. The Board <u>shall</u> not appoint an accounting firm before the decision is made by the <u>shareholders'</u> meeting.
Article 229 The accounting firm appointed by the Company shall have the following rights:  (I) To access the account books, records or vouchers of the Company at any time, and to ask directors, general manager or other senior management to provide relevant documents and explanations;  (II) To ask the Company to take every action possible to obtain documents and explanations from its subsidiaries needed for the accounting firm to perform its duties;  (III) To be present at the <del>general</del> meetings, get notice of the <del>general</del> meeting that any shareholder has the right to receive or other information relating to the <del>general</del> meetings, and deliver speeches at any <del>general</del> meeting in relation to the matters concerning the accounting firm.	Article 181 The accounting firm appointed by the Company shall have the following rights:  (I) To access the account books, records or vouchers of the Company at any time, and to ask directors, general manager or other senior management to provide relevant documents and explanations;  (II) To ask the Company to take every action possible to obtain documents and explanations from its subsidiaries needed for the accounting firm to perform its duties;  (III) To be present at the <u>shareholders'</u> meetings, get notice of the <u>shareholders'</u> meeting that any shareholder has the right to receive or other information relating to the <u>shareholders'</u> meetings, and deliver speeches at any <u>shareholders'</u> meeting in relation to the matters concerning the accounting firm.
Article 230 Regardless of the terms in the contract concluded between the accounting firm and the Company, the <del>general</del> meeting may, through an ordinary resolution, resolve to dismiss the said accounting firm before the expiration of the term thereof. In the event of any rights claimed by the accounting firm against the Company, the said rights shall not be affected.	Article 182 Regardless of the terms in the contract concluded between the accounting firm and the Company, the <u>shareholders'</u> meeting may, through an ordinary resolution, resolve to dismiss the said accounting firm before the expiration of the term thereof. In the event of any rights claimed by the accounting firm against the Company, the said rights shall not be affected.
Article 231 The Company ensures to provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.	Article 183 The Company ensures to provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 232 The remuneration of the accounting firm or the way to confirm the remuneration shall be determined by the general meeting. The remuneration of such accounting firm appointed by the Board shall be confirmed by the Board.	–
Article 233 Appointment, dismissal or non-appointment of the accounting firm shall be subject to decision at the general meeting and shall be filed with the securities regulatory authorities under the State Council.	–
–	Article 184 The audit fees of an accounting firm shall be determined by the shareholders' meeting.
Article 234 Should the Company dismiss or no longer re-appoint the accounting firm, it shall notify such accounting firm thirty days in advance. When the general meeting votes for the dismissal of such accounting firm, such accounting firm shall be allowed to express their opinions.  Where the accounting firm resigns its office, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.	Article 185 Should the Company dismiss or no longer re-appoint the accounting firm, it shall notify such accounting firm in advance. When the shareholders' meeting votes for the dismissal of such accounting firm, such accounting firm shall be allowed to express their opinions.  Where the accounting firm resigns its office, it shall make clear to the shareholders' meeting whether there has been any impropriety on the part of the Company.
<b>CHAPTER 10 NOTICES AND ANNOUNCEMENTS</b>	<b>CHAPTER 8 NOTICES AND ANNOUNCEMENTS</b>
Article 235 The notices of the Company (including but not limited to the notice of convening the general meeting, the meeting of the Board and the meeting of the supervisory committee) shall be sent out in the following ways:  (I) by hand;  (II) by facsimile;  (III) by post;  (IV) by email or telephone;  (V) by way of announcement;  (VI) by announcement on the newspaper or other designated media;  (VII) by publishing on the website designated by the Company and the stock exchange in the place where the shares of the Company are listed in compliance with laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association;	Article 186 The notices of the Company shall be sent out in the following ways:  (I) by hand;  (II) by post;  (III) by way of announcement;  (IV) by other means stipulated in the Articles of Association.  There is no restriction in the Articles of Association on giving notice to shareholders with registered addresses outside Hong Kong.  Any notice of the Company given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the shares of the Company are listed provides otherwise, such provisions shall prevail.

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>(VIII) by other means approved by the securities regulatory authority at the location where the shares of the Company are listed or specified in the Articles of Association.</p> <p>There is no restriction in the Articles of Association on giving notice to shareholders with registered addresses outside Hong Kong.</p> <p>Any notice of the Company given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the shares of the Company are listed provides otherwise, such provisions shall prevail.</p> <p>Even if there are provisions as otherwise stated in the Articles of Association in respect to the form of any other documents, announcements, or other newsletters or notices, as permitted by relevant provisions of the securities regulatory authority at the location where the shares of the Company are listed, the Company may publish newsletters by the form specified in item (VII) of this Article, instead of serving written documents to holders of overseas listed shares by personal delivery or pre-paid mail. The abovementioned newsletters refer to any documents published or to be published by the Company for reference or action guidance for shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheet and income statement), notices of general meeting, circulars, authorizations and other communication files.</p> <p>If the Company is empowered to give notice by advertisement, such advertisements may be published in the newspapers and there is no prohibition on giving notice to shareholders with registered addresses outside Hong Kong.</p>	
–	Article 187 Notices of convening shareholders' meetings of the Company shall be given to the shareholders by way of announcement.
–	Article 188 Notices of convening a meeting of the Board of Directors shall be given by hand, by express service, by fax, by e-mail, by telephone or other means specified in the Articles of Association.

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 236 The date of service of the Company's notice:</p> <p>(I) If sent by hand, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service;</p> <p>(II) <del>If sent by facsimile, the sending date of the fax shall be the date of service;</del></p> <p>(<del>III</del>) If sent by post, the <del>second</del> business day after the post shall be the date of service;</p> <p>(<del>IV</del>) <del>If sent by telegram, the second business day after the sending date of the telegram shall be the date of service;</del></p> <p>(V) If sent by announcement, the date of first announcement shall be the date of service.</p>	<p>Article 189 The date of service of the Company's notice:</p> <p>(I) If sent by hand, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service;</p> <p>(II) If sent by post, the <u>third</u> business day after the post shall be the date of service;</p> <p>(III) If sent by announcement, the date of first announcement shall be the date of service;</p> <p>(IV) <u>If sent by fax, the date of the fax report printed by the fax machine of the Company indicating that the fax was successful shall be the date of service;</u></p> <p>(V) <u>If sent by e-mail, the date when the information message enters the specific system designated by the recipient shall be the date of service;</u></p> <p>(VI) <u>If sent by telephone, the date on which the notification is made shall be the date of service.</u></p>
<p>Article 237 The accidental omission to give notice of meeting to, or the non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions adopted at such meeting.</p>	<p>Article 190 Only the accidental omission to give notice of meeting to, or the non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions adopted at such meeting.</p>
–	<p><u>Article 191 The media designated by the Company for the publication of announcements and other information required to be disclosed are the website of the Shanghai Stock Exchange and other media that meet the requirements prescribed by the CSRC.</u></p>
<p>Article 238 If the securities regulatory authority at the location where the shares of the Company are listed stipulates that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Company may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.</p>	<p>Article 192 If the securities regulatory authority at the location where the shares of the Company are listed stipulates that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Company may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 239 The Company shall issue announcements and disclose information to holders of domestic shares through newspapers or websites designated by the laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. If it is required to make public announcements to the holders of H Shares pursuant to the Articles of Association, the announcement shall also be published in such manner as required by the Hong Kong Listing Rules.	Article 193 The Company shall issue announcements and disclose information to holders of domestic shares through newspapers or websites designated by the laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. If it is required to make public announcements to the holders of H Shares pursuant to the Articles of Association, the announcement shall also be published in such manner as required by the Hong Kong Listing Rules.
<b>CHAPTER 11 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION</b>	<b>CHAPTER 9 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION</b>
<b>Section 1 Merger, Division, Increase and Decrease of Capital</b>	<b>Section 1 Merger, Division, Increase and Decrease of Capital</b>
Article 240 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.  Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or more companies merge into a new company, the original companies will be dissolved.	Article 194 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.  Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or more companies merge into a new company, the original companies will be dissolved.
–	Article 195 <u>Subject to the compliance with the rules of the securities regulatory authority of the place where the shares of the Company are listed, if the consideration paid by the Company for the merger does not exceed 10% of the Company's net assets, a resolution of the shareholders' meeting is not required, unless otherwise provided by the Articles of Association.</u>  <u>Mergers conducted in accordance with the preceding paragraph without a resolution of the shareholders' meeting must be approved by a resolution of the Board.</u>
Article 241 <del>In the event of the merger or division of the Company, a proposal shall be presented by the Board and shall be approved by the general meeting in accordance with the procedures stipulated in the Articles of Association. The Company shall then undertake the relevant approval process in a manner prescribed by law. A shareholder who objects to the proposal of merger or division shall be entitled to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall be compiled into special documents which shall be available for inspection by the shareholders of the Company.</del>	–

