
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 UBTECH ROBOTICS CORP LTD, 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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UBTECH ROBOTICS CORP LTD

深圳市優必選科技股份有限公司

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

(Stock Code: 9880)

- (1) ARRANGEMENT OF BANK CREDIT;**
- (2) ARRANGEMENT OF GUARANTEES;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN
RELATION TO CHANGE OF REGISTERED CAPITAL;**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN
RELATION TO ABOLISHMENT OF SUPERVISORY COMMITTEE;**

AND

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover page shall have the same meaning as those defined in this circular unless otherwise stated.

The Company will convene and hold the EGM at 4:00 p.m. on Tuesday, June 3, 2025 at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC. A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use in the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ubtrobot.com).

Shareholders who intend to appoint a proxy to attend the EGM are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same not later than 24 hours before the time designated for the EGM (i.e. not later than 4:00 p.m. on Monday, June 2, 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting(s) if you so wish.

Reference to the time and dates in this circular are to Hong Kong time and dates.

May 19, 2025

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DEFINITIONS

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

“Arrangement of Bank Credit”	has the meaning ascribed to it under the section headed “(1) Arrangement of Bank Credit” of this circular
“Arrangement of Guarantees”	has the meaning ascribed to it under the section headed “(2) Arrangement of Guarantees” of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	UBTECH ROBOTICS CORP LTD (深圳市優必選科技股份有限公司) (formerly known as Shenzhen UBTECH Technology Co., Ltd.* (深圳市優必選科技有限公司)), a limited liability company established under the laws of the PRC on March 31, 2012 and converted into a joint stock company with limited liability on March 29, 2019, the H Shares of which are listed on the Stock Exchange (stock code: 9880)
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM”	The 2025 second extraordinary general meeting of the Company (or any adjournment thereof) to be convened and held at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC at 4:00 p.m. on Tuesday, June 3, 2025 for the purpose of considering, and if thought fit, approving, among other things, the resolutions set out in the Notice of the 2025 Second Extraordinary General Meeting on pages EGM-1 to EGM-3 of this circular

DEFINITIONS

“Group”	the Company together with its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Share(s)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Placing”	the placing under general mandate of 10,155,099 new H Shares as disclosed in the announcements of the Company dated February 20, 2025, February 24, 2025 and February 27, 2025
“Proposed Amendments”	has the meaning ascribed to it under “Introduction – (4) Proposed Amendments to the Articles of Association in relation to Abolishment of Supervisory Committee” in Letter from the Board in this circular
“Proposed Amendments in relation to Abolishment of Supervisory Committee”	has the meaning ascribed to it under “Introduction – (4) Proposed Amendments to the Articles of Association in relation to Abolishment of Supervisory Committee” in Letter from the Board in this circular
“Proposed Amendments in relation to Change of Registered Capital”	has the meaning ascribed to it under “Introduction – (3) Proposed Amendments to the Articles of Association in relation to Change of Registered Capital” in Letter from the Board in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent



UBTECH ROBOTICS CORP LTD
深圳市優必選科技股份有限公司

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

(Stock Code: 9880)

Executive Directors:

Zhou Jian (*Chairman*)
Xiong Youjun
Wang Lin
Liu Ming

Non-executive Directors:

Xia Zuoquan
Zhou Zhifeng
Chen Qiang

Independent Non-executive Directors:

Zhao Jie
Xiong Chuxiong
Poon Fuk Chuen
Leung Wai Man, Roger

Registered office:

Room 2201, Building C1
Nanshan Smart Park
No. 1001 Xueyuan Avenue
Changyuan Community
Taoyuan Street
Nanshan District
Shenzhen, PRC

**Principal place of business
in Hong Kong:**

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

May 19, 2025

To the Shareholders

Dear Sir or Madam,

(1) ARRANGEMENT OF BANK CREDIT;
(2) ARRANGEMENT OF GUARANTEES;
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN
RELATION TO CHANGE OF REGISTERED CAPITAL;**
**(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN
RELATION TO ABOLISHMENT OF SUPERVISORY COMMITTEE;
AND**
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you the notice of EGM and the detailed information in relation to, among other things, the following resolutions to be proposed at the EGM, to enable you to make an informed decision on whether to vote for or against the following resolutions.

(1) ARRANGEMENT OF BANK CREDIT

As the Group expands its business operations and to support its working capital needs, the Group applies for bank credit from time to time. The lender banks may require the approval of the general meeting as a condition for approving the bank credit to the Company.

On 19 May, 2025, the Board has resolved that the Company applies for bank credit (as detailed in the table below) in order to ensure the continuity of the Company's bank credit and to better support the Group's business expansion and other working capital needs, subject to the approval by the general meeting.

Set forth below are details of the proposal in relation to the arrangement of bank credit (the "Arrangement of Bank Credit"):

Borrower	Lender bank	Maximum amount of bank credit limit (RMB million)	Expected validation period and term of the bank credit
The Company	Industrial Bank Co., Ltd., Shenzhen Branch* (興業銀行股份有限公司 深圳分行)	Not exceeding 400	The Company's legal representative or his authorised representative shall be authorised to sign the credit agreements and other relevant documents within 12 months from the date of approval by the general meeting.
	China Everbright Bank Co., Ltd., Shenzhen Branch* (中國光大銀行股份有限公司 深圳分行)	Not exceeding 300	The specific credit limits, credit period, credit types and guarantee arrangement shall ultimately be subject to the actual credit terms approved by the banks.
	Bank of China Co., Ltd., Shenzhen Branch* (中國銀行股份有限公司 深圳市分行)	Not exceeding 200	The specific financing amount will be determined according to the actual operating needs of the Group.
	Agricultural Bank of China Co., Ltd., Qianhai Branch* (中國農業銀行股份有限公司 前海分行)	Not exceeding 100	

LETTER FROM THE BOARD

Borrower	Lender bank	Maximum amount of bank credit limit (RMB million)	Expected validation period and term of the bank credit
	Ping An Bank Co., Ltd., Shenzhen Branch* (平安銀行股份有限公司 深圳分行)	Not exceeding 100	
	China Minsheng Banking Corp., Ltd., Shenzhen Branch* (中國民生銀行股份有限公司 深圳分行)	Not exceeding 100	
	Zhuhai China Resources Bank Co., Ltd., Zhuhai Branch (珠海華潤 銀行股份有限公司珠海分行)	Not exceeding 100	
	Guangdong Nanyue Bank Co., Ltd., Shenzhen Branch* (廣東南粵銀行股份有限公司 深圳分行)	Not exceeding 100	
	Luso International Banking Ltd., Guangzhou Branch* (澳門國際銀行股份有限公司 廣州分行)	Not exceeding 100	
	Total:		<u>Not exceeding 1,500</u>

The Board considers that the Arrangement of Bank Credit is in the interests of the Company and its Shareholders as a whole.

The Arrangement of Bank Credit is subject to the approval by the Shareholders at the forthcoming EGM.

LETTER FROM THE BOARD

(2) ARRANGEMENT OF GUARANTEES

Pursuant to the Articles of Association, all matters relating to the Company's external guarantees (including the guarantee(s) provided by the Company to its subsidiaries) must be considered and approved by the Board. If the total amount of external guarantees provided by the Company within one year exceeds thirty percent of the latest audited total assets, such external guarantees provided by the Company shall be subject to consideration and approval by the Shareholders by special resolution at the general meeting of the Company.

Reference is made to the announcements of the Company dated August 28, 2024 and December 9, 2024. As at the date of this circular, the current total amount of guarantees provided by the Company to its subsidiaries amounted to RMB2,100 million, which has exceeded thirty percent of the latest audited total assets of the Group (i.e. approximately RMB5,134 million as of December 31, 2024).

On May 19, 2025, the Board has resolved that the Company would provide further guarantees to certain of its subsidiaries (as detailed in the table below), for the purpose of ensuring normal operations and satisfying the bank financing and other business development needs of the relevant subsidiaries of the Company, provided that such arrangement of further guarantees (the "**Arrangement of Guarantees**") shall be subject to the approval by the general meeting.

Set forth below are details of the proposal in relation to the Arrangement of Guarantees:

Guarantor	Guarantee Recipients	Relationship with the Company	Amount of guarantee (RMB million)	Expected validation period of the guarantee	Reason for the arrangement
The Company	UBTECH Software Technology (Shenzhen) Co., Ltd.* (優必選軟件技術(深圳)有限公司)	Direct wholly-owned subsidiary	Not exceeding 80	The Company's legal representative or his authorised representative shall be authorised to sign the guarantee agreements and other relevant documents within 12 months from the date of approval by the general meeting	New and renewed original guarantees provided to support and satisfy the needs of business development
	Best Epoch Technology Co. LTD* (深圳市優紀元科技有限公司)		Not exceeding 80		
	Ganzhou UBTECH Intelligent Technology Co., Ltd.* (贛州優必選智能科技有限公司)		Not exceeding 30		

LETTER FROM THE BOARD

Guarantor	Guarantee Recipients	Relationship with the Company	Amount of guarantee (RMB million)	Expected validation period of the guarantee	Reason for the arrangement
	UBTECH Education (Shenzhen) Co., Ltd.* (優必選教育(深圳)有限公司)			Not exceeding 30	
	Kunming UBTECH Technology Investment Co., Ltd. (昆明市優必選科技投資有限公司)	Indirect wholly-owned subsidiary		Not exceeding 100	
	Shanghai UBJ Education Technology Co., Ltd.* (上海優必傑教育科技有限公司)	Direct non-wholly-owned subsidiary		Not exceeding 30	
Total:				<u>Not exceeding 350</u>	

The Board considers that the Arrangement of Guarantees is in the interests of the Company and the Shareholders as a whole.

For the reasons stated above, the Arrangement of Guarantees is subject to the consideration and approval by the Shareholders at the EGM by special resolution. The specific guarantee period and form of guarantee shall be subject to the guarantee agreements and relevant documents.

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO CHANGE OF REGISTERED CAPITAL

Reference is made to the announcement of the Company dated February 27, 2025 in relation to, among other things, the completion of the Placing. Following completion of the Placing, the total number of Shares has increased from 431,622,824 Shares to 441,777,923 Shares and the registered capital of the Company has increased from RMB431,622,824 to RMB441,777,923. In order to reflect the increase in number of Shares and registered capital of the Company upon completion of the Placing into the Articles of Association, on May 19, 2025, the Board proposed to amend the relevant articles of the Articles of Association (the “**Proposed Amendments in relation to Change of Registered Capital**”) and to complete the registration of the amended Articles of Association with the relevant governmental and/or regulatory authorities.