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 242 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days after the date of the Company's resolution approving the merger and shall publish a public notice in newspapers or <del>by other means</del> within thirty days thereafter. The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within thirty days after the receipt of the written notification, or in the event that no such notification is received, within forty-five days after the date of the announcement.	Article 196 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days after the date of the Company's resolution approving the merger and shall publish a public notice in newspapers or <u>on the National Enterprise Credit Information Publicity System</u> within thirty days thereafter.  The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within thirty days after the receipt of the written notification, or in the event that no such notification is received, within forty-five days after the date of the announcement.
Article 243 Upon the merger, receivables and indebtedness of each of the merging parties shall be assumed by the company which survives the merger or the newly established company.	Article 197 Upon the merger, receivables and indebtedness of each of the merging parties shall be assumed by the company which survives the merger or the newly established company.
Article 244 Where there is a division of the Company, its assets shall be divided up accordingly.  In the event of division of the Company, <del>the parties shall execute a division agreement and prepare</del> a balance sheet and an inventory of assets. The Company shall notify its creditors within <del>ten days after the date of the Company's resolution approving the division and shall publish a public announcement at least three times in newspapers within thirty days thereafter.</del>	Article 198 Where there is a division of the Company, its assets shall be divided up accordingly.  In the event of division of the Company, a balance sheet and an inventory <u>list for assets shall be prepared</u> . The Company shall notify its creditors within <u>10 days from passing of the resolution on division</u> , and make an announcement <u>within 30 days in newspapers or on the National Enterprise Credit Information Publicity System</u> .
Article 245 Debts of the Company prior to division shall be assumed jointly by the companies which exist after the division, unless agreed otherwise in the written agreement signed between the Company and creditors in respect of settlement of such debts prior to the division.	Article 199 Debts of the Company prior to division shall be assumed jointly by the companies which exist after the division, unless agreed otherwise in the written agreement signed between the Company and creditors in respect of settlement of such debts prior to the division.
Article 246 A balance sheet and an inventory of assets <del>must be prepared</del> by the Company if it needs to reduce registered capital.  The Company <del>shall</del> notify its creditors within ten days from the date of the resolution for reduction of registered capital and shall publish a public announcement in newspapers within thirty days thereafter. The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within thirty days after the receipt of the written notification, or in the event that no such notification is received, within forty-five days after the date of the announcement.	Article 200 A balance sheet and an inventory of assets <u>should be prepared</u> by the Company if it needs to reduce registered capital.  The Company shall notify its creditors within ten days from the date of the resolution <u>approved at the shareholders' meeting</u> for reduction of registered capital and shall publish a public announcement in newspapers or <u>on the National Enterprise Credit Information Publicity System</u> within thirty days thereafter. The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within thirty days after the receipt of the written notification, or in the event that no such notification is received, within forty-five days after the date of the announcement.  <u>Where the Company reduces its registered capital, it shall reduce the amount of capital contribution or shares in proportion to the shareholders' shareholdings, unless it is otherwise stipulated by laws or the Articles of Association.</u>

Original Article of the Articles of Association	Amended Article of the Articles of Association
-	<p>Article 201 Where the Company still incurs losses after making up its losses in accordance with the provisions of paragraph 2 of Article 165 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share.</p> <p>The provisions of paragraph 2 of Article 200 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Company shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within thirty days from the date of the resolution on the reduction of its registered capital at the shareholders' meeting.</p> <p>After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the accumulated amount of its statutory reserve and discretionary reserve reaches 50% of its registered capital.</p>
-	<p>Article 202 If the reduction of the registered capital is in violation of the Company Law and other relevant regulations, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the responsible directors, and senior management members shall be held liable for compensation.</p>
-	<p>Article 203 When the Company issues new shares to increase its registered capital, shareholders do not have pre-emptive rights, unless otherwise stipulated in the Articles of Association or a resolution of the shareholders' meeting grants shareholders pre-emptive rights.</p>
<p>Article 247 The Company shall, in accordance with law, apply for change in its registration particulars with the company's registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, that company shall apply for registration in accordance with the law.</p> <p>Where the Company increase or reduce its registered capital, the Company shall, in accordance with law, apply for change in its registration with the company registration authorities.</p>	<p>Article 204 The Company shall, in accordance with law, apply for change in its registration particulars with the company's registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, that company shall apply for registration in accordance with the law.</p> <p>Where the Company increase or reduce its registered capital, the Company shall, in accordance with law, apply for change in its registration with the company registration authorities.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<b>Section 2 Dissolution and Liquidation</b>	<b>Section 2 Dissolution and Liquidation</b>
<p>Article 248 The Company shall be dissolved upon the occurrence of the following events:</p> <p>(I) the term of its operations set out in the Articles of Association has expired;</p> <p>(II) a resolution for dissolution is passed by shareholders at a <del>general</del> meeting;</p> <p>(III) dissolution is necessary due to a merger or division of the Company;</p> <p>(IV) <del>the Company is legally declared insolvent due to its failure to repay debts as they become due;</del></p> <p><del>(V)</del> the Company's business license is revoked or the Company is ordered to close down or de-registered according to laws;</p> <p><del>(VI)</del> where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of all shareholders of the Company may request the People's Court to dissolve the Company.</p>	<p>Article 205 The Company shall be dissolved upon the occurrence of the following events:</p> <p>(I) the term of its operations set out in the Articles of Association has expired or <u>circumstances for dissolution specified in the Articles of Association arise;</u></p> <p>(II) a resolution for dissolution is passed by shareholders at a <u>shareholders' meeting;</u></p> <p>(III) dissolution is necessary due to a merger or division of the Company;</p> <p>(IV) the Company's business license is revoked or the Company is ordered to close down or de-registered according to laws;</p> <p>(V) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of all shareholders of the Company may request the People's Court to dissolve the Company.</p> <p><u>If any of the circumstances as mentioned in the preceding paragraph arises, the Company shall disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System within ten days.</u></p>
<p>Article 249 The Company may continue to exist by amending the Articles of Association in the event of the circumstance <del>as set forth in item (I) of the preceding article.</del></p> <p>The amendment to the Articles of Association according to the preceding article shall be passed by 2/3 of the voting rights held by shareholders present at the <del>general</del> meeting.</p>	<p>Article 206 The Company may continue to exist by amending the Articles of Association <u>or with approval of the shareholders' meeting</u> in the event of the circumstance <u>described in items (I) and (II) of Article 205 in the Articles of Association, if no property has been distributed to its shareholders.</u></p> <p>The amendment to the Articles of Association <u>or obtaining approval of the shareholders' meeting</u> according to the preceding article shall be passed by 2/3 of the voting rights held by shareholders present at the <u>shareholders' meeting.</u></p>



Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 250 In the case of dissolution of the Company under items (I), (II), (V) and (VI) of Article 248 hereof, a liquidation committee shall be formed to commence liquidation within fifteen days from the date of occurrence of events giving rise to dissolution. The members of the liquidation committee shall be determined by the directors or the general meeting. Where a liquidation committee is not established according to schedule, the creditors may apply to the People's Court to designate the relevant personnel to establish a liquidation committee to proceed with the liquidation.</p> <p>In the case of dissolution of the Company under item (IV) of Article 248 hereof, the People's Court shall, according to relevant legal provisions, organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p>	<p>Article 207 In the case of dissolution of the Company under items (I), (II), (IV) and (V) of Article 205 hereof, the Company shall be liquidated. Directors shall be the liquidation obligors, and a liquidation committee shall be formed within fifteen days from the date of occurrence of events giving rise to dissolution.</p> <p>The members of the liquidation committee shall be directors, unless otherwise stipulated in the Articles of Association or otherwise selected by a resolution of the shareholders' meeting.</p> <p><u>If a liquidation obligor fails to perform his/her liquidation obligations in a timely manner, thereby causing losses to the Company or the creditors, such liquidation obligor shall be held liable for compensation.</u></p>
<p>Article 251 If the Board decides the Company shall carry out liquidation (except for liquidation resulting from the Company's declaration of bankruptcy), it shall state in the notice of the general meeting convened for this purpose that the Board has conducted comprehensive investigation on the Company's conditions and believes that the Company is able to pay off all its debts within twelve months following the commencement of liquidation.</p> <p>The functions and powers of the Board of the Company shall terminate immediately when the general meeting adopts the resolution on liquidation.</p> <p>The liquidation committee shall follow the directions of the general meeting to report on its income and expenditures, the Company's business and progress of liquidation at least once a year to the general meeting and make a final report to the general meeting at the end of liquidation.</p>	<p>–</p>
<p>Article 252 The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(I) to categorize the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(II) to inform creditors by a notice or public announcement;</p> <p>(III) to dispose of and liquidate any unfinished businesses of the Company;</p>	<p>Article 208 The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(I) to categorize the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(II) to inform creditors by a notice or public announcement;</p> <p>(III) to dispose of and liquidate any unfinished businesses of the Company;</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
(IV) to pay all outstanding taxes and the taxes incurred from the process of liquidation;	(IV) to pay all outstanding taxes and the taxes incurred from the process of liquidation;
(V) to settle claims and debts;	(V) to settle claims and debts;
(VI) to deal with the residual assets remaining after repayment by the Company of its debts;	(VI) to deal with the residual assets remaining after repayment by the Company of its debts;
(VII) to represent the Company in any civil proceedings.	(VII) to represent the Company in any civil proceedings.
Article 253 The liquidation committee shall, within ten days of its formation, notify the creditors, and shall, within sixty days, make a public announcement in newspapers <del>at least three times</del> . Creditors shall, within thirty days of the receipt of the notice or within forty-five days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation committee.	Article 209 The liquidation committee shall, within ten days of its formation, notify the creditors, and shall, within sixty days, make a public announcement in newspapers <u>or on the National Enterprise Credit Information Publicity System</u> . Creditors shall, within thirty days of the receipt of the notice or within forty-five days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation committee.
Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights, and shall provide the evidentiary materials. The liquidation team shall register the creditors' rights.	Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights, and shall provide the evidentiary materials. The liquidation team shall register the creditors' rights.
The liquidation committee may not clear off any of the debts of any creditors during the period of filing creditors' rights.	The liquidation committee may not clear off any of the debts of any creditors during the period of filing creditors' rights.
Article 254 After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the <del>general</del> meeting or the People's Court for confirmation.	Article 210 After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the <u>shareholders'</u> meeting or the People's Court for confirmation.
The remaining assets after paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed in proportion to shareholding of the shareholders.	The remaining assets after paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed in proportion to shareholding of the shareholders.
During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not related to liquidation. Before the settlement of repayments as provided in the preceding article has been made, the Company's assets shall not be distributed to shareholders.	During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not related to liquidation.  Before the settlement of repayments as provided in the preceding article has been made, the Company's assets shall not be distributed to shareholders.