LETTER FROM THE BOARD

Details of the Proposed Amendments in relation to Change of Registered Capital are as follows:

Existing articles	Amended articles
Article 6 The registered capital of the Company is RMB431,622,824.	Article 6 The registered capital of the Company is RMB <u>441,777,923</u> 431,622,824 ,824 .
Article 21 The Company has a total of 431,622,824 shares, all of which are ordinary shares.	Article 22 1 The Company has <u>issued</u> a total of 441,777,923 431,622,824 shares, all of which are ordinary shares.

The Board considers that the Proposed Amendments in relation to Change of Registered Capital are in the interests of the Company and its Shareholders as a whole.

In accordance with the Articles of Association and relevant laws and regulations, the Proposed Amendments in relation to Change of Registered Capital are subject to approval by a special resolution of the Shareholders at the EGM.

(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO ABOLISHMENT OF SUPERVISORY COMMITTEE

In accordance with the Company Law, the Guidelines to the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant provisions recently revised by the China Securities Regulatory Commission, the responsibilities of the supervisory committee of a listed company will transition to the audit committee, and the role of supervisors will no longer be mandatory.

In accordance with the provisions of the aforesaid laws, regulations and regulatory documents and the relevant amendments, in order to adjust and enhance the corporate governance structure of the Company and taking into account the actual operational needs of the Company, on May 19, 2025, the Board proposed to amend the Articles of the Association to abolish the Supervisory Committee, dismiss the shareholder representative supervisors of the Company and provide for the Audit Committee to exercise the powers and functions of the Supervisory Committee as provided for under the Company Law (the “**Proposed Amendments in relation to Abolishment of Supervisory Committee**”, together with the Proposed Amendments in relation to Change of Registered Capital, collectively the “**Proposed Amendments**”). The Rules of Procedure of the Supervisory Committee (《監事會議事規則》) of the Company shall be repealed accordingly and the registration of the amended Articles of Association shall be completed with the relevant governmental and/or regulatory authorities.

The Proposed Amendments in relation to Abolishment of Supervisory Committee also include consequential and housekeeping amendments in accordance with the latest provisions of the Company Law, the Guidelines to the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant laws and regulations, and other non-substantial and/or ancillary amendments such as adjustments to the numbering of clauses of the Articles of Association and cross-referencing due to the addition or deletion of certain clauses.

LETTER FROM THE BOARD

The Board considers that the Proposed Amendments in relation to Abolishment of Supervisory Committee together with the other consequential, housekeeping and other ancillary amendments mentioned above are in the interests of the Company and its Shareholders as a whole.

In accordance with the Articles of Association and relevant laws and regulations, the Proposed Amendments in relation to Abolishment of Supervisory Committee together with the other consequential, housekeeping and ancillary amendments mentioned above are subject to approval by a special resolution of the Shareholders at the EGM.

Details of the Proposed Amendments are set out in the Appendix to this circular. Except for the Proposed Amendments, other provisions of the Articles of Association remain unchanged. The Articles of Association is prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version of the Articles of Association shall prevail.

The Hong Kong legal advisers and the PRC legal advisers of the Company have confirmed that the Proposed Amendments conform with the Listing Rules (including the requirements of Appendix A1 to the Listing Rules) and the PRC laws, respectively. The Company has confirmed that there should be nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

THE EGM

The Company will convene and hold the EGM at 4:00 p.m. on Tuesday, June 3, 2025 at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC to consider and, where appropriate, approve the proposed matters set out in the notice of the EGM. A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. The Company will publish an announcement of the poll results in the manner required under Rule 13.39(5) of the Listing Rules after the conclusion of the EGM.

The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be on Monday, June 2, 2025. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), no later than 4:30 p.m. on Monday, June 2, 2025.

If you intend to appoint a proxy to attend the EGM, you are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the form. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney authorising the execution of the instrument or other authorisation documents shall be notarised and must be served concurrently with the instrument. The form of proxy, together with the copies of the notarised power of attorney or other authorisation documents, shall be deposited at the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or the registered office of the Company at Room 2201, Building C1, Nanshan Smart Park,

LETTER FROM THE BOARD

No. 1001 Xueyuan Avenue, Changyuan Community, Taoyuan Street, Nanshan District, Shenzhen, PRC (for Domestic Shareholders) not later than 24 hours before the time designated for the EGM (i.e. not later than 4:00 p.m. on Monday, June 2, 2025) or any adjournment thereof (as the case may be) before the form becomes effective. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of this circular, no Shareholder would be required to abstain from voting on the resolutions to be proposed at the EGM.

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.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions for each of (i) the Arrangement of Bank Credit; (ii) the Arrangement of Guarantees; (iii) the Proposed Amendments in relation to Change of Registered Capital; and (iv) the Proposed Amendments in relation to Abolishment of Supervisory Committee together with the other consequential, housekeeping and ancillary amendments are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this circular.

By order of the Board

UBTECH ROBOTICS CORP LTD

Jian ZHOU

Chairman, Executive Director and Chief Executive Officer

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

The details of the Proposed Amendments are shown herein (with strikethrough to denote text to be deleted and underline to denote text to be added) as follows. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new articles.

Existing Article	Proposed Amendment
Article 1 To protect the legal rights and interests of UBTECH ROBOTICS CORP LTD (“the Company”), its shareholders and creditors and regulate the organization and actions of the Company, the Articles of Association are hereby formulated in accordance with the existing and effective Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), the Guidelines on the Articles of Association of Listed Companies (2022 Revision), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively, the “Laws and Regulations”).	Article 1 To protect the legal rights and interests of UBTECH ROBOTICS CORP LTD (“the Company”), its shareholders, <u>employees</u> and creditors and regulate the organization and actions of the Company, the Articles of Association are hereby formulated in accordance with the existing and effective Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), the Guidelines on the Articles of Association of Listed Companies (2022 Revision) , the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively, the “Laws and Regulations”).
Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Guidelines on the Articles of Association of Listed Companies (2022 Revision) and other laws and regulations of the People’s Republic of China (the “PRC”).	Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Guidelines on the Articles of Association of Listed Companies (2022 Revision) and other laws and regulations of the People’s Republic of China (the “PRC”).

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

Existing Article	Proposed Amendment
<p>The Company was established as a joint stock limited liability company by way of conversion from the original UBTECH ROBOTICS CORP LTD (hereinafter referred to as “UBTECH Limited”) with all shareholders as promoters and underwent an overall change by converting the book value of audited net assets of UBTECH Limited as of February 28, 2019 into shares at the ratio of 5.3904:1. The Company was registered with the Market Supervision Administration of Shenzhen Municipality on March 29, 2019 and obtained a business license. The unified social credit code of the Company is 91440300593047655L.</p>	<p>The Company was <u>incorporated by promotion, and</u> established as a joint stock limited liability company by way of conversion from the original UBTECH ROBOTICS CORP LTD (hereinafter referred to as “UBTECH Limited”) with all shareholders as promoters and underwent an overall change by converting the book value of audited net assets of UBTECH Limited as of February 28, 2019 into shares at the ratio of 5.3904:1. The Company was registered with the Market Supervision Administration of Shenzhen Municipality on March 29, 2019 and obtained a business license. The unified social credit code of the Company is 91440300593047655L.</p>
<p>Article 3</p> <p>The Company was approved by The Stock Exchange of Hong Kong Limited on December 28, 2023 to make an initial public offering of 11,282,000 overseas listed foreign shares (H Shares) and over-allotted 292,150 H Shares, the aforesaid overseas listed foreign shares (H Shares) was listed on the Main Board of the Stock Exchange of Hong Kong Limited on December 29, 2023 and January 23, 2024, respectively.</p>	<p>Article 3</p> <p>The Company was approved by The Stock Exchange of Hong Kong Limited on December 28, 2023 to make an initial public offering of 11,282,000 overseas listed foreign shares (H Shares) and over-allotted 292,150 H Shares, the aforesaid overseas listed foreign shares (H Shares) was listed on the Main Board of the Stock Exchange of Hong Kong Limited on December 29, 2023 and January 23, 2024, respectively.</p>
<p>Article 6</p> <p>The registered capital of the Company is RMB431,622,824.</p>	<p>Article 6</p> <p>The registered capital of the Company is <u>RMB441,777,923</u>431,622,824.</p>
<p>Article 7</p> <p>The chairman of the Board is the legal representative of the Company.</p>	<p>[Deleted]</p>
<p>Article 8</p> <p>The Company is a joint stock limited company with perpetual existence and is an independent legal entity.</p>	<p>Article 7</p> <p>The Company is a joint stock limited company with perpetual existence and is an independent legal entity.</p>

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
[Newly added]	<p><u>Article 8</u></p> <p><u>The chairman of the Board (the Director who represents the Company in conducting its affairs) is the legal representative of the Company. If the chairman of the Board (the Director who represents the Company in conducting its affairs) serving as the legal representative resigns, such resignation shall be deemed as simultaneous resignation from the position of legal representative. In the event of the resignation of the legal representative, the Company shall designate a new legal representative within thirty (30) days from the date of such resignation.</u></p> <p><u>Article 9</u></p> <p><u>Civil activities conducted by the legal representative in the name of the Company shall have their legal consequences borne by the Company.</u></p> <p><u>Restrictions on the authority of the legal representative stipulated in the Articles of Association or by the general meeting shall not be asserted against a good-faith counterparty.</u></p> <p><u>Where the legal representative causes damage to others in the course of performing his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, recover loss from the legal representative at fault in accordance with law or the Articles of Association.</u></p>

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Article	Proposed Amendment
<p>Article 9</p> <p>All assets of the Company are divided into shares of equal value. Shareholders shall be liable to the Company to the extent of the shares they subscribe for, and the Company shall be liable for the debts of the Company with all its assets.</p> <p>Article 10</p> <p>The Articles of Association is the code of conduct of the Company, which shall become effective and be implemented upon the approval of the Company's overseas listed foreign shares by the relevant state departments and relevant regulatory authorities and the listing and trading of such shares on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") at the general meeting of the Company, and replace the Articles of Association of the Company originally filed with the Market Supervision and Administration Bureau of Shenzhen Municipality.</p> <p>From the date on which the Articles of Association come into effect, the Articles of Association shall constitute a legally binding document regulating the Company's organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, and shall be binding on the Company, its shareholders, directors, supervisors and senior management.</p> <p>Pursuant to the Articles of Association, Shareholders may sue shareholders, directors, supervisors, managers and other senior management of the Company, Shareholders may sue the Company, and the Company may sue shareholders, directors, supervisors, managers and other senior management.</p>	<p>Article 10</p> <p>All assets of the Company are divided into shares of equal value. Shareholders shall be liable to the Company to the extent of the shares they subscribe for, and the Company shall be liable for the debts of the Company with all its assets.</p> <p>Article 10</p> <p>The Articles of Association is the code of conduct of the Company, which shall become effective and be implemented upon the approval of the Company's overseas listed foreign shares by the relevant state departments and relevant regulatory authorities and the listing and trading of such shares on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") at the general meeting of the Company, and replace the Articles of Association of the Company originally filed with the Market Supervision and Administration Bureau of Shenzhen Municipality.</p> <p>Article 11</p> <p>From the date on which the Articles of Association come into effect, the Articles of Association shall constitute a legally binding document regulating the Company's organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, and shall be binding on the Company, its shareholders, directors supervisors and senior management. Pursuant to the Articles of Association, Shareholders may sue shareholders, directors supervisors, managers and other senior management of the Company, Shareholders may sue the Company, and the Company may sue shareholders, directors supervisors, managers and other senior management.</p>

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

Existing Article	Proposed Amendment
Article 11 Other senior management stated in this Articles of Association refers to the Company's deputy general manager, secretary of the Board and chief financial officer and other senior management appointed by the Board of Directors.	Article 12 Other senior management stated in this Articles of Association refers to the Company's <ins>manager, deputy general manager, secretary of the Board, and chief financial officer and other senior management appointed by the Board of Directors such other officers as may be provided for in these Articles of Association.</ins>
Chapter 2 Purpose and Scope of Business	Chapter 2 Purpose and Scope of Business
Article 13 The purpose of the Company's operation is to bring intelligent robots to every home, making the lifestyle of mankind more intelligent, convenient, and humanized.	Article 14 The purpose of the Company's operation is to bring intelligent robots to every home, making the lifestyle of mankind more intelligent, convenient, and humanized.
Article 14 Upon registration in accordance with the law, the business scope of the Company is as follows: ... The Company may adjust its business scope according to the changes in domestic and overseas markets, business development and its own capabilities, subject to the approval of the shareholders' general meeting and relevant government departments (if necessary), and go through relevant procedures for change of industrial and commercial registration as required.	Article 15 Upon registration in accordance with the law, the business scope of the Company is as follows: ... The Company may adjust its business scope according to the changes in domestic and overseas markets, business development and its own capabilities, subject to the approval of the shareholders' general meeting and relevant government departments (if necessary), and go through relevant procedures for change of industrial and commercial registration as required.

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

Existing Article	Proposed Amendment
Article 15 <p>The shares of the Company shall be in registered form.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favorable voting rights.</p>	Article 16 <p>The shares of the Company shall be in registered form.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favorable voting rights.</p>
Article 16 <p>The Company shall issue shares under the principles of openness, fairness and equality and shares of the same class shall carry the equal rights.</p> <p>Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares subscribed by any entity or individual shall be paid for at the same consideration.</p>	<p>The Company shall issue shares under the principles of openness, fairness and equality and shares of the same class shall carry the equal rights.</p> <p>Article 17 Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares subscribed by any entity or individual subscribers shall be paid for at the same consideration.</p>
Article 17 <p>The shares issued by the Company shall be denominated in RMB.</p>	Article 18 <p>The par-value shares issued by the Company shall be denominated in RMB.</p>

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Article 19</p> <p>The overseas shares issued by the Company and listed on the Hong Kong Stock Exchange are briefly referred to as H shares, which shall be the shares listed on Hong Kong Stock Exchange, denominated in RMB and subscribed for and traded in a HK dollar.</p>	<p>Article 20</p> <p>The overseas shares issued by the Company and listed on the Hong Kong Stock Exchange are briefly referred to as H shares, which shall be the shares listed on Hong Kong Stock Exchange, denominated in RMB and subscribed for and traded in a HK dollar.</p> <p><u>Shares issued by the Company but not listed on any domestic or overseas stock exchange are briefly referred to as “domestic unlisted shares”. After the Company’s overseas offering of shares and listing, and subject to the permission of relevant laws, administrative regulations, and departmental rules, shareholders holding domestic unlisted shares may convert their domestic unlisted shares into overseas listed shares, and the overseas listed shares so converted may be listed and traded on an overseas stock exchange. The listing and trading of such shares on the overseas stock exchange shall also comply with the regulatory procedures, rules, and requirements of the domestic and overseas securities markets.</u></p> <p><u>No voting at a general meeting is required for the aforesaid conversion of domestic unlisted shares into overseas listed shares and their listing and trading on overseas stock exchanges.</u></p>

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

Existing Article	Proposed Amendment
Article 20 Upon the conversion into a joint stock limited company as a whole, the number of shares and the proportion of shareholding held by each promoter in the company were as follows: ...	Article 21 <u>The total number of shares issued upon the establishment of the Company was 360,000,000 shares, and the amount of each par-value share was RMB1.</u> Upon the conversion into a joint stock limited company as a whole, the number of shares and the proportion of shareholding held by each promoter, <u>the method of capital contribution and the time of capital contribution</u> in the Company were as follows: ...
Article 21 The Company has a total of 431,622,824 shares, all of which are ordinary shares.	Article 22 The Company has <u>issued a total of 441,777,923</u> 431,622,824 shares, all of which are ordinary shares.
Article 22 The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance in the form of gifts, advances, guarantees, compensation or loans to purchasers or prospective purchasers of the Company's shares.	Article 23 The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance in the form of gifts, advances, guarantees, <u>compensation or loans to purchasers or prospective purchasers of the Company's shares for the acquisition of the Company's shares or shares of its parent company by any person, except for the implementation of the Company's employee share ownership scheme.</u>

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

Existing Article	Proposed Amendment
	<p><u>For the purpose of the Company's interests, the Company may provide financial assistance for the acquisition of its own shares or shares of its parent company upon the passing of a resolution by the general meeting or a resolution approved by the Board in accordance with the authorization granted under this Articles of Association or by the general meeting, provided that the aggregate amount of such financial assistance shall not exceed ten percent (10%) of the total issued share capital of the Company. Any resolution of the Board approving such financial assistance shall be passed by not less than two-thirds (2/3) of all Directors.</u></p>
<p>Article 23</p> <p>In accordance with the laws and regulations and the relevant rules of the Articles of Association, the Company may, based on its operating and development needs and the resolution of the Shareholders' general meeting, increase its capital by the following methods:</p> <p>(I) the public offering of shares;</p> <p>(II) the non-public offering of shares;</p> <p>(III) distribution of bonus shares to existing shareholders;</p> <p>(IV) converting provident fund into share capital;</p> <p>(V) laws and regulations and other methods approved by China Securities Regulatory Commission ("CSRC").</p>	<p>Article 24</p> <p>In accordance with the laws and regulations and the relevant rules of the Articles of Association, the Company may, based on its operating and development needs and the resolution of the Shareholders² general meeting, increase its capital by the following methods:</p> <p>(I) <u>the public offering of shares issuing shares to non-specific targets;</u></p> <p>(II) <u>the non-public offering of shares issuing shares to specific targets;</u></p> <p>(III) distribution of bonus shares to existing shareholders;</p> <p>(IV) converting provident fund into share capital;</p> <p>(V) laws and regulations and other methods approved by China Securities Regulatory Commission ("CSRC").</p>

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

Existing Article	Proposed Amendment
<p>Article 25</p> <p>The Company shall not repurchase its shares in accordance with the laws and regulations, the Articles of Association and the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, except in the following circumstances:</p> <p>...</p> <p>(VI) to acquire the shares upon request by shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company;</p> <p>...</p> <p>Where the Company repurchases its shares under the circumstances set out in items (I) and (II) of the preceding paragraph, it shall be subject to the resolution of the general meeting; where the Company repurchases its shares under the circumstances set out in items (III), (IV) and (V) of the preceding paragraph, it shall be subject to the resolution of the Board meeting attended by more than two-thirds (2/3) of the directors in accordance with the provisions of the Articles of Association or the authorization of the general meeting.</p>	<p>Article 26</p> <p>The Company shall not repurchase its shares in accordance with the laws and regulations, the Articles of Association and the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, except in the following circumstances:</p> <p>...</p> <p>(VI) to acquire the shares upon request by shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company;</p> <p>...</p> <p>Where the Company repurchases its shares under the circumstances set out in items (I) and (II) of the preceding paragraph, it shall be subject to the resolution of the general meeting; where the Company repurchases its shares under the circumstances set out in items (III), (IV) and (V) of the preceding paragraph, it shall be subject to the resolution of the Board meeting attended by more than two-thirds (2/3) of the directors in accordance with the provisions of the Articles of Association or the authorization of the general meeting.</p>

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THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>The shares repurchased by the Company in accordance with the paragraph 1 of this Article of this Articles of Association shall be processed in the following ways: for the circumstance in item (I), such shares shall be canceled in ten (10) days after the date of repurchase; for the circumstance in item (II) or (VI), such shares shall be transferred or canceled in six (6) months; for the circumstance in item (III), (IV) or (V), the total number of shares held by the Company shall not exceed ten percent (10%) of the total issued shares of the Company, and such shares shall be transferred or canceled in three (3) years. Where the relevant laws and regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the places where the Company's shares are listed have any other provisions in respect of the matters relating to the aforesaid share repurchases, such provisions shall prevail.</p>	<p>The shares repurchased by the Company in accordance with the paragraph 1 of this Article of this Articles of Association shall be processed in the following ways: for the circumstance in item (I), such shares shall be canceled in ten (10) days after the date of repurchase; for the circumstance in item (II) or (VI), such shares shall be transferred or canceled in six (6) months; for the circumstance in item (III), (IV) or (V), the total number of shares held by the Company shall not exceed ten percent (10%) of the total issued shares of the Company, and such shares shall be transferred or canceled in three (3) years. Where the relevant laws and regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the places where the Company's shares are listed have any other provisions in respect of the matters relating to the aforesaid share repurchases, such provisions shall prevail.</p>
Article 26 Shares of the Company can be transferred in accordance with laws.	Article 27 Shares of the Company <u>shall can</u> be transferred in accordance with laws.
Article 27 The Company shall not accept the share certificates of the Company as the subject of pledge rights.	Article 28 The Company shall not accept the shares <u>certificates</u> of the Company as the subject of pledge rights.