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 255 If the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the People's Court immediately for a declaration of bankruptcy of the Company.</p> <p>Upon the declaration of bankruptcy of the Company by the People's Court, the liquidation committee shall hand over the liquidation matters to the People's Court.</p>	<p>Article 211 If the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the People's Court immediately for bankruptcy liquidation of the Company.</p> <p>Upon the Company's bankruptcy application is accepted by the People's Court, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.</p>
<p>Article 256 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted the same to the general meeting or the People's Court for confirmation. The liquidation committee shall, within thirty days from the date of said confirmation made by the general meeting or relevant competent authorities, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>	<p>Article 212 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the shareholders' meeting or the People's Court for confirmation. The liquidation committee shall submit the document to the companies registration authority, and apply for cancellation of registration of the Company.</p>
<p>Article 257 The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to laws.</p> <p>None of the members of the liquidation committee may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the assets of the Company.</p> <p>Where any members of the liquidation committee cause any loss to the Company or any creditor with intention or due to gross negligence, he/she shall be liable to make compensation.</p>	<p>Article 213 The members of the liquidation committee shall fulfill their obligations of liquidation with duties of loyalty and diligence.</p> <p>Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation; if a member of the liquidation committee causes loss to the creditors due to intentional misconduct or gross negligence, he/she shall be liable for damages.</p>
<p>Article 258 Where the Company is declared bankruptcy in accordance with laws, it shall implement bankruptcy liquidation in accordance with relevant laws relating to bankruptcy of enterprise.</p>	<p>Article 214 Where the Company is declared bankruptcy in accordance with laws, it shall implement bankruptcy liquidation in accordance with relevant laws relating to bankruptcy of enterprise.</p>
<b>CHAPTER 12 AMENDMENTS OF ARTICLES OF ASSOCIATION</b>	<b>CHAPTER 10 AMENDMENTS OF ARTICLES OF ASSOCIATION</b>
<p>Article 259 The Company may amend the Articles of Association in accordance with the requirements of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p>	<p>Article 215 The Company may amend the Articles of Association in accordance with the requirements of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
<p>Article 260 Under any one of the following circumstances, the Company <del>shall</del> amend its articles of association:</p> <p>(I) after amendment has been made to the Company Law or relevant laws, administrative regulations and the <del>Hong Kong Listing Rules</del>, the contents of the Articles of Association <del>shall</del> conflict with the amended laws, administrative regulations and the <del>Hong Kong Listing Rules</del>;</p> <p>(II) the changes that the Company have undergone are inconsistent with the records made in the Articles of Association;</p> <p>(III) the <del>general</del> meeting decides that the Article of Association should be amended;</p> <p>(IV) <del>amendments shall be made in accordance with the requirements of the securities regulatory authorities in the place where the Company's shares are listed (including but not limited to the amendment to these Articles as required by the Hong Kong Stock Exchange being also in compliance with the core shareholders' protection standards as set out in the Hong Kong Listing Rules).</del></p> <p>The shareholders may authorize the Board of the Company by ordinary resolution at the general meeting:</p> <p>(I) in case of increase of registered share capital of the Company, the Board of the Company is entitled to amend the relevant content regarding the registered capital of the Company in the Articles of Association in accordance with the actual circumstances;</p> <p>(II) in case of alteration of the text or order of the provisions required by the relevant regulatory authority during the registration, audit and approval of the Articles of Association of the Company approved by the general meeting, the Board of the Company is entitled to make the corresponding amendments according to the requirements of the relevant regulatory authority.</p>	<p>Article 216 Under any one of the following circumstances, the Company <u>will</u> amend its articles of association:</p> <p>(I) after amendment has been made to the Company Law or relevant laws, administrative regulations and the <u>rules of the securities regulatory authority of the place where the shares of the Company are listed</u>, the contents of the Articles of Association conflict with the amended laws, administrative regulations and the <u>rules of the securities regulatory authority of the place where the shares of the Company are listed</u>;</p> <p>(II) the changes that the Company have undergone are inconsistent with the records made in the Articles of Association;</p> <p>(III) the <u>shareholders'</u> meeting decides that the Article of Association should be amended.</p>
<p>Article 261 Amendments to the Articles of Association passed by resolutions at the <del>general</del> meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval; where the amendments involve the registered particulars of the Company, procedures for change of registration shall be handled in accordance with the law.</p>	<p>Article 217 Amendments to the Articles of Association passed by resolutions at the <u>shareholders'</u> meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval; where the amendments involve the registered particulars of the Company, procedures for change of registration shall be handled in accordance with the law.</p>

Original Article of the Articles of Association	Amended Article of the Articles of Association
–	Article 218 The Board of Directors shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting on the amendments to the Articles of Association and the approval opinions of relevant competent authorities.
–	Article 219 The amendment to these Articles of Association related to the information required to be disclosed by the laws and regulations shall be announced in accordance with regulations.
<b>CHAPTER 13 SUPPLEMENTARY ARTICLES</b>	<b>CHAPTER 11 SUPPLEMENTARY ARTICLES</b>
<p>Article 262 Definitions</p> <p>(I) a de facto controller means <del>a person who, though not a shareholder, but</del> through investment relationships, agreements, or other arrangements, may actually control the activities of the Company.</p> <p>(II) the “connected transaction” refers to that as defined in the Hong Kong Listing Rules; “related party transaction” refers to that as defined in the <del>Rules Governing the Listing on the Science and Technology Innovation Board</del>.</p> <p>(III) the meaning of an “accounting firm” is the same as that of “auditors”.</p>	<p>Article 220 Definitions</p> <p>(I) a controlling shareholder refers to a shareholder whose shares <u>represent more than 50% of the total share capital of a limited liability company, or a shareholder with shareholding ratio less than 50%, but the voting rights of the shares held by such shareholder are sufficient to have a significant impact on the resolutions of the shareholders' meeting.</u></p> <p>(II) a de facto controller means <u>a natural person, legal person or unincorporated organization</u> through investment relationships, agreements, or other arrangements, may actually control the activities of the Company.</p> <p>(III) the “connected transaction” refers to that as defined in the Hong Kong Listing Rules; “related party transaction” refers to that as defined in the <u>STAR Market Listing Rules</u>.</p> <p>(IV) the meaning of an “accounting firm” is the same as that of “auditors”.</p>
–	Article 221 The Board of Directors may formulate by-laws in accordance with the Articles of Association, provided that such by-laws shall not contravene the provisions of the Articles of Association.
Article 263 The Articles of Association are written in Chinese. In case of any inconsistency between the articles of association in any other language or of different version and the Articles of Association, the Chinese version of the Articles of Association shall prevail.	Article 222 The Articles of Association are written in Chinese. In case of any inconsistency between the articles of association in any other language or of different version and the Articles of Association, the Chinese version of the Articles of Association shall prevail.
Article 264 The term “more than”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “lower”, “above”, “less than” shall all exclude the given figure.	Article 223 The term “more than”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “lower”, “above”, “less than” shall all exclude the given figure.

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 265 The Board shall be responsible for the interpretation of the Articles of Association.	Article 224 The Board shall be responsible for the interpretation of the Articles of Association. <u>Any matters not covered by the Articles of Association or in the event of a conflict with the laws and regulations, the provisions of the securities regulatory authorities of the places where the Company's shares are listed, and the Listing Rules shall be dealt with in accordance with the laws and regulations, the provisions of the securities regulatory authorities of the places where the Company's shares are listed and the Listing Rules together with the Company's actual situation.</u>
–	Article 225 <u>If the State provides otherwise for preferred shares, such provisions shall prevail.</u>
Article 266 The Articles of Association shall take effect and put into force from the date of adoption by special resolution on the <del>general</del> meeting of the Company. Since the effective date of the Articles of Association, the original Articles of Association of the Company shall be automatically invalidated.	Article 226 The Articles of Association shall take effect and put into force from the date of adoption by special resolution on the <u>shareholders'</u> meeting of the Company. Since the effective date of the Articles of Association, the original Articles of Association of the Company shall be automatically invalidated.

*Note: Due to the addition or removal and sequential adjustment of the Articles, the numbering of original Articles of the Articles of Association is adjusted accordingly, so as for the Articles with cross-reference. The conversion of numbers between words and figures will not be explained separately.*

## REMEGEN CO., LTD.\*

## RULES OF PROCEDURES FOR THE MEETING OF SHAREHOLDERS

## Chapter 1 General Provisions

**Article 1** ~~In order to safeguard the lawful rights and interests of shareholders and~~  
~~creditors regulate the conduct of RemeGen Co., Ltd.\* (the “Company”) and standardize the~~  
~~organization and behavior of ensure that the general shareholders’ meeting of shareholders of~~  
~~the eCompany exercises its functions and powers legally, in accordance with the relevant laws,~~  
~~regulations and regulatory documents of the Company Law of the People’s Republic of China~~  
~~(the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities~~  
~~Law”), the Guidelines on the Articles of Association of Listed Companies, Rules of General~~  
~~Shareholders’ Meeting of Listed Companies, regulations and listing rules of the securities~~  
~~regulatory authorities of the place where the shares of the Company are listed, Rules Governing~~  
~~the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock~~  
~~Exchanges, Self-Regulatory Guideline for Listed Companies on the Science and Technology~~  
~~Innovation Board of the Shanghai Stock Exchange No. 1 — Regularization of Operation, Rules~~  
~~Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong~~  
~~Kong Listing Rules”), and Articles of Association of RemeGen Co., Ltd.\* (the “Articles of~~  
~~Association”), these rules and procedures (hereinafter referred to as the “Rules”) are~~  
formulated.