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Existing Article	Proposed Amendment
<p>Article 28</p> <p>The promoters' shares of the Company shall not be transferred within one (1) year from the date of the establishment of the Company. Shares issued by the Company prior to its public offering shall not be transferred within one (1) year as of the date on which the shares are listed and traded in a stock exchange.</p> <p>The Directors, supervisors, general managers and other senior management of the Company shall regularly declare the number of shares held by them and the relevant changes. The number of shares transferred each year during their term of office shall not exceed twenty-five percent (25%) of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one (1) year as of the listing date of the shares of the Company. The shares of the Company held by them shall not be transferred within six months after their resignation. Where the rules of the stock exchange where the Company's shares are listed have other provisions on the transfer of shares, such provisions shall also be complied with.</p>	<p>Article 29</p> <p>The promoters' shares of the Company shall not be transferred within one (1) year from the date of the establishment of the Company.</p> <p>Shares issued by the Company prior to its public offering shall not be transferred within one (1) year as of the date on which the shares are listed and traded in a stock exchange.</p> <p>The Directors, supervisors, general managers and other senior management of the Company shall regularly declare the number of shares held by them and the relevant changes. The number of shares transferred each year during their term of office <u>as determined at the time of appointment</u> shall not exceed twenty-five percent (25%) of the total number of shares <u>of the same class of the Company</u> held by them <u>in the Company</u>. The shares of the Company held by them shall not be transferred within one (1) year as of the listing date of the shares of the Company. The shares of the Company held by them shall not be transferred within six months after their resignation. Where the rules of the stock exchange where the Company's shares are listed have other provisions on the transfer of shares, such provisions shall also be complied with.</p>

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
<p>Article 29</p> <p>If any shareholder, director, supervisor or senior management of the Company holding more than five percent (5%) of the shares of the Company sells his/her shares or other securities of equity nature within six (6) months after purchasing such shares, or buys such shares within six (6) months after selling such shares, the gains arising therefrom shall belong to the Company and the Board of the Company shall forfeit such gains. However, if a securities company holds more than five percent (5%) of the shares due to the purchase of the remaining shares after underwriting, and other circumstances as stipulated by the CSRC shall be excluded.</p> <p>The shares or other securities of equity nature held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children and held through others' accounts.</p> <p>If the Board of the Company fails to comply with the first paragraph of this Article, the shareholders shall have the right to request the Board to do so within thirty (30) days. If the Board fails to do so within the aforesaid period, the shareholders shall have the right to initiate proceedings in the people's court directly in their own names for the benefit of the Company.</p> <p>If the Board of the Company does not comply with the provisions of the first paragraph of this Article, the responsible directors shall bear joint and several liabilities in accordance with the law.</p>	[Deleted]

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**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
Article 32 All the document of transfer shall be kept at the legal address of the Company or such address as the Board of Directors may specify from time to time. The shares of the Company may be transferred, given as a gift, inherited and pledged in accordance with relevant laws and regulations, and the Articles of Association. The instrument of transfer and other documents relating to the title of shares must be registered with the share registrar entrusted by the Company.	Article 32 All the document of transfer shall be kept at the legal address of the Company or such address as the Board of Directors may specify from time to time. The shares of the Company may be transferred, given as a gift, inherited and pledged in accordance with relevant laws and regulations, and the Articles of Association. The instrument of transfer and other documents relating to the title of shares must be registered with the share registrar entrusted by the Company.

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Existing Article	Proposed Amendment
Chapter 4 Shareholders and General Meeting	Chapter 4 Shareholders and General Meeting
Section 1 Shareholders	Section 1 <u>General Provisions of Shareholders</u>
Article 35 The Company shall establish a register of shareholders with the vouchers provided by the securities registration authority, or register the shareholders in accordance with the laws and regulations and the Hong Kong Listing Rules. The register of shareholders shall be sufficient evidence of the holding of the shares of the Company by the shareholders. A shareholder shall enjoy the rights and assume the obligations attached to the class of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. Transfer of shares shall be recorded in the register of shareholders. 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 original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong. Where the original and copies of the register of holders of overseas listed shares are inconsistent, the original shall prevail.	Article 35 The Company shall establish a register of shareholders with the vouchers provided by the securities registration and clearing authority, or register the shareholders in accordance with the laws and regulations and the Hong Kong Listing Rules. The register of shareholders shall be sufficient evidence of the holding of the shares of the Company by the shareholders. A shareholder shall enjoy the rights and assume the obligations attached to the class of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. Transfer of shares shall be recorded in the register of shareholders. 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 original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong. Where the original and copies of the register of holders of overseas listed shares are inconsistent, the original shall prevail.

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
<p>The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts: (I) the register(s) of shareholders kept at the Company's domicile other than those specified in items (II) and (III) of this Article; (II) the register(s) of holders of overseas listed foreign shares of the Company kept in the place(s) where the overseas stock exchange on which the foreign shares are listed is located; (III) the register(s) of shareholders kept in other places as the Board may deem necessary for the purpose of listing of the Company's shares.</p>	<p>The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts: (I) the register(s) of shareholders kept at the Company's domicile other than those specified in items (II) and (III) of this Article; (II) the register(s) of holders of overseas listed foreign shares of the Company kept in the place(s) where the overseas stock exchange on which the foreign shares are listed is located; (III) the register(s) of shareholders kept in other places as the Board may deem necessary for the purpose of listing of the Company's shares.</p>
<p>Article 36</p> <p>When the Company convenes a general meeting, distributes dividends, conducts liquidation or carries out other activities which require the identification of shareholders, the Board of Directors or the convener of the general meeting shall determine the Record Date. Shareholders whose names appear on the register of shareholders at the end of the Record Date shall be shareholders entitled to the relevant rights and interests.</p>	<p>Article 36</p> <p>When the Company convenes a general meeting, distributes dividends, conducts liquidation or carries out other activities which require the identification of shareholders, the Board of Directors or the convener of the general meeting shall determine the Record Date. Shareholders whose names appear on the register of shareholders at the end of the Record Date shall be shareholders entitled to the relevant rights and interests.</p>
<p>Article 38</p> <p>Shareholders of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interest in proportion to their respective shareholdings;</p> <p>(II) to request, convene, hold, participate or authorize proxies to attend shareholders' general meeting, and to exercise the corresponding voting rights according to the proportion of shares they hold in accordance with the law;</p>	<p>Article 38</p> <p>Shareholders of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interest in proportion to their respective shareholdings;</p> <p>(II) to request <u>the convening, calling, presiding over, attendance in person or by, convene, hold, participate or authorize</u> proxies <u>to attend shareholders' at general meetings</u>, and to exercise the corresponding voting rights according to the proportion of shares they hold in accordance with the law;</p>

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
<p>(III) to supervise the business operations of the Company and to make suggestions or inquiries;</p> <p>(IV) to transfer, give or pledge the shares they hold according to the laws and regulations, Hong Kong Listing Rules and the Articles of Association;</p> <p>(V) to review the Articles of Association, the register of shareholders, counterfoils of corporate bonds, minutes of shareholders' general meetings, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings and financial and accounting reports;</p> <p>(VI) to obtain relevant information in accordance with the laws and regulations and the Articles of Association, which shall include:</p> <ol style="list-style-type: none">1. to obtain the copies of Articles of Association after paying the production cost;2. to inspect and obtain photocopies of the following information upon payment of a reasonable charge:<ol style="list-style-type: none">(1) all of the register of Shareholders;(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including: <p>...</p>	<p>(III) to supervise the business operations of the Company and to make suggestions or inquiries;</p> <p>(IV) to transfer, give or pledge the shares they hold according to the laws and regulations, Hong Kong Listing Rules and the Articles of Association;</p> <p>(V) to review inspect and make copies of the Articles of Association, the register of shareholders, counterfoils of corporate bonds, minutes of shareholders' general meetings, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings and financial and accounting reports. Shareholders who meet the prescribed requirements may inspect the Company's accounting books and vouchers;</p> <p>(VI) to obtain relevant information in accordance with the laws and regulations and the Articles of Association, which shall include:</p> <ol style="list-style-type: none">1. to obtain the copies of Articles of Association after paying the production cost;2. to inspect and obtain photocopies of the following information upon payment of a reasonable charge:<ol style="list-style-type: none">(1) all of the register of Shareholders;(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including: <p>...</p>

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Existing Article	Proposed Amendment
<p>(6) counterfoils of corporate bonds, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings, financial and accounting reports and minutes of general meetings (for inspection by shareholders only);</p> <p>(7) The latest audited financial statements, reports of the Board of Directors, and Board of Supervisors and auditors;</p> <p>(8) The latest annual report/annual return filed with the PRC administration for industry and commerce or other competent authorities;</p> <p>(9) The minutes of the general meeting.</p> <p>The Company shall keep the above documents other than item (II) at the Company's address in Hong Kong in accordance with the requirements of the Hong Kong Listing Rules. Shareholders demanding inspection of the relevant information or copies of the materials mentioned above shall provide the Company with written documents evidencing the class and number of shares they hold in the Company. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request. Unless the register of shareholders of the Company is closed in accordance with Article 37 of the Articles of Association, during such period of closure, the Company is not required to provide the documents referred to in item (I) above for shareholders' inspection.</p>	<p>(6) counterfoils of corporate bonds, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings, financial and accounting reports and minutes of general meetings (for inspection by shareholders only);</p> <p>(7) The latest audited financial statements, reports of the Board of Directors, and Board of Supervisors and auditors;</p> <p>(8) The latest annual report/annual return filed with the PRC administration for industry and commerce or other competent authorities;</p> <p>(9) The minutes of the general meeting.</p> <p>The Company shall keep the above documents other than item (II) at the Company's address in Hong Kong in accordance with the requirements of the Hong Kong Listing Rules. Shareholders demanding inspection of the relevant information or copies of the materials mentioned above shall provide the Company with written documents evidencing the class and number of shares they hold in the Company. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request. requesting to inspect or copy the Company's relevant information shall comply with the provisions of the Company Law, Securities Law and other applicable laws and administrative regulations. Unless the register of shareholders of the Company is closed in accordance with Article 37 of the Articles of Association, during such period of closure, the Company is not required to provide the documents referred to in item (I) above for shareholders' inspection.</p>

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Existing Article	Proposed Amendment
<p>(VII) To participate in the distribution of the remaining property of the Company according to the proportion of shares they hold when the Company is terminated or liquidated;</p> <p>(VIII) To request the Company to repurchase his/her shares subject to fulfillment of the required procedures for share repurchase by the Company in accordance with the Articles of Association and the relevant laws and regulations if a shareholder dissents from the merger or division of the Company at a general meeting;</p> <p>(IX) The Shareholders holding more than three percent (3%) of the shares of the Company separately or jointly have the right to raise a temporary proposal and submit it in writing to the Board of Directors ten (10) days before the Shareholders' general meeting is held;</p> <p>(X) Other rights set out in laws and regulations and the Articles of Association.</p>	<p>(VII) To participate in the distribution of the remaining property of the Company according to the proportion of shares they hold when the Company is terminated or liquidated;</p> <p>(VIII) To request the Company to repurchase his/her shares subject to fulfillment of the required procedures for share repurchase by the Company in accordance with the Articles of Association and the relevant laws and regulations if a shareholder dissents from the merger or division of the Company at a general meeting;</p> <p>(IX) The Shareholders holding more than one three percent (13%) of the shares (including preference shares with restored voting rights, etc.) of the Company separately or jointly have the right to may raise a temporary proposal and submit it in writing to the convener Board of Directors ten (10) days before the Shareholders' general meeting is held;</p> <p>(X) Other rights set out in laws and regulations and the Articles of Association.</p>
Article 39 <p>A shareholder requesting for inspection of information or access to materials referred to in Article 38 shall produce to the Company written documents evidencing the class and number of shares that the shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder.</p>	Article 39 <p>A shareholder requesting for inspection of information or access to materials referred to in Article 38 shall produce to the Company written documents evidencing the class and number of shares that the shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder to inspect or copy the Company's relevant information shall comply with the provisions of the Company Law, Securities Law and other applicable laws and administrative regulations.</p>

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THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Article 40</p> <p>Shareholders are entitled to request the People's Court to invalidate the resolutions of a general meeting or a Board meeting which violates the laws and regulations.</p> <p>Shareholders are entitled to request the People's Court to cancel the relevant resolution within sixty (60) days after the resolution is adopted if the convening procedure and voting method of the general meeting or Board meeting violates the laws and regulations or these Articles of Association, or the resolution content breaches these Articles of Association.</p>	<p>Article 40</p> <p>Shareholders are entitled to request the People's Court to invalidate the resolutions of a general meeting or a Board meeting which violates the laws and regulations.</p> <p>Shareholders are entitled to request the People's Court to cancel the relevant resolution within sixty (60) days after the resolution is adopted if the convening procedure and voting method of the general meeting or Board meeting violates the laws and regulations or these Articles of Association, or the resolution content breaches these Articles of Association. <u>However, this shall not apply to cases where the convening procedure or voting method of the general meeting or Board meeting have only minor defects and have not had a material impact on the resolution.</u></p> <p><u>Where there is a dispute among the Board, shareholders, or other relevant parties regarding the validity of a general meeting resolution, they shall promptly initiate a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to revoke the resolution, the relevant parties shall implement the general meeting resolution. The Company, Directors, and senior management shall earnestly perform their duties to ensure the normal operation of the Company.</u></p>

APPENDIX

**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
	<p><u>Upon the People's Court rendering a judgment or ruling on relevant matters, the Company shall fulfil its information disclosure obligations in accordance with laws, administrative regulations, the rules of the CSRC, and stock exchanges, fully explain the impact, and actively cooperate with the enforcement after the judgment or ruling takes effect. Where it involves correcting prior matters, the Company shall promptly process and fulfil the corresponding information disclosure obligations.</u></p>
[Newly added]	<p><u>Article 41</u></p> <p><u>Resolutions of the Company's general meeting or Board meeting shall not be valid under any of the following circumstances:</u></p> <p><u>(I) no general meeting or Board meeting was convened to adopt the resolution;</u></p> <p><u>(II) the general meeting or Board meeting did not vote on the matters set forth in the resolution;</u></p> <p><u>(III) the number of attendees or the voting rights held by them at the meeting did not reach the number of attendees or the voting rights required by the Company Law or the Articles of Association;</u></p> <p><u>(IV) the number of persons or the voting rights held by them in favor of the resolution did not reach the number of persons or the voting rights required by the Company Law or the Articles of Association.</u></p>

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Existing Article	Proposed Amendment
<p>Article 41</p> <p>Where a director or senior management violates laws and regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, the shareholders individually or jointly holding more than one percent (1%) of the Company's shares for more than one hundred and eighty (180) consecutive days shall have the right to request the Board of Supervisors in writing to initiate legal proceedings in the People's Court; where the Board of Supervisors violates laws and regulations or the Articles of Association in the course of performing its duties and causes losses to the Company, the aforesaid shareholders shall have the right to request the Board of Directors in writing to initiate legal proceedings in the People's Court.</p> <p>Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, in case the Board of Supervisors and the Board of Directors refuses to file a lawsuit or fails to file a lawsuit within thirty (30) days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders shall have the right to file a lawsuit to the People's Court directly in their own names for protection of the Company's interests.</p>	<p>Article 42</p> <p>Where a Director <u>other than members of the Audit Committee</u> or senior management violates laws and regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, the shareholders individually or jointly holding more than one percent (1%) of the Company's shares for more than one hundred and eighty (180) consecutive days shall have the right to request the <u>Audit Committee Board of Supervisors</u> in writing to initiate legal proceedings in the People's Court; where <u>a member of the Audit Committee</u> the Board of Supervisors violates laws and regulations or the Articles of Association in the course of performing <u>his/her its</u> duties and causes losses to the Company, the aforesaid shareholders shall have the right to request the Board of Directors in writing to initiate legal proceedings in the People's Court.</p> <p>Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, in case the <u>Audit Committee Board of Supervisors</u> and the Board of Directors refuses to file a lawsuit or fails to file a lawsuit within thirty (30) days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders shall have the right to file a lawsuit to the People's Court directly in their own names for protection of the Company's interests.</p>

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
<p>In the event that any person infringes the legal interests of the Company and causes losses thereto, the shareholders specified in the first paragraph may file a lawsuit to the People's Court in accordance with the provisions of the preceding two paragraphs.</p> <p>Where laws, regulations and the Articles of Association provide otherwise, such provisions shall prevail.</p>	<p>In the event that any person infringes the legal interests of the Company and causes losses thereto, the shareholders specified in the first paragraph may file a lawsuit to the People's Court in accordance with the provisions of the preceding two paragraphs.</p> <p><u>Where a director, supervisor or senior management of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, or where others infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, shareholders individually or collectively holding more than one percent (1%) of the Company's shares for more than one hundred and eighty (180) consecutive days may, in accordance with the first three paragraphs of Article 189 of the Company Law, request the board of supervisors or the board of directors of the wholly-owned subsidiary in writing to initiate legal proceedings in the People's Court, or directly initiate legal proceedings in the People's Court in their own name.</u></p> <p>Where laws, regulations and the Articles of Association provide otherwise, such provisions shall prevail.</p>
<p>Article 42</p> <p>If a Director, general manager or other senior management violates laws, regulations or the Articles of Association, thereby damaging the interests of shareholders, the shareholders may initiate legal proceedings in the People's Court.</p>	<p>Article 43</p> <p>If a Director, general manager or other senior management violates laws, regulations or the Articles of Association, thereby damaging the interests of shareholders, the shareholders may initiate legal proceedings in the People's Court.</p>

Existing Article	Proposed Amendment
<p>Article 43</p> <p>Shareholders of the Company shall assume the following obligations:</p> <p>(I) to abide by the laws and regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;</p> <p>(II) to make a capital contribution according to the shares they subscribe for and the capital participation method;</p> <p>(III) not to withdraw capital contribution or withdraw shares unless otherwise provided by laws and regulations;</p> <p>(IV) not to abuse the shareholder's rights to cause losses to the Company or other shareholders, and not to abuse the independent legal person status of the Company and the limited liability of Shareholders to damage the interests of the creditors of the Company;</p> <p>(V) Other obligations to be assumed by the Shareholders according to the laws and regulations and the Articles of Association.</p> <p>If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the creditors of the Company shall bear joint and several liabilities for the debts of the Company.</p>	<p>Article 44</p> <p>Shareholders of the Company shall assume the following obligations:</p> <p>(I) to abide by the laws and regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;</p> <p>(II) to make a capital contribution according to the shares they subscribe for and the capital participation method;</p> <p>(III) not to withdraw its share capital contribution or withdraw shares unless otherwise provided by laws and regulations;</p> <p>(IV) not to abuse the shareholder's rights to cause losses to the Company or other shareholders, and not to abuse the independent legal person status of the Company and the limited liability of Shareholders to damage the interests of the creditors of the Company;</p> <p>(V) Other obligations to be assumed by the Shareholders according to the laws and regulations and the Articles of Association.</p> <p>Article 45</p> <p>If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the creditors of the Company shall bear joint and several liabilities for the debts of the Company.</p>

Existing Article	Proposed Amendment
[Newly added]	<p style="text-align: center;"><u>Section 2 Controlling Shareholders and Actual Controllers</u></p> <p style="text-align: center;"><u>Article 46</u></p> <p><u>The controlling shareholders and actual controllers of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations and the requirements of the CSRC and stock exchanges, so as to safeguard the interests of the listed company.</u></p> <p style="text-align: center;"><u>Article 47</u></p> <p><u>Controlling shareholders and actual controllers of the Company shall comply with the following provisions:</u></p> <p class="list-item-l1"><u>(I) to exercise shareholder's rights in accordance with the laws, and not to abuse the control rights or use related-party relationships to damage the legitimate rights and interests of the Company or other shareholders;</u></p> <p class="list-item-l1"><u>(II) to strictly fulfill all public statements and commitments made, and not to arbitrarily change or exempt them;</u></p> <p class="list-item-l1"><u>(III) to strictly fulfill information disclosure obligations in accordance with relevant regulations, proactively cooperate with the Company in information disclosure, and promptly inform the Company of material events that have occurred or are anticipated to occur;</u></p> <p class="list-item-l1"><u>(IV) not to misappropriate the funds of the Company in any manner;</u></p>

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Existing Article	Proposed Amendment
	<p><u>(V) not to force, instruct, or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;</u></p> <p><u>(VI) not to use the undisclosed material information of the Company to seek benefits, disclose any undisclosed material information related to the Company in any manner, or engage in illegal activities such as insider trading, short-swing trading or market manipulation;</u></p> <p><u>(VII) not to damage the legitimate rights and interests of the Company and other shareholders through any means such as unfair related-party transactions, profit distribution, asset restructuring or external investments;</u></p> <p><u>(VIII) to ensure the Company's asset integrity, personnel independence, financial independence, institutional independence and business independence, and not to affect the Company's independence in any manner;</u></p> <p><u>(IX) other provisions of laws, administrative regulations, requirements of the CSRC, stock exchange business rules and the Articles of Association.</u></p>

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Existing Article	Proposed Amendment
	<p><u>Where the Company's controlling shareholders or actual controllers do not serve as directors of the Company but actually conduct the Company's affairs, the provisions of the Articles of Association concerning the fiduciary duties and diligent duties of Directors shall apply.</u></p> <p><u>If the Company's controlling shareholders or actual controllers instruct directors or senior management to engage in acts that damage the interests of the Company or shareholders, they shall bear joint and several liability with such directors or senior management.</u></p> <p><u>Article 48</u></p> <p><u>When controlling shareholders or actual controllers pledge the Company's shares they hold or actually control, they shall maintain the stability of the Company's control rights and production and operation.</u></p> <p><u>Article 49</u></p> <p><u>When controlling shareholders or actual controllers transfer their shares in the Company, they shall comply with the restrictive provisions on share transfers stipulated in laws, administrative regulations and requirements of the CSRC and stock exchanges, as well as the commitments they have made regarding restrictions on share transfers.</u></p>