**Article 2** The Rules shall apply to matters relating to the convening, proposal, notices and holding of the shareholders’ meeting of the Company.

**Article 3** The Company shall convene the shareholders’ meeting in strict accordance with the laws, administrative regulations of the place of listing, Articles of Association, and relevant provisions of the Rules, so as to ensure that shareholders can exercise their rights according to law.

The board of the Company shall by due diligence perform its duties, and shall organize the shareholders’ meeting in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of the shareholders’ meeting and their lawful exercise of functions and powers.

**Article 4** The shareholders’ meeting shall exercise its functions and powers within the scope stipulated in the Company Law and the Articles of Association.

**Article 5** The Company will engage a lawyer to issue and announce a legal opinion on the following issues when convening a shareholders’ meeting:

- (1) whether the convening and holding procedures of the meeting are in compliance with the laws, administrative regulations, the Rules and the Articles of Association;

- (2) whether the qualifications of the persons attending the meeting and the convener are legal and valid;
- (3) whether the voting procedures and results of the meeting are lawful and valid;
- (4) legal opinions on other relevant issues at the request of the Company.

## **Chapter 2 Functions and Powers of the Shareholders' Meeting General Provisions**

**Article 2-6** ~~The general~~ shareholders' meeting is the organ of the authority of the Company, which exercises its functions and powers in accordance with laws:

- ~~(1) to decide on operational policies and investment plans of the Company;~~
- ~~(21) to elect and replace the directors and supervisors who are shareholder representatives, and to decide on matters relevant to the remuneration of directors and supervisors;~~
- ~~(32) to consider and approve reports of the board;~~
- ~~(4) to consider and approve reports of the supervisory committee;~~
- ~~(5) to consider and approve annual financial budget plans and final accounting plans of the Company;~~
- ~~(63) to consider and approve the profit distribution plan and loss recovery plan of the Company;~~
- ~~(74) to determine the increase or decrease of the registered capital of the Company;~~
- ~~(85) to determine the issuance of corporate bonds or other securities by the Company and listing plan;~~
- ~~(96) to determine matters such as the merger, division, dissolution, liquidation or change;~~
- ~~(107) to amend the Articles of Association and rules of procedures for general meeting, board meeting and the supervisory committee;~~
- ~~(118) to determine the appointment of, and removal of and non-reappointment of an auditor~~ the Company's accounting firm engaged in the audit work of by the Company;



- (129) to consider and approve the provision of guarantees to third parties that shall be approved at a general shareholders' meeting required by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, the Articles of Association and the Rules;
- (130) to consider matters relating to the purchases and disposals of material assets, which are more than 30% of the latest audited total assets of the Company, within one year;
- (14) ~~to consider and approve the related significant transactions and related party/connected party transactions that shall be considered and approved at a general meeting required by laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association;~~
- (151) to consider and approve any change in the use of proceeds;
- (1612) to consider the ~~formulation, amendment and implementation of~~ share incentive plans and employee stock ownership plans;
- (17) ~~to consider and approve the proposal raised by shareholders who, individually or in the aggregate, hold 3% or more of the total number of voting shares of the Company;~~
- (1813) to review other matters which, in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the provisions of the Articles of Association, shall be approved at a general shareholders' meeting.

The general shareholders' meeting can authorize ~~or entrust~~ the board to make resolutions on the issuance of corporate bonds, handle the matters authorized or entrusted thereby, provided that the laws and regulations, and the mandatory laws and regulations of the place where the shares of the Company are listed are not violated.

**Article 3-7** The following external guarantees provided by the Company are subject to the consideration and approval by the shareholders' meeting:

- (1) a single guarantee for an amount in excess of 10% of the Company's latest audited net assets;
- (2) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlling subsidiary exceeds 50% of the ~~Company's~~ latest audited net assets;
- (3) a guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;

- (4) any guarantee provided after the total amount of guarantee exceeds 30% of the Company's latest audited net assets;
- (5) any guarantee provided ~~after the amount of guarantee by the Company to others, the amount of which within one year exceeds 30% of the Company's latest audited net assets based on cumulative calculation for 12 consecutive months;~~
- (6) guarantee to be provided to shareholders, actual controllers and their related party/connected parties;
- (7) ~~other guarantees as prescribed by laws, regulations, normative documents, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.~~

~~When the guarantee specified in item (5) above is considered at the general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the general meeting.~~

~~When considering the resolution of providing guarantee to shareholders, actual controllers and their related party/connected parties at the general meeting, such shareholders or shareholders controlled by such actual controller shall not vote on such resolution.~~

**Article 4-8** ~~General~~ Shareholders' meetings are divided into annual ~~general~~ shareholders' meetings and extraordinary ~~general~~ shareholders' meetings. Annual ~~general~~ shareholders' meetings shall be held once every year and within 6 months from the end of the preceding accounting year.

The ~~board~~ Company shall convene an extraordinary ~~general~~ shareholders' meeting within two months after the occurrence of any one of the following circumstances:

- (1) when the number of directors is less than two thirds of the number specified in the Company Law or the Articles of Association;
- (2) where the unrecovered losses of the Company amount to one-third of its total ~~paid up~~ share capital;
- (3) where a request is made by shareholder(s), individually or jointly, holding 10% or more of the Company's issued and outstanding shares with carrying voting rights request(s) (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules)) in writing for the convening of an extraordinary general meeting (the number of shares held shall be calculated as at the date when the shareholder(s) provide(s) the written request);
- (4) where the board considers it necessary;

- (5) where the audit supervisory-committee proposes to call for such a meeting;
- (6) other circumstances stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

### Chapter 3 Convening of ~~General~~ Shareholders' Meetings

Article 9 The board shall convene shareholders' meetings within the prescribed time limit.

~~Article 5~~ The ~~general~~ meeting of shareholders shall be convened by the board. If the board of directors is unable or fails to perform the duty of convening the general meeting, the supervisory committee shall convene it in time. If the supervisory committee does not convene the meeting, any shareholder(s) individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene the meeting on their own.

Article 6-10 Upon approval by the majority of all independent directors, independent ~~Independent~~ directors are entitled to propose to the board to convene ~~general~~ extraordinary shareholders' meeting. ~~If an independent director proposes to convene an extraordinary general meeting to the board of directors, it should obtain the consent of a majority of all independent directors.~~ In respect to the proposal by the independent director for convening an extraordinary ~~general~~ shareholders' meeting, the board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary ~~general~~ shareholders' meeting within 10 days upon receipt of such proposal.

In the event that the board of directors agrees to convene an extraordinary ~~general~~ shareholders' meeting, the notice of ~~general~~ shareholders' meeting shall be issued within five days after the passing of the relevant board resolution. In the event that the board disagrees to convene an extraordinary ~~general~~ shareholders' meeting, an explanation shall be given and an announcement shall be made.

Any other requirements as required by the securities regulatory authority at the place where the shares of the Company are listed shall prevail.

Article 7-11 The audit ~~supervisory~~-committee ~~has the right to~~ propose in writing the board to convene an extraordinary ~~general~~ shareholders' meeting. The board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary ~~general~~ shareholders' meeting within 10 days upon receipt of such proposal.

In the event that the board agrees to convene an extraordinary ~~general~~ shareholders' meeting, a notice for convening such meeting shall be given within five days after the relevant board resolution is passed and consent of the audit ~~supervisory~~-committee shall be obtained in case of any changes to the original proposal in the notice.

In the event that the board disagrees to convene an extraordinary general shareholders' meeting or does not furnish any reply within 10 days after having received such proposal, the board is deemed to be unable or unwilling to perform the duty of convening a general shareholders' meeting, in which case the audit supervisory committee may convene and preside over such meeting by itself.

**Article 8-12** Where the Sshareholder individually or jointly holding ~~more than 10%~~ or more of the Company's shares with voting rights (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules)) of shares of the Company are entitled to request the board of directors in writing to convene for the convening of an extraordinary general shareholders' meeting, it shall submit it to the board in writing. The board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such request for convening an extraordinary general shareholders' meeting within 10 days upon receipt of such proposal.

In the event that the board agrees to convene an extraordinary general shareholders' meeting, a notice for convening such meeting shall be given within five days after the board resolution is passed and consent of the shareholders shall be obtained in case of any changes to the original proposal in the notice.

Where the board of directors does not agree to convene an extraordinary general shareholders' meeting or does not reply within 10 days of its receipt of the request, shareholders holding, individually or in aggregate, 10% or more of the Company's shares with voting rights (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules)) shares of the Company, shall have the right to request the supervisory committee may propose in writing the audit committee to convene an extraordinary general shareholders' meeting.

In the event that the audit supervisory committee agrees to convene an extraordinary general shareholders' meeting, a notice of the shareholders' general meeting shall be provided within 5 days of such resolution by the board of directors and no change shall be made to the original request in the notice unless approved by the relevant shareholders.

In the event that the audit supervisory committee fails to serve any notice of an extraordinary general shareholders' meeting within the prescribed period, the audit supervisory committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding ~~more than 10%~~ or more of the Company's shares with voting rights (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules)) shares of the Company for more than 90 consecutive days may convene and preside over such a meeting by himself/herself/themselves.