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Existing Article	Proposed Amendment
Article 44 <p>The controlling shareholders, actual controllers, directors, supervisors, general manager and other senior management of the Company shall not use their connected relations to damage the interests of the Company. Otherwise, they shall be liable for compensation for the loss suffered by the Company.</p> <p>The controlling shareholders and actual controllers of the Company shall bear the fiduciary duty to the Company and public shareholders of the Company. The controlling shareholder shall exercise the rights of the investor in strict accordance with the law. The controlling shareholder shall not damage the legitimate rights and interests of the Company and public shareholders of the Company by means of connected transactions, profit distribution, asset restructuring, outbound investment, capital occupation, loan guarantee, etc., and shall not damage the interests of the Company and public shareholders of the Company by means of its controlling position.</p>	[Deleted]
Article 45 <p>If shareholders holding more than five percent (5%) of the voting shares of the Company pledge their shares, they shall report to the Company in writing on the date of the occurrence of such pledge.</p>	[Deleted]

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Existing Article	Proposed Amendment
Section 2 General Provisions of the General Meeting	Section 23 General Provisions of the General Meeting
Article 46 The general meeting acts as the supreme authority of the Company which, according to laws, exercises the following functions and power: (I) To decide on the business operating guidelines and investment plans of the Company; (II) To elect and replace directors and supervisors who are not representatives of the employees and to decide matters relating to the remuneration of directors and supervisors; (III) To consider and approve reports of the Board of Directors; (IV) To consider and approve reports of the Supervisory Committee; (V) To consider and approve annual financial budgets plans and final accounts plans of the Company; (VI) To consider and approve profit distribution plans and loss recovery plans of the Company; (VII) To make resolutions on the increase or reduction of the Company's registered capital or share capital; (VIII) To make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;	Article 50 <u>The general meeting is composed of all shareholders.</u> The general meeting acts as the supreme authority of the Company which, according to laws, exercises the following functions and power: (I) To decide on the business operating guidelines and investment plans of the Company; (II) To elect and replace directors and supervisors who are not representatives of the employees and to decide matters relating to the remuneration of directors and supervisors; (III) To consider and approve reports of the Board of Directors; (IV) To consider and approve reports of the Supervisory Committee; (V) To consider and approve annual financial budgets plans and final accounts plans of the Company; (VI) To consider and approve profit distribution plans and loss recovery plans of the Company; (VII) To make resolutions on the increase or reduction of the Company's registered capital or share capital; (VIII) To make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;

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Existing Article	Proposed Amendment
<p>(IX) To make resolutions on the issue of debentures, shares of any kind, warrants and other securities of the Company and their listing;</p> <p>(X) To make resolutions on the appointment and dismissal of engagement of accounting firms by the Company;</p> <p>(XI) To amend the Articles of Association;</p> <p>(XII) To consider any purchase, sale of material assets, external investment by the Company in excess of thirty percent (30%) of the Company's latest audited total assets within one (1) year;</p> <p>(XIII) to consider and approve the guarantees as stipulated in Article 47 of the Articles of Association;</p> <p>(XIV) to consider and approve the change in use of proceeds;</p> <p>(XV) to consider the formulation, modification and implementation of the share incentive scheme and the employee share ownership scheme;</p> <p>(XVI) to consider other matters to be resolved by the general meeting as required by the laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.</p>	<p>(IXVI) To make resolutions on the issue of debentures, shares of any kind, warrants and other securities of the Company and their listing;</p> <p>(XVII) To make resolutions on the appointment and dismissal of engagement removal of accounting firms by the Company engaged for the Company's audit services;</p> <p>(XVIII) To amend the Articles of Association;</p> <p>(IXH) To consider any purchase, <u>or</u> sale of material assets, external investment by the Company in excess of thirty percent (30%) of the Company's latest audited total assets within one (1) year;</p> <p>(XH) to consider and approve the guarantees as stipulated in Article <u>5147</u> of the Articles of Association;</p> <p>(XIV) to consider and approve the change in use of proceeds;</p> <p>(XIVV) to consider the formulation, modification and implementation of the share incentive scheme and the employee share ownership scheme;</p> <p>(XIVVI) to consider other matters to be resolved by the general meeting as required by the laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.</p>

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Existing Article	Proposed Amendment
<p>The powers of the above general meetings shall not be exercised by the Board or other institutions or individuals by way of authorization.</p>	<p><u>The general meeting may authorize the Board to make resolutions regarding the issuance of corporate bonds.</u></p> <p><u>Save as otherwise provided by laws, administrative regulations, the CSRC or the rules of the relevant stock exchange,</u> the powers of the above general meetings shall not be exercised by the Board or other institutions or individuals by way of authorization.</p>
<p>Article 47</p> <p>Except as otherwise provided in the Articles of Association, all matters relating to the Company's external guarantees must be considered and approved by the Board of Directors. The following external guarantees provided by the Company, shall be subject to the consideration and approval by the shareholders' general meeting:</p> <p>(I) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries exceeds fifty percent of the latest audited net assets;</p> <p>(II) any guarantee provided after the total amount of external guarantees provided by the Company exceeds thirty percent of the latest audited total assets;</p> <p>(III) a guarantee provided by the Company within one year with an amount exceeding thirty percent of the latest audited total assets of the Company;</p>	<p>Article 51</p> <p>Except as otherwise provided in the Articles of Association, all matters relating to the Company's external guarantees must be considered and approved by the Board of Directors. The following external guarantees provided by the Company, shall be subject to the consideration and approval by the shareholders' general meeting:</p> <p>(I) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries exceeds fifty percent <u>(50%)</u> of the latest audited net assets;</p> <p>(II) any guarantee provided after the total amount of external guarantees provided by the Company exceeds thirty percent <u>(30%)</u> of the latest audited total assets;</p> <p>(III) a guarantee provided by the Company <u>to any person</u> within one year with an amount exceeding thirty percent <u>(30%)</u> of the latest audited total assets of the Company;</p>

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Existing Article	Proposed Amendment
(IV) a guarantee provided to a guaranteed party whose asset-liability ratio exceeds seventy percent;	(IV) a guarantee provided to a guaranteed party whose asset-liability ratio exceeds seventy percent <u>(70%)</u> ;
(V) a single guarantee with an amount exceeding ten percent of the latest audited net assets;	(V) a single guarantee with an amount exceeding ten percent <u>(10%)</u> of the latest audited net assets;
(VI) a guarantee provided to shareholders, actual controllers and their related parties; and	(VI) a guarantee provided to shareholders, actual controllers and their <u>connected related</u> parties; and
(VII) a guarantee required by the Hong Kong Listing Rules to be considered and approved at the general meeting.	(VII) a guarantee required by the Hong Kong Listing Rules to be considered and approved at the general meeting.
When the proposal for providing guarantees stipulated in paragraph (6) of the preceding subsection is reviewed by the general meeting, such Shareholder or the Shareholders controlled by the actual controllers shall not participate in the voting, and this proposal shall be adopted by the more than half of votes of other Shareholders present at the meeting.	When the proposal for providing guarantees stipulated in paragraph (6) of the preceding subsection is reviewed by the general meeting, such Shareholder or the Shareholders controlled by the actual controllers shall not participate in the voting, and this proposal shall be adopted by the more than half of votes of other Shareholders present at the meeting.
Where a Director, General Manager and other senior management violates laws, regulations or the provisions of the Articles of Association on the limits of authority for examination and approval and the procedures for examination and approval of external guarantees, thus causing losses to the Company, they shall be liable for compensation, and the Company may file a lawsuit against them according to law.	Where a Director, <u>General Manager</u> and <u>other</u> senior management violates laws, regulations or the provisions of the Articles of Association on the limits of authority for examination and approval and the procedures for examination and approval of external guarantees, thus causing losses to the Company, they shall be liable for compensation, and the Company may file a lawsuit against them according to law.
If there are special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.	If there are special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.

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Existing Article	Proposed Amendment
<p>Article 48</p> <p>General meetings shall be classified into the annual general meeting and the extraordinary general meeting. The annual general meeting shall be held once a year and shall be held not more than six (6) months after the end of the preceding fiscal year.</p> <p>The Company shall convene an extraordinary general meeting within two (2) months from the date of the occurrence of any of the following circumstances:</p> <p>(I) When the number of Directors is less than the number prescribed by the Company Law or less than two-thirds (2/3) of the amount required by the Articles of Association;</p> <p>(II) When the Company's uncovered losses amount to one-third (1/3) of the total paidup share capital;</p> <p>(III) When a request is made by a shareholder or shareholders holding separately or in aggregate more than ten percent (10%) of the shares of the Company;</p> <p>(IV) When the Board of Directors deems it necessary;</p> <p>(V) When the Board of Supervisors proposes to convene it;</p>	<p>Article 52</p> <p>General meetings shall be classified into the annual general meeting and the extraordinary general meeting. The annual general meeting shall be held once a year and shall be held not more than six (6) months after the end of the preceding fiscal year.</p> <p>Article 53</p> <p>The Company shall convene an extraordinary general meeting within two (2) months from the date of the occurrence of any of the following circumstances:</p> <p>(I) When the number of Directors is less than the number prescribed by the Company Law or less than two-thirds (2/3) of the number stipulated in amount required by the Articles of Association (being 8 persons);</p> <p>(II) When the Company's uncovered losses amount to one-third (1/3) of the total paidup share capital;</p> <p>(III) When a request is made by a shareholder or shareholders holding separately or in aggregate more than ten percent (10%) of the shares (including preference shares with restored voting rights, etc.) of the Company;</p> <p>(IV) When the Board of Directors deems it necessary;</p> <p>(V) When the Audit Committee Board of Supervisors proposes to convene it;</p>

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Existing Article	Proposed Amendment
(VI) Other circumstances as stipulated by laws, regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association.	(VI) Other circumstances as stipulated by laws, regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association.
Article 49 The Company shall convene a shareholders' general meeting at the domicile of the Company or the place of the meeting as specified in the notice of the meeting. The general meeting shall be held in a venue and in the form of an on-site meeting. The Company will also provide online voting for the convenience of shareholders attending the general meeting. Shareholders attending the general meeting in the above manner shall be deemed as present. After the notice of the general meeting is issued, the venue of the meeting shall not be changed without proper reasons. If changes are necessary, the convener shall make an announcement and explain the reasons at least two working days before the date of the on-site meeting.	Article 54 The Company shall convene a shareholders' general meeting at the domicile of the Company or the place of the meeting as specified in the notice of the meeting. The general meeting shall be held in a venue and in the form of an on-site meeting. The Company will also provide online voting for the convenience of shareholders attending the general meeting. Shareholders attending the general meeting in the above manner shall be deemed as present. <u>The general meeting may be held not only in person at the meeting venue in the form of an on-site meeting, but also simultaneously through electronic communication means.</u> After the notice of the general meeting is issued, the venue of the meeting shall not be changed without proper reasons. If changes are necessary, the convener shall make an announcement and explain the reasons at least two (2) working days before the date of the on-site meeting.