**Article 9-13** Where the audit supervisory committee or shareholders decide to convene a general shareholders' meeting on its/their own, it/they shall send a written notice to the board and also file with the Shanghai Stock Exchange for the record.

The audit committee or the shareholders convening the shareholders' meeting shall submit relevant supporting materials to the Shanghai Stock Exchange when issuing the notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting.

Prior to the announcement of the resolution(s) of a shareholders' meeting, the shareholdings (including preferred shares with restored voting rights but excluding treasury shares (as defined in the Hong Kong Listing Rules)) of the shareholders convening the shareholders' meeting shall not be less than 10%.

Article 10-14 Where a shareholders' meeting is convened by the audit committee or shareholders on its/their own, the board and the secretary to the board shall work in a cooperative manner.

The board shall provide the register of shareholders prepared on the date of record date. If the board fails to provide the register of shareholders, the convener may apply to the securities depository and clearing agency for obtaining it with the relevant announcement of the notice of convening the shareholders' meeting. The register of shareholders obtained by the convener shall not be used for other purposes than convening the shareholders' meeting.

Article 15 Where a ~~general~~ shareholders' meeting is convened by the ~~audit supervisory~~ committee or shareholders on its/their own, the expenses necessary for the ~~general~~ shareholders' meeting shall be borne by the Company ~~and shall be deducted from the monies payable by the Company to the defaulting directors.~~

#### **Chapter 4 Proposals and Notices of General Shareholders' Meetings**

Article 11-16 The contents of a proposal shall be within the functions and powers of the ~~general~~ shareholders' meeting, shall have definite issues for discussion and specific resolutions, and shall comply with the relevant provisions of the laws, administrative regulations, ~~the securities regulatory rules of the place where the shares of the Company are listed~~ and the Articles of Association.

Shareholder(s) individually or jointly holding more than 31% of the shares (including preferred shares with restored voting rights, etc.) of the Company may submit written provisional proposals to the convener 10 days before the ~~general~~ shareholders' meeting. The convener shall serve a supplemental notice of the ~~general~~ shareholders' meeting within 2 days after receipt of the provisional proposals, ~~announce and notify the contents of the said provisional proposals~~ and submit the provisional proposals to the shareholders' meeting for consideration, unless the provisional proposals violate laws, administrative regulations or the Articles of Association, or does not fall within the scope of authority of the shareholders' meeting. The Company shall not increase the shareholding percentage for shareholders proposing provisional proposals.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the ~~general~~ shareholders' meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of the ~~general~~ shareholders' meeting or not complying with the Articles of Association shall not be voted on or resolved at the ~~general~~ shareholders' meeting.

**Article 17** The convener shall notify all shareholders by announcement 20 days before the annual shareholders' meeting or by following the provisions of the Articles of Association, and shall notify all shareholders by announcement 15 days before the extraordinary shareholders' meeting or by following the provisions of the Articles of Association.

**Article 18** The notice and supplementary notice of a shareholders' meeting shall adequately and completely disclose the specific contents of all proposals, as well as all information or explanations necessary to enable shareholders to make reasonable judgments on the matters to be discussed.

~~**Article 12** Where the Company convenes an annual general meeting, a written notice shall be issued at least 20 business days (excluding both the date of notice and the date of meeting) prior to the annual general meeting and at least 15 days or 10 business days (whichever is longer, and excluding both the date of notice and the date of meeting) prior to the extraordinary general meeting. If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.~~

~~**Article 13** The notice of the general meeting shall be given in writing and contain the following:~~

- ~~(1) the date, venue and duration of the meeting;~~
- ~~(2) matters and proposals submitted for consideration at the meeting;~~
- ~~(3) an obvious statement that: all shareholders are entitled to attend the general meeting in person, or appoint in writing proxies to attend and vote on his or her behalf and that such proxies need not be shareholders of the Company;~~
- ~~(4) name and telephone number of permanent contact person;~~
- ~~(5) the nature and extent of the material interests of any director, supervisor or senior management members in the transaction to be discussed, and the difference in case of the effect of the transaction to be discussed on such director, supervisor or senior management member as shareholders insofar as it differs from the effect on the shareholders of the same class;~~

- ~~(6) the date and place for serving the power of attorney authorizing the proxy to vote;~~
- ~~(7) the record date for the determination of the entitlements of shareholders to the general meeting;~~
- ~~(8) other contents as stipulated by relevant laws, rules, regulations, regulatory documents, the listing rules of the place where the Company's shares are listed, and provisions of the Articles of Association.~~

~~The notice and supplementary notice of a general meeting shall adequately and completely disclose the specific contents of all proposals. Where the opinions of the independent directors are required on the issues to be discussed, such opinions and reasons thereof shall be disclosed when the notice or supplementary notice of the general meeting is served.~~

**Article 19** ~~Where a general shareholders' meeting is held over other means, the notice shall specify the voting time and voting matters of other means.~~

~~There shall be not more than 7 business days between the date of record and the date of the general meeting. The equity registration date shall not be changed once confirmed.~~

**Article 14-20** ~~If the election of directors or supervisors is proposed to be discussed at a general shareholders' meeting, the notice of the meeting shall adequately specify~~ disclose ~~the detailed information on the director or supervisor candidates, which shall at least include:~~

- ~~(1) personal particulars, including academic qualifications, working experience and concurrent positions;~~
- ~~(2) whether or not have any related party/connected relationship with the Company, its directors, senior management, controlling shareholders and actual controller;~~
- ~~(3) the number of shares of the Company held by such candidate, including the interests in shares of the Company within the meaning of Part XV of the SFO;~~
- ~~(4) whether or not such candidates have ever been penalized by the CSRC and other relevant authorities or disciplined by a stock exchange, or have other material dishonest conducts or other adverse records;~~
- (5) other contents required by relevant laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed.



~~In addition to the cumulative voting system to elect directors, eEach candidate of director or supervisor shall be proposed in a separate proposal. Where two or more independent directors are to be elected at a general meeting, the cumulative voting mechanism shall be adopted.~~

Article 21 The notice of shareholders' meeting shall indicate the time and place of the meeting and specify the record date. There shall be not more than seven business days between the date of record and the date of the shareholders' meeting. The record date shall not be changed once confirmed. Any other specific requirements on the record date as required by the securities regulatory rules of the place where the shares of the Company are listed shall prevail.

~~Article 15 Unless otherwise stipulated by the laws, regulations and the Articles of Association, the notice of a general meeting shall be delivered by hand or prepaid mail to addresses shown in the register of members to be received by shareholders (whether they are entitled to vote at the general meeting or not). For the shareholders of domestic shares, announcement of the meeting may be issued by way of public announcement.~~

~~The announcement referred to in the preceding paragraph shall be published on the website designated by the securities regulatory authorities under the State Council. Once announced, it is deemed that all domestic shareholders have received the notice of the general meeting.~~

~~The notice of general meeting to H-share shareholders can be published through the website designated by the Hong Kong Stock Exchange and the website of the company. All holders of overseas listed shares shall be deemed as having received the notice of the general meeting once the announcement is published.~~

~~Article 16 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.~~

Article 17-22 Once the notice of general shareholders' meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice shall not be withdrawn. Once delay or cancellation occurs, the convener shall make an announcement and explanation at least two working days before the original convening date. Any other specific requirements on the record date as required by the securities regulatory rules of the place where the shares of the Company are listed shall prevail.



**Chapter 5 Holding of General Shareholders' Meetings**

**Article 18-23** ~~The Company shall convene shareholders' meetings at its domicile or the location prescribed in the Articles of Association. The venue of a general meetings of the Company shall be the place where the Company is located or the place specified in the notice of the general meeting.~~

~~The general shareholders' meeting shall have a venue and be held on-site. The Company may facilitate shareholders attendance and voting at the shareholders' meeting by offering secure, cost-effective and convenient online or other means in accordance with laws, administrative regulations, the requirements of the CSRC and the Articles of Association for convening the meeting, and the venue of the meeting shall be clear and specific. The Company may also provide online voting means for the convenience of shareholders' attendance.~~

~~Shareholders may attend and exercise their voting rights at shareholders' meeting in person, or authorize proxies to attend and speak on their behalf and exercise their voting rights within the scope of authorization, and such proxy need not be a shareholder of the Company. Shareholders attending the meeting by the aforesaid means shall be deemed as present.~~

**Article 24** ~~The Company shall explicitly state the voting time and voting procedures for online or otherwise in the notice of shareholders' meeting.~~

~~The voting period for online or otherwise at the shareholders' meeting shall commence not earlier than 3:00 p.m. on the day prior to the on-site shareholders' meeting, and not later than 9:30 a.m. on the day of the on-site shareholders' meeting, and shall end not earlier than 3:00 p.m. on the day of closing the on-site shareholders' meeting.~~

**Article 19-25** ~~The board and other conveners shall take necessary measures to ensure normal order of the general shareholders' meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.~~

**Article 20-26** ~~All shareholders whose names appear on the register of members on the record date or their proxies are entitled to attend the general shareholders' meeting, and have the right to speak at the general shareholders' meeting, and exercise their voting rights in accordance with the relevant laws, administrative regulations, the securities regulatory rules governing the listing of securities in the place where shares of the Company's securities are listed and the Articles of Association (except where the securities regulatory rules of the place where shares of the Company are listed require to abstain from voting on relevant resolutions); unless individual shareholders are required by relevant laws, regulations or the rules governing the listing of securities in the place where the Company's securities are listed to abstain from voting on certain matters. The Company and the convener shall not refuse for any reason. Each share held by a shareholder attending the shareholders' meeting shall carry one vote. No voting rights shall attach to the shares held by the Company in itself.~~

Article 27 Shareholders attending the shareholders' meeting shall present their own ID cards or other valid documents or certificates verifying their identity. Proxies shall additionally submit a power of attorney from the appointing shareholder and their own valid personal identification documents.

Article 28 The convener and the lawyer shall jointly verify the qualification of shareholders with the register of members provided by the securities depository and clearing agency, and shall register the name of the shareholders as well as the number of their voting shares. Such registration shall be ceased prior to the announcement by the chairman of the meeting of the number of shareholders and their proxies present at the meeting and the total number of their respective voting shares.

Article 29 Where directors and senior management members are required to be present at shareholders' meeting, such directors and senior management members shall be present at the meeting and answer the queries from shareholders. ~~Shareholders may attend a general meeting in person or appoint a proxy to attend and vote on their behalf within the scope of authorization.~~

~~Article 21~~ Individual shareholders who attend the meeting in person shall show the identification card, or other valid documents or certificates to show their identity. The proxy entrusted by shareholders to attend the meeting shall provide his/her identification card and the power of attorney of the shareholder.

~~An institutional shareholder shall entrust its legal representative (person in charge) or agent entrusted by such representative (person in charge) to attend the general meeting. When a legal representative (person in charge) attends the meeting, he/she shall present his/her identification card and an effective evidence of his/her qualification as a legal representative (person in charge); when an entrusted proxy attends the meeting, he/she shall present his/her identification card and the power of attorney in writing issued to him/her by the legal representative (person in charge) of a institutional person shareholder.~~

Article 22-30 The power of attorney issued by the shareholder authorizing his or her proxy to attend the general shareholders' meeting should contain the following:

- (1) the name of the appointer and the class and number of the Company's shares held by such person ~~and number of shares represented by the proxy~~;
- (2) the name of the proxy ~~whether or not the proxy has any voting right~~;
- (3) the specific instructions of the shareholders, including instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the general shareholders' meeting, etc.;
- (4) the date of issue and validity period of the power of attorney;

- (5) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.

~~Article 23~~ Any blank instrument of proxy sent to a shareholder by the board for use by him/her for appointing a proxy shall be in such form to enable the shareholder to freely instruct the proxy to vote in favor or against the related resolution(s), and to instruct separately in respect of each resolution dealing with business to be voted at the meeting. A power of attorney shall contain a statement that, in default of specific instructions from the shareholder, the shareholder's proxy may vote in his/her discretion.

~~Article 24-31~~ The power of attorney for voting shall be deposited at the Company's domicile or such other place as specified in the notice of the meeting at least 24 hours before the time appointed for holding the meeting at which the instrument proposes to vote, or 24 hours before the time appointed for the vote. Where such power of attorney for voting is signed by a person under a power of attorney on behalf of the appointer, that power of attorney or other authorization document shall be notarized. A notarized copy of that power of attorney or other authorization document together with the power of attorney for voting shall be deposited at the Company's domicile or such other place as specified in the notice of the meeting. ~~If the appointer is an institutional shareholder, the legal representative (person in charge) or such person who is authorized by the resolution of its board or other governing body to act as its representative may attend the general meeting of the Company.~~

~~Where such shareholder is a recognized clearing house determined by relevant regulations formulated from time to time in Hong Kong (or its nominee), such shareholder shall be entitled to appoint one or more persons as it deems fit to act on its behalf at any general meeting or any other class meetings, provided in the event of more than one person are authorized, the power of attorney shall specify the number and class of shares represented by each person so authorized and shall be executed by the recognized clearing house. Such persons so authorized shall be entitled to exercise the rights on behalf of the recognized clearing house (or its nominee) without presenting evidence of their shareholding, notarized authorization and/or further proof showing their due authorization as if they were individual shareholders of the Company.~~

~~Article 25~~ A vote given by a proxy in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the appointer or revocation of the proxy or power of authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer as aforesaid has been received by the Company before the commencement of the meeting at which the proxy is used.

~~Article 26-32~~ The Company shall be responsible for preparing the meeting's register. Such register shall specify information such as the name of the persons (or organizations) attending the general shareholders' meeting, identity card number, ~~residential address~~, number of shares or voting shares held, name of the persons (or organizations) the proxy represents.

~~Article 27~~ The convener shall verify the qualification of shareholders with the register of members provided by the securities depository and clearing authority, and shall register the name of the shareholders as well as the number of their voting shares. The registration process shall end before the chairman of the meeting announces on-site the number of shareholders and proxies that attend the meeting, and the number of their voting shares.

~~Article 28~~ When a general meeting is held, all directors, supervisors and secretary to the board of the Company shall attend the meeting, and the general manager and other senior management members shall also be present at the meeting.

~~Article 29-33~~ A general shareholders' meeting shall be convened by the board and presided over by the chairman of the board. Where the chairman of the board is unable or fails to perform his duties, a director shall be jointly elected by more than half of the directors to preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, shareholders fail to elect the presider of the meeting, the shareholder (including proxy thereof, other than Hong Kong Securities Clearing Company Limited) holding the most voting shares thereat shall act as the presider of the meeting to preside over the meeting.

A general shareholders' meeting convened by the supervisory audit committee on its own shall be presided over by the chairman of the supervisory convener of the audit committee. Where the convener of the audit chairman of the supervisory committee is unable or fails to perform its duties, a member of the audit committee ~~a supervisor~~ shall be jointly elected by more than half of the audit committee members ~~supervisors~~ to perform relevant duties.

A general shareholders' meeting convened by shareholders on their own shall be presided over by the convener or a representative elected by the convener.

When a general shareholders' meeting is held and the presider violates these rules of the general shareholders' meeting which makes it difficult for the general shareholders' meeting to continue, a person may be elected at the general shareholders' meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.

~~Article 30-34~~ At an annual general shareholders' meeting, the board of directors and the supervisory committee shall report to general shareholders' meeting on their work in the past year, and each independent director shall also make a work report. ~~Annual work reports of independent directors shall be disclosed no later than when the listing company issues its notice of annual general meeting.~~

~~Article 31~~ Directors, supervisors and senior management members shall provide explanation and clarification to the inquiries raised by the shareholders at the general meeting.

~~Article 32~~ The presider of the general meeting shall, before voting begins, announce the number of attending shareholders and proxies and the total number of their voting shares according to the register of the meeting.

**Chapter 6 Voting Procedures and Resolutions of General Shareholders' Meeting**

**Article ~~33-35~~** Resolutions of the ~~general~~ shareholders' meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution of a ~~general~~ shareholders' meeting shall be passed by more than one half of the voting rights (excluding the voting rights attached to treasury shares) held by the shareholders (including proxies) present at the meeting.

A special resolution of a ~~general~~ shareholders' meeting shall be passed by two-thirds of the voting rights (excluding the voting rights attached to treasury shares) held by the shareholders (including proxies) present at the meeting.

**Article ~~34-36~~** The following matters shall be approved by ordinary resolution at a ~~general~~ shareholders' meeting:

- (1) report on the work of the board ~~and the supervisory committee~~;
- (2) profit distribution plan and loss recovery plan formulated by the board;
- (3) removal of members of the board ~~and the supervisory committee~~, their remuneration and method of payment;
- (4) ~~annual financial budgets and statements of final accounts, balance sheet, income statement and other financial statements of the Company~~;
- (5) ~~the annual report of the Company~~;
- (64) any matters not otherwise required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association to be passed by special resolution.

**Article ~~35-37~~** The following matters shall be approved by special resolution at a ~~general~~ shareholders' meeting:

- (1) to increase or reduce the registered capital of the Company ~~and issue any type of shares, options and other similar types of securities~~;
- (2) ~~to resolve on the issuance of corporate bonds or other securities and listing plan thereof~~;
- (32) ~~to resolve on the division, spin-off, merger, dissolution, or liquidation or transformation of the Company~~;

- (43) to make amendments to these Articles of Association;
- (54) to consider purchase or sale of material assets by the Company within one year, or a guarantee amount provided to others exceeding 30% of the total assets in the most recent audit period of the Company;
- (65) ~~to formulate, revise and implement a share incentive scheme;~~
- (76) other matters as stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association, and matters deemed by the ~~general~~ shareholders' meeting by ordinary resolution to have material effect on the Company and necessary for passing by special resolution.

**Article 36-38** A shareholder who vote at the shareholders' meeting (including his/her proxy) shall exercise his/her voting rights based on the number of shares held, except for the circumstances where cumulative voting is applicable to the election of directors in accordance with the Articles of Association and the Rules. Each share shall have one vote.

No voting rights shall attach to the shares held by the Company, and such shares shall not be counted among the total number of shares with voting rights present at a ~~general shareholders' meeting.~~

**Article 39** The presider of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of voting shares held by them, which shall be the number of shareholders and proxies attending the meeting and the total number of their voting shares as indicated in the meeting register.

**Article 37-40** If the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed stipulate that any shareholder shall waive his/her voting right on a certain resolution or limit any shareholder to cast an affirmative or negative vote on a certain matter, and in case of any violation of such relevant stipulation or limitations, votes casted by such shareholders or proxies thereof shall not be adopted. ~~When a shareholders' general meeting reviews related party/connected transactions, the related party/connected shareholders and their contacts shall not participate in~~ When shareholders are related/connected to the matters to be considered at the shareholders' meeting, they shall abstain from voting and the number of shares with voting rights held represented by them will shall not be counted in the total number of shares with voting rights attending the shareholders' meeting valid votes. The voting result announcement of the shareholders' general meeting shall fully disclose the voting by non-related party/connected persons.