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Existing Article	Proposed Amendment
<p>Article 50</p> <p>When convening a general meeting, the Company will engage lawyers to issue legal opinions on the following issues and make announcements:</p> <p>(I) whether the procedures for convening and holding the meeting comply with laws, regulations and the Articles of Association;</p> <p>(II) whether the qualifications of the attendees and 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 as requested by the Company.</p> <p>Unless otherwise required by the Hong Kong Listing Rules and the securities regulatory authorities of the place where the Company's shares are listed or no mandatory provisions have been made.</p>	[Deleted]

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
Section 3 C envening of General Meetings	Section 34 C envening of General Meetings
Article 51 The independent non-executive Directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. In response to a proposal by an independent non-executive Director to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, provide written feedback within ten (10) days after receiving the proposal to agree or disagree with the convening of the extraordinary general meeting. If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice of the convening of the general meeting within five (5) days after making a resolution of the Board of Directors. If the Board of Directors does not agree to convene an extraordinary general meeting, it will state the reasons and make an announcement.	Article 55 <u>The Board of Directors shall convene the general meeting within the prescribed time limit. With the approval of a majority of all independent non-executive Directors, the</u> independent non-executive Directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. In response to a proposal by an independent non-executive Director to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, provide written feedback within ten (10) days after receiving the proposal to agree or disagree with the convening of the extraordinary general meeting. If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice of the convening of the general meeting within five (5) days after making a resolution of the Board of Directors. If the Board of Directors does not agree to convene an extraordinary general meeting, it will state the reasons and make an announcement.

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Existing Article	Proposed Amendment
<p>Article 52</p> <p>The Board of Supervisors have the right to propose to the Board of Directors to convene an EGM, and shall make such proposal in writing. The Board of Directors shall, in accordance with the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten (10) days after receiving the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice of the convening of the general meeting within five (5) days after making a resolution of the Board of Directors, and any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors.</p> <p>If the Board of Directors does not agree to convene an extraordinary general meeting, or if no feedback is given within ten (10) days after receiving the proposal, the Board of Directors shall be deemed to be unable to perform or not perform its duty to convene a meeting of the general meeting, and the Board of Supervisors may convene and preside over the meeting on their own.</p>	<p>Article 56</p> <p>The <u>Audit Committee Board of Supervisors</u> <u>have the right to shall</u> propose to the Board of Directors to convene an <u>extraordinary general meeting EGM</u>, and shall make such proposal in writing. The Board of Directors shall, in accordance with the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten (10) days after receiving the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice of the convening of the general meeting within five (5) days after making a resolution of the Board of Directors, and any changes to the original proposal in the notice shall be subject to the consent of the <u>Audit Committee Board of Supervisors</u>.</p> <p>If the Board of Directors does not agree to convene an extraordinary general meeting, or if no feedback is given within ten (10) days after receiving the proposal, the Board of Directors shall be deemed to be unable to perform or not perform its duty to convene a meeting of the general meeting, and the <u>Audit Committee Board of Supervisors</u> may convene and preside over the meeting on their own.</p>

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Existing Article	Proposed Amendment
<p>Article 53</p> <p>Shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company have the right to request the Board of Directors to hold an extraordinary general meeting, and shall put forward such request to the Board of Directors in writing and include proposals in the agenda of the meeting. The Board of Directors shall, in accordance with the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, provide written feedback within ten (10) days after receiving the request, whether it agrees or does not agree to convene an extraordinary general meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it shall, within five (5) days after making a resolution of the Board of Directors, issue a notice to convene the general meeting, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If the Board of Directors does not agree to convene an extraordinary general meeting, or does not provide feedback within ten (10) days after receiving the request, shareholders, individually or collectively, holding more than ten percent (10%) of the shares of the Company shall have the right to propose to the Board of Supervisors the convening of an extraordinary general meeting, and shall submit their request in writing to the Board of Supervisors.</p>	<p>Article 57</p> <p>Shareholders who individually or collectively hold more than ten percent (10%) of the shares <u>(including preference shares with restored voting rights, etc.)</u> of the Company have the right shall put forward to the Board of Directors in writing to request the Board of Directors to hold an extraordinary general meeting, and shall put forward such request to the Board of Directors in writing and include proposals in the agenda of the meeting. The Board of Directors shall, in accordance with the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, provide written feedback within ten (10) days after receiving the request, whether it agrees or does not agree to convene an extraordinary general meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it shall, within five (5) days after making a resolution of the Board of Directors, issue a notice to convene the general meeting, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If the Board of Directors does not agree to convene an extraordinary general meeting, or does not provide feedback within ten (10) days after receiving the request, shareholders, individually or collectively, holding more than ten percent (10%) of the shares <u>(including preference shares with restored voting rights, etc.)</u> of the Company shall have the right submit in writing to the <u>Audit Committee Board of Supervisors</u> to propose to the <u>Audit Committee Board of Supervisors</u> the convening of an extraordinary general meeting; and shall submit their request in writing to the Board of Supervisors.</p>

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THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>If the Board of Supervisors agrees to convene an extraordinary general meeting, it shall, within five (5) days after receiving the request, issue a notice convening the general meeting, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If the Board of Supervisors fails to issue a notice of a general meeting within the prescribed period, it shall be deemed not to convene and preside over the general meeting. Shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company for more than ninety (90) consecutive days may convene and preside over the general meeting on their own. The shareholding of the convening shareholder shall not be less than ten percent (10%) before the announcement of the resolution of the general meeting.</p>	<p>If the <u>Audit Committee Board of Supervisors</u> agrees to convene an extraordinary general meeting, it shall, within five (5) days after receiving the request, issue a notice convening the general meeting, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If the <u>Audit Committee Board of Supervisors</u> fails to issue a notice of a general meeting within the prescribed period, it shall be deemed not to convene and preside over the general meeting. Shareholders who individually or collectively hold more than ten percent (10%) of the shares (<u>including preference shares with restored voting rights, etc.</u>) of the Company for more than ninety (90) consecutive days may convene and preside over the general meeting on their own. <u>The shareholding of the convening shareholder shall not be less than ten percent (10%) before the announcement of the resolution of the general meeting.</u></p>
<p>Article 54</p> <p>If the Board of Supervisors or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and file with the relevant competent authorities and the stock exchange on which the Company's shares are listed and traded (if necessary) in accordance with applicable laws and regulations.</p>	<p>Article 58</p> <p>If the <u>Audit Committee Board of Supervisors</u> or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and file with the relevant competent authorities and the stock exchange on which the Company's shares are listed and traded (if necessary) in accordance with applicable laws and regulations.</p>

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

Existing Article	Proposed Amendment
The Supervisory Committee or the convening shareholders shall submit relevant evidentiary materials (if necessary) to the relevant competent authorities and the stock exchange in accordance with applicable laws and regulations when issuing the notice of the general meeting and announcing the resolutions of the general meeting.	The <u>Audit Committee</u> Supervisory Committee or the convening shareholders shall submit relevant evidentiary materials (if necessary) to the relevant competent authorities and the stock exchange in accordance with applicable laws and regulations when issuing the notice of the general meeting and announcing the resolutions of the general meeting. <u>Prior to the announcement of any resolution of the general meeting, the aggregate shareholding (including preference shares with restored voting rights, etc.) of the shareholders convening such meeting shall not be less than ten percent (10%).</u>
Article 55 The Board of Directors and the board secretary shall align with the general meeting convened by the Board of Supervisors or the shareholders on their own. The Board of Directors shall provide a register of shareholders on the record date.	Article 59 The Board of Directors and the board secretary shall align with the general meeting convened by the <u>Audit Committee</u> Board of Supervisors or the shareholders on their own. The Board of Directors shall provide a register of shareholders on the record date.
Article 56 If the Board of Supervisors or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.	Article 60 If the <u>Audit Committee</u> Board of Supervisors or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.

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

Existing Article	Proposed Amendment
Section 4 Proposals and Notices of Shareholders' General Meeting	Section 45 Proposals and Notices of Shareholders' General Meeting
Article 57 The convener shall notify all shareholders of the time, place and matters to be considered at the meeting at least twenty-one (21) days prior to the annual general meeting, and shall notify all shareholders of the time, place and matters to be considered at the meeting at least fifteen (15) days prior to the extraordinary general meeting. Where laws and regulations and securities regulatory authorities where the Company's shares are listed have other provisions, such provisions shall prevail. The Company shall not include the date of the meeting in calculating the starting period.	Article 61 The convener shall <ins>will</ins> notify all shareholders of the time, place and matters to be considered at the meeting at least twenty-one (21) days prior to the annual general meeting, and shall notify all shareholders of the time, place and matters to be considered at the meeting at least fifteen (15) days prior to the extraordinary general meeting. Where laws and regulations and securities regulatory authorities where the Company's shares are listed have other provisions, such provisions shall prevail. The Company shall not include the date of the meeting in calculating the starting period.
Article 58 The contents of the proposals of the general meeting shall fall within the scope of authority of the general meeting, have clear topics and specific matters for resolution, and comply with the relevant provisions of laws and regulations, the Hong Kong Listing Rules and the Articles of Association.	Article 62 The contents of the proposals of the general meeting shall fall within the scope of authority of the general meeting, have clear topics and specific matters for resolution, and comply with the relevant provisions of laws and regulations, the Hong Kong Listing Rules and the Articles of Association.
Article 59 When the Company convenes a general meeting, the Board of Directors, the Board of Supervisors and shareholders individually or jointly holding more than three percent (3%) of the total voting shares of the Company shall have the right to submit proposals to the Company.	Article 63 When the Company convenes a general meeting, the Board of Directors, the <ins>Audit Committee</ins> <ins>Board of Supervisors</ins> and shareholders individually or jointly holding more than three <ins>one</ins> percent (31 <ins>1</ins> %) of the total voting shares <ins>(including preference shares with restored voting rights, etc.)</ins> of the Company shall have the right to submit proposals to the Company.