When major issues affecting the interests of small and medium-sized investors are considered at the shareholders' meeting, the votes of small and medium-sized investors shall be counted separately. The results of separate vote counting shall be publicly disclosed in time.

If a shareholder purchases the Company's shares with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the specified proportion shall not exercise voting rights within 36 months after the purchase, and will not be included in the total number of voting shares attending the shareholders' meeting.

The Board of Directors, independent directors, shareholders holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. No payments shall be made to the shareholders for the solicitation of their voting rights, and the specific voting intention and other information shall be fully disclosed to the solicited persons. The solicitation of shareholders' voting rights based on remuneration or disguised remuneration shall be prohibited. Except for statutory conditions, the Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.

**Article 41** When a voting is made on election of directors at a shareholders' meeting, the cumulative voting system may be adopted in accordance with the requirements of the Articles of Association or the resolutions of the shareholders' meeting. A cumulative voting system shall be implemented when a single shareholder of a listed company and persons acting in concert with it holding 30% or more of the shares, or shareholders at the shareholders' meeting, vote on the election of two or more independent directors.

~~Before the general meeting considers matters relating to related party/connected transactions, the Company shall determine the scope of related party/connected shareholders in accordance with relevant laws, regulations and regulatory documents. Related party/connected persons or their authorized representatives may attend the general meeting, and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting in a poll.~~

~~Where the general meeting considers matters relating to related party/connected transactions, related party/connected shareholders shall abstain from voting. If related party/connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to abstain from voting. After related party/connected persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association and rules herein. The presider of the meeting shall announce the number of shareholders and proxies except related party/connected persons present at the general meeting and the total number of their voting shares.~~

~~In order to be valid, the resolutions made at the general meeting on matters relating to related party/connected transactions shall be passed by more than half of the votes cast by the non-related party/connected shareholders attending the general meeting. However, when the related party/connected transaction involves matters that need to be passed by special~~



~~resolution as stipulated in the Articles of association and rules herein, the resolution of the general meeting, in order to become valid, has to be passed by more than 2/3 of the voting rights held by the nonrelated/connected parties attending the general meeting.~~

~~If a related party/connected party or its contact person violates the provisions of this article and participates in voting, the voting on the relevant related party/connected transaction shall be invalid.~~

**Article 38-42** ~~In addition to cumulative voting system, t~~The general shareholders' meeting shall vote on all proposals one by one. In the event that there are different proposals on the same matter, they shall be voted and resolved in a chronological order of proposing such proposals. Unless the general shareholders' meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general shareholders' meeting.

**Article 39-43** ~~When a proposal is put forward for discussion at the shareholders' general meeting, no modification of the proposal shall be made, or the relevant change shall be deemed as a new proposal which may not be voted at the meeting.~~

**Article 40-44** ~~Regarding proposals submitted for resolution, shareholders attending the generalshareholders' meeting shall present: agreement, disagreement or abstaining, except that the securities depository and clearing institution as the nominal holder of Stock Connect stocks makes declaration based on the declaration of intention of the actual controller.~~

~~Any voter with a vote that is not filled in, incorrectly filled in or in unrecognizable writing or not cast shall be deemed as having waived the voting right and the corresponding voting shall be counted as "abstention".~~

~~At the time of voting, any shareholder who has two or more votes (including the proxies of such shareholders) needs not to use all votes for or against any resolution or to abstain from voting on such resolution.~~

~~The same voting rights shall be exercised in one manner only, i.e. on-site, online, or other voting methods. If the same voting power repeats in voting, the first voting result shall prevail.~~

**Article 41** ~~A general meeting shall be held by the venue meeting or other means permitted by laws and regulations.~~

**Article 42** ~~Unless the resolutions on relevant procedures of a general meeting or administrative matters which can be decided by the chairman in the spirit of honesty and credibility and shall be voted on by show of hands, voting for a general meeting shall be made by ballot.~~



~~Article 43~~ If the matter on which voting by ballot is requested is to elect a meeting chairman or discontinue the meeting, voting by ballot shall be conducted at once; for other matters on which voting by ballot is requested, the meeting chairman will decide on when to conduct the voting, and the meeting may be continued to discuss other matters, and the voting results will still be deemed as resolutions passed at the meeting.

~~Article 44-45~~ Prior to the voting on proposals at a general shareholders' meeting, two shareholders' representatives shall be elected to perform vote counting and scrutiny. For the related party/connected shareholders having interests in the item to be considered, such shareholders and their proxies shall not participate in vote counting and scrutiny.

~~Article 45-46~~ When proposals are voted on at the general shareholders' meeting, solicitors; and the shareholders' representative ~~and supervisors' representative and other relevant persons appointed according to the Hong Kong Listing Rules~~ shall be jointly responsible for the counting and monitoring of the ballots ~~according to the Hong Kong Listing Rules~~, and announce voting results of resolutions on the spot, ~~which shall be recorded in minutes.~~

Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check their voting results through the corresponding voting system.

~~Article 46-47~~ The conclusion time of general shareholders' meeting on-site shall not be earlier than that of online or other methods. The presider shall announce the voting result of every proposal on the spot and announce whether the proposal is passed or not according to the voting result.

Before the voting result is formally announced, the relevant parties including the company, counting officer, monitoring officer, ~~and major shareholders and internet service provider~~ involved at the spot of the general shareholders' meeting, online voting or other voting method shall have the confidentiality obligation.

~~Article 47~~ If the chairperson of the meeting has any doubt about the submitted result of the voting, he/she may organize a recount of the cast votes. If the chairperson of the meeting fails to count the votes, and the shareholders or proxies attending the meeting have any doubt about the result announced by the chairperson of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes.

If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes. The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the domicile of the Company.

**Article 48** Resolutions of the ~~general shareholders'~~ meeting shall be announced in due time ~~according to the relevant laws, regulations, departmental rules, regulatory documents, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.~~ The announcement ~~of resolutions~~ shall specify the number of attending shareholders and their proxies, the total number of voting shares ~~they represent~~ entitling the holders to attend and vote on the resolutions at the meeting and the proportion of these shares to the total number of the voting shares of the Company, the total number of shares entitling the holders to attend the meeting but required to abstain from voting in favor of the resolutions pursuant to the Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the total number of shares held by holders who are required to abstain from voting pursuant to the Hong Kong Listing Rules, the total number of shares voting in favor of and the total number of shares voting against the resolutions, ~~the total number of shares required to abstain from voting in the concurring votes and/or voting as requested by the regulatory rules of the place where the shares of the Company are listed (as specific to certain proposals, if any), whether the shareholder who is required to abstain from voting has given up the voting right, the voting method, the voting results for every resolution and the details of each of the resolutions passed, whether the person who expresses his intention to vote against the relevant resolution or abstain from voting right actually acts according to it at the shareholders' meeting, and the attendance rate of directors at the shareholders' meeting.~~

**Article 49** Proposals not adopted or resolutions of the former ~~general shareholders'~~ meeting changed in this ~~general shareholders'~~ meeting shall be specially pointed out in the announcement on the resolution of the ~~general shareholders'~~ meeting.

**Article 50** The ~~general~~ shareholders' meetings shall have meeting minutes, which shall be recorded by the secretary to the board, and shall contain the following:

- (1) the date, venue and agenda of the meeting, and the name of the convener;
- (2) the names of the presider, and the directors, ~~supervisors, general manager and other~~ senior management members ~~attending or~~ present at the meeting;
- (3) the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the shares of the Company;
- (4) the consideration process of each proposal, summaries of the speeches and the voting result;
- (5) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;
- (6) the name of solicitors, vote counters and scrutineer;
- (7) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

**Article 51** ~~The convener shall ensure the meeting minutes are true, accurate and complete.~~ The attending or present directors, ~~supervisors,~~ Secretary to the board of directors, convener or their representatives and the chairman of the meeting shall sign on the minutes, and ensure that the minutes are truthful, accurate and complete. Effective documents such as ~~t~~The meeting minutes and the signed attendance record of the shareholders who attended in person, the proxy forms for the proxies present at the meeting and voting results obtained online or through other means shall be kept together for at least 10 years.

**Article 52** A convener shall ensure that the shareholders' meeting continues until a resolution is formed. Where the ~~general~~ shareholders' meeting is suspended or no resolution can be made due to force majeure, or any other special reasons, necessary measures shall be taken to resume or directly terminate the ~~general~~ shareholders' meeting, and a timely announcement shall be made. The convenor shall at the same time report to the branch office of the CSRC and the stock exchange at the place where the Company is domiciled.

**Article 53** Where a proposal on election of directors ~~or supervisors~~ is passed at the ~~general~~ shareholders' meeting, the new directors ~~and supervisors~~ shall take office in accordance with the Articles of Association.

Article 54 When the resolutions regarding cash distribution, bonus issue or conversion of capital reserve into share capital have been passed at the shareholders' meeting, the specific resolutions shall be implemented by the Company within two months after the conclusion of this shareholders' meeting.

Article 55 Where the Company repurchases its ordinary shares by issuance of preference shares to non-specific investors and repurchases its ordinary shares from specific shareholders of the Company by the consideration of issuance of preference shares to specific investors for the purpose of reducing its registered capital, the resolution regarding the repurchase of ordinary shares at the shareholders' meeting shall be passed by more than two-thirds of the voting rights held by shareholders present at the meeting.

The Company shall, on the day after the resolution on repurchasing ordinary shares has been passed at the shareholders' meeting, make an announcement of such resolution.

Article 54-56 The resolution of the ~~general~~ shareholders' meeting is invalid if it violates laws and administrative regulations.

The controlling shareholder and actual controller of the Company shall not limit or hinder small and medium investors from exercising their voting rights in accordance with laws, and shall not damage legal rights and interests of the Company and small and medium investors.

Where the procedures for convening and voting of ~~general~~ shareholders' meetings are in violation of laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, shareholders are entitled to request the People's Court to revoke such resolutions within 60 days since the day they are made, except for those that have only minor flaws and have no substantial impact on resolutions.

Where the Board of Directors, Shareholders and other relevant parties have disputes over the qualifications of the convener, the convening procedures, the legality of the contents of the proposals, the validity of a resolution of the shareholders' meeting and other matters, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, the Directors and senior management members shall effectively perform their duties, and implement the resolutions of shareholders' meetings in a timely manner, to ensure the normal operation of the Company.

If the People's Court makes a judgement or ruling on the relevant matters, the listed company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it shall be dealt with in a timely manner and the corresponding information disclosure obligations shall be fulfilled.

**~~Chapter 7 Special Procedures for Voting at Class Meetings~~**

~~**Article 55** Holders of different classes of shares are class shareholders. Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, administrative regulations and the Articles of Association. All class shareholders of shall enjoy equal rights to receive dividends or other forms of distributions.~~

~~**Article 56** Rights conferred on any class of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders at a general meeting and by the class shareholders so affected at a separate meeting convened in accordance with Articles 57 to 61 herein.~~

~~**Article 57** The following circumstances shall be deemed to be variation or abrogation of the rights of a class shareholder:~~

- ~~(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of class having voting or equity rights or privileges equal or superior to those of the shares of such class;~~
- ~~(2) to convert all or part of the shares of such class into shares of another class or to convert all or part of the shares of another class into the shares of such class or grant such conversion right;~~
- ~~(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;~~
- ~~(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;~~
- ~~(5) to add, remove or reduce conversion privileges, options, voting rights, transfer, pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class;~~
- ~~(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;~~
- ~~(7) to create a new class having voting or equity right or privileges equal or superior to those of the shares of such class;~~
- ~~(8) to restrict the transfer or ownership of the shares of such class or add to such restriction;~~
- ~~(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;~~
- ~~(10) to increase the rights or privileges of shares of another class;~~

(11) ~~to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such proposed restructuring;~~

(12) ~~an amendment or abrogation of the terms of the Articles.~~

~~**Article 58** Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matter concerning Articles (2) to (8), (11) and (12) above, but interested shareholder shall not be entitled to vote at class meetings.~~

~~The meaning of “interested shareholder” in the preceding paragraph is:~~

- ~~(1) if the Company has made a buy-back offer to all shareholders in the same proportion or has bought back its own shares through open transactions on a stock exchange in accordance with the Articles of Association, the “interested shareholder” refers to controlling shareholders as defined in the Articles of Association;~~
- ~~(2) in the case of a repurchase of shares by an off-market contract according to the Articles of Association, the “interested shareholder” refers to a holder of the shares to which the proposed contract relates;~~
- ~~(3) in the case of a restructuring of the Company, the “interested shareholder” refers to a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class.~~

~~**Article 59** Resolutions of a class general meeting shall be approved by more than two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with the preceding Article.~~

~~A written notice convening a class meeting shall, in accordance with Article 12 herein, be given before its convention, to notify shareholders whose names appear in the register of members for such class shares of the matters proposed to be considered and the date and place of the meeting.~~

~~Any other specific requirements as required by the securities regulatory authority at the place where the shares of the Company are listed shall prevail.~~

~~**Article 60** Notice of class meetings need only be served on shareholders entitled to vote thereat.~~

Class general meetings shall follow a procedure most similar to that for general meetings, and the provisions in the Articles of Association and this proposed formulation concerning the procedure for general meetings shall apply to class general meetings.

~~Article 61~~ In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. The special procedures for voting at a class of shareholders shall not apply in the following circumstances:

- ~~(1) where the Company issues domestic shares and overseas listed foreign invested shares, upon the approval by a special resolution of its general meeting, either separately or concurrently once every 12 months, not exceeding 20% of each of its existing shares externally issued;~~
- ~~(2) Shares (including domestic and foreign shares) already issued but not listed of the Company, after approval from the securities regulatory authority under the State Council, are converted to overseas listed shares.~~

#### **~~Chapter 8 The Authorization Conferred by the General Meeting upon the Board of Directors~~**

~~Article 62~~ On the premise of not violating the laws and legal regulations and the Articles of Association, the board of directors can be authorized by the resolution passed by the general meeting.

~~Article 63~~ Matters which, in accordance with laws, administrative regulations, departmental rules or the provisions of the Articles of Association, shall be approved at a general meeting, shall be deliberated by the general meeting to ensure the decision-making power of the shareholders. Under necessary, reasonable and legal circumstances, the general meeting may authorize the board of directors to determine specific issues which cannot or is unnecessary to be decided upon immediately at such general meetings.

For authorization conferred by the general meeting on the board of directors, if it is for an ordinary resolution, it shall be passed by more than one-half of the voting rights held by the shareholders (including proxies) present at the meeting. If it is for a special resolution, it shall be passed by two-thirds of the voting rights held by the shareholders (including proxies) present at the meeting. The authorization should be clear and specific.

~~Article 64~~ When deciding on issues so authorized, the board of directors shall discuss and verify the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters.

**~~Chapter 9 Implementation of Resolutions of General Meetings~~**

~~Article 65~~ The board is responsible for the organization and implementation of the resolutions passed at the general meetings and the resolutions will be handed over to the management of the Company to undertake specific tasks according to the content of the resolutions and the division of responsibilities; for resolutions needed to be implemented by the supervisory committee, they shall be organized and implemented by the supervisory committee directly.

~~Article 66~~ The implementation of the resolutions of the general meeting shall be reported by the general manager to the board, and the board shall report the same to the next general meeting; matters involving the implementation by the supervisory committee shall be reported directly to the general meeting by the supervisory committee, and may also be reported to the board first when deemed necessary by the supervisory committee.

~~Article 67~~ The chairman of the board of the Company shall supervise and inspect the implementation of the resolutions except those required to be executed by the supervisory committee, and may convene an extraordinary meeting of the board to listen to and review the progress of implementation of the resolutions of the general meeting if necessary.

**~~Chapter 10~~7 Supplemental Provisions**

~~Article 68~~57 In case of any matters not covered in these rules or in conflict with the provisions of laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, or other normative documents, as promulgated after these rules come into effect, or in conflict with the Articles of Association, the said provisions of laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, other normative documents or the said Articles of Association shall prevail.

~~Article 69~~58 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

~~Article 70~~59 The rules shall take effect and be implemented from the date of consideration and approval by the general shareholders' meeting of the Company. Since the effective date of the present Rules, the original Rules of Procedures for General Meetings of the Company shall be automatically invalidated.

~~Article 71~~60 The Rules shall be interpreted by the board.



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# NOTICE OF 2025 SECOND CLASS MEETING OF H SHAREHOLDERS

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**RemeGen Co., Ltd.\***

**榮昌生物製藥(煙台)股份有限公司**

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

**(Stock Code: 9995)**

## NOTICE OF 2025 SECOND CLASS MEETING OF H SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the 2025 second class meeting of H shareholders (the “**H Share Class Meeting**”) of RemeGen Co., Ltd.\* (榮昌生物製藥(煙台)股份有限公司) (the “**Company**”) will be held at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC at 2:00 p.m. on July 31, 2025 or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated July 15, 2025 (the “**Circular**”).

### SPECIAL RESOLUTIONS

1. To consider and approve the change of registered capital of the Company, the cancellation of the supervisory committee of the Company and the proposed amendments to the Articles of Association of the Company.
2. To consider and approve the proposed amendments to the Rules of Procedures for the Meeting of Shareholders of the Company.

By order of the Board

**RemeGen Co., Ltd.\***

榮昌生物製藥(煙台)股份有限公司

**Mr. Wang Weidong**

*Chairman and executive director*

Yantai, the PRC

July 15, 2025

\* *For identification purpose only*

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## NOTICE OF 2025 SECOND CLASS MEETING OF H SHAREHOLDERS

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*Notes:*

1. All resolutions at the H Share Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at [www.remegen.com](http://www.remegen.com) and The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the H Share Class Meeting.
2. Any shareholder entitled to attend and vote at the H Share Class Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), at least 24 hours before the H Share Class Meeting (i.e. before 2:00 p.m. on July 30, 2025) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the H Share Class Meeting or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares who are entitled to attend the H Share Class Meeting, the H Share register of members of the Company will be closed from July 28, 2025 to July 31, 2025, both days inclusive, during which period no transfer of H Shares will be registered. The holders of H Shares whose names appear on the H Share register of members of the Company on July 28, 2025 shall be entitled to attend and vote at the H Share Class Meeting. In order to be eligible to attend and vote at the H Share Class Meeting, unregistered holders of the H Shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on July 25, 2025 for registration.
5. Where there are joint registered 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/she was solely entitled thereto, but if more than one of such joint holders are present at the H Share Class Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. The H Share Class Meeting is expected to take less than half a day. Shareholders who attend the H Share Class Meeting shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Company at +86-0535-3573685 or [IR@remegen.com](mailto:IR@remegen.com) for any enquiries in respect of the H Share Class Meeting.

*As at the date of this notice, the board of directors of the Company comprises Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian and Mr. Wen Qingkai as executive directors, Dr. Wang Liqiang and Dr. Su Xiaodi as non-executive directors, and Mr. Hao Xianjing, Mr. Chen Yunjin and Mr. Huang Guobin as independent non-executive directors.*