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Shareholders individually or jointly holding more than three percent (3%) of the total voting shares of the Company may make a provisional proposal and submit it in writing to the convener ten (10) days before the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within two (2) days upon receipt of the proposal and announce the contents of the provisional proposal.</p>	<p>Shareholders individually or jointly holding more than three<ins>one</ins> percent (3<ins>1</ins>%) of the total voting shares (<ins>including preference shares with restored voting rights, etc.</ins>) of the Company may make a provisional proposal and submit it in writing to the convener ten (10) days before the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within two (2) days upon receipt of the proposal and announce the contents of the provisional proposal, <ins>and shall submit such interim proposal to the general meeting for deliberation; provided, however, that no such submission shall be required if the interim proposal violates any laws, administrative regulations or the provisions of the Articles of Association, or falls outside the scope of authority of the general meeting.</ins></p>
<p>Except as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals after issuing the announcement of the notice of the general meeting.</p>	<p>Except as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals after issuing the announcement of the notice of the general meeting.</p>
<p>The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or proposals not in conformity with Article 60 of the Articles of Association.</p>	<p>The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or proposals not in conformity with Article 60 of the Articles of Association.</p> <p><ins>The Company shall not increase the shareholding percentage requirement for shareholders proposing interim proposal.</ins></p>

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

Existing Article	Proposed Amendment
<p>Article 60</p> <p>The notice of the general meeting shall include the following:</p> <p>(I) the time, venue and duration of the meeting;</p> <p>(II) the matters and proposals submitted for consideration at the meeting;</p> <p>(III) a statement explicitly stating that all shareholders of ordinary shares are entitled to attend the General Meeting of Shareholders and may appoint a proxy in writing to attend and vote at the meeting, and that such proxies need not be a shareholder of the Company;</p> <p>(IV) the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) the name and telephone number of the contact person of the meeting;</p> <p>(VI) voting times and procedures for voting on the Internet or by other means;</p> <p>(VII) other requirements as stipulated by laws and regulations, the regulatory rules of the place where the shares of the Company are listed and the articles of association.</p>	<p>Article 64</p> <p>The notice of the general meeting shall include the following:</p> <p>(I) the time, venue and duration of the meeting;</p> <p>(II) the matters and proposals submitted for consideration at the meeting;</p> <p>(III) a statement explicitly stating that all shareholders of ordinary shares (<u>including preference shareholders with restored voting rights</u>), <u>shareholders of shares with special voting rights and other shareholders</u> are entitled to attend the General Meeting of Shareholders and may appoint a proxy in writing to attend and vote at the meeting, and that such proxies need not be a shareholder of the Company;</p> <p>(IV) the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) the name and telephone number of the contact person of the meeting;</p> <p>(VI) voting times and procedures for voting on the Internet or by other means;</p> <p>(VII) other requirements as stipulated by laws and regulations, the regulatory rules of the place where the shares of the Company are listed and the articles of association.</p>

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

Existing Article	Proposed Amendment
If the general meeting of the Company adopts the online or other forms, the voting time and voting procedures for the online meeting or other forms of meeting shall be specified in the notice of the general meeting. Voting online or by other means at the general meeting shall commence no earlier than 3:00 p.m. on the day before the on-site general meeting and no later than 9:30 a.m. on the day of the on-site general meeting, and shall end no earlier than 3:00 p.m. on the day of the on-site general meeting.	If the general meeting of the Company adopts the online or other forms, the voting time and voting procedures for the online meeting or other forms of meeting shall be specified in the notice of the general meeting. The commencement time for voting online or by other means shall comply with the relevant rules of the stock exchange where the Company is listed at the general meeting shall commence no earlier than 3:00 p.m. on the day before the on-site general meeting and no later than 9:30 a.m. on the day of the on-site general meeting, and shall end no earlier than 3:00 p.m. on the day of the on-site general meeting.
The notice and supplementary notice of the general meeting shall contain the contents required by the Hong Kong Listing Rules and the Articles of Association, and shall fully and completely disclose all specific contents of all proposals. If the opinions of the independent non-executive Directors are required for the matters to be discussed, the opinions and reasons of the independent non-executive Directors shall be disclosed at the same time when the notice or supplementary notice of the general meeting is issued.	The notice and supplementary notice of the general meeting shall contain the contents required by the Hong Kong Listing Rules and the Articles of Association, and shall fully and completely disclose all specific contents of all proposals. If the opinions of the independent non-executive Directors are required for the matters to be discussed, the opinions and reasons of the independent non-executive Directors shall be disclosed at the same time when the notice or supplementary notice of the general meeting is issued.
The interval between the equity registration date and the date of the meeting shall not be more than seven working days. The record date shall not be changed once it is confirmed.	The interval between the equity registration date and the date of the meeting shall not be more than seven working days. The record date shall not be changed once it is confirmed.

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

Existing Article	Proposed Amendment
<p>Article 61</p> <p>When the general meeting intends to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as educational background, work experience and parttime jobs;</p> <p>(II) whether there is any connected relationship with the Company or the controlling shareholders and actual controllers thereof;</p> <p>(III) disclosure of number of shares of the Company held;</p> <p>(IV) whether or not they have been penalised by the CSRC and other relevant departments and punished by stock exchanges;</p> <p>(V) whether there is any circumstance under which a person is prohibited from acting as a Director, Supervisor or senior management member of a Company under the Company Law;</p> <p>(VI) the information required to be disclosed under the Hong Kong Listing Rules in relation to the new appointment, re-election or re-designation of Directors or Supervisors.</p> <p>Except for the election of Directors and Supervisors by a cumulative voting system, each candidate for Director or Supervisor to be proposed in a separate proposal.</p>	<p>Article 65</p> <p>When the general meeting intends to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as educational background, work experience and parttime jobs;</p> <p>(II) whether there is any connected relationship with the Company or its the controlling shareholders and actual controllersthereof;</p> <p>(III) disclosure of the number of shares of the Company held;</p> <p>(IV) whether or not they have been penalised by the CSRC and other relevant departments and punished by stock exchanges;</p> <p>(V) whether there is any circumstance under which a person is prohibited from acting as a Director, Supervisor or senior management member of a Company under the Company Law;</p> <p>(VI) the information required to be disclosed under the Hong Kong Listing Rules in relation to the new appointment, re-election or re-designation of Directors or Supervisors.</p> <p>Except for the election of Directors and Supervisors by a cumulative voting system, each candidate for Director or Supervisor to be proposed in a separate proposal.</p>

Existing Article	Proposed Amendment
Article 62 <p>Subject to the laws and regulations and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed, for holders of H shares, the Company may also issue a notice of general meeting by publishing it on the Company's website and the website designated by the Hong Kong Stock Exchange, instead of sending it by hand or by prepaid mail. Once published on the Company's website and the website designated by the Hong Kong Stock Exchange, all holders of the Company's overseas listed shares shall be deemed to have received the notice of the shareholders' meeting.</p>	Article 66 <p>Subject to the laws and regulations and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed, for holders of H shares, the Company may also issue a notice of general meeting by publishing it on the Company's website and the website designated by the Hong Kong Stock Exchange, instead of sending it by hand or by prepaid mail. Once published on the Company's website and the website designated by the Hong Kong Stock Exchange, all holders of the Company's overseas listed shares shall be deemed to have received the notice of the shareholders' meeting.</p>
Article 63 <p>After the notice of the General Meeting is given, without cogent reason, the general meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. Once the general meeting is adjourned or canceled, the convener shall make public announcement and explain the reasons at least two (2) working days before the original holding date.</p>	Article 67 <p>After the notice of the General Meeting is given, without cogent reason, the general meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. Once the general meeting is adjourned or canceled, the convener shall make public announcement and explain the reasons at least two (2) working days before the original holding date.</p>
Section 5 Convening of General Meetings	Section 56 Convening of General Meetings
Article 64 <p>The Board of Directors of the Company and other conveners shall take necessary measures to ensure the proper order of the general meeting. They shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of the shareholders and report timely to relevant authorities for investigation.</p>	Article 68 <p>The Board of Directors of the Company and other conveners shall take necessary measures to ensure the proper order of the general meeting. They shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of the shareholders and report timely to relevant authorities for investigation.</p>

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Article 65</p> <p>All ordinary shareholders (including preference shareholders with restored voting rights) whose names appear on the register of shareholders of the Company on the record date or their proxies are entitled to attend the general meeting, and shall exercise its voting rights in accordance with relevant laws and regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf. Any shareholder entitled to attend the general meeting and vote thereat is entitled to appoint one or more proxies, but such proxy need not be a shareholder of the issuer; if a shareholder is a corporation, it may appoint one or more proxies to attend and vote at any general meeting of the issuer, and if such corporation is so represented, it shall be deemed to be present in person at any such meeting. A form of proxy may be signed by a duly authorised officer of the Company.</p>	<p>Article 69</p> <p>All <u>shareholders of ordinary shares ordinary shareholders</u> (including preference shareholders with restored voting rights), <u>shareholders of shares with special voting rights and other shareholders</u> whose names appear on the register of shareholders of the Company on the record date or their proxies are entitled to attend the general meeting, and shall exercise its voting rights in accordance with relevant laws and regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf. Any shareholder entitled to attend the general meeting and vote thereat is entitled to appoint one or more proxies, but such proxy need not be a shareholder of the issuer; if a shareholder is a corporation, it may appoint one or more proxies to attend and vote at any general meeting of the issuer, and if such corporation is so represented, it shall be deemed to be present in person at any such meeting. A form of proxy may be signed by a duly authorised officer of the Company.</p>

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

Existing Article	Proposed Amendment
<p>If the shareholder is a recognised clearing house (or its proxy) as defined in the relevant ordinance enacted from time to time in Hong Kong, the shareholder may authorise one or more persons as it thinks fit to act as its representative(s) at any general meeting or any meeting of creditors. However, if more than one person is so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised may exercise on behalf of the recognised clearing house (or its proxy) such legal rights as other shareholders are entitled (without being required to present share certificate, notarized power of attorney and/or further evidence to prove that he/she/it is duly authorised), including the right to speak and vote, as if he/she/it was an individual shareholder of the Company.</p>	<p>If the shareholder is a recognised clearing house (or its proxy) as defined in the relevant ordinance enacted from time to time in Hong Kong, the shareholder may authorise one or more persons as it thinks fit to act as its representative(s) at any general meeting or any meeting of creditors. However, if more than one person is so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised may exercise on behalf of the recognised clearing house (or its proxy) such legal rights as other shareholders are entitled (without being required to present share certificate, notarized power of attorney and/or further evidence to prove that he/she/it is duly authorised), including the right to speak and vote, as if he/she/it was an individual shareholder of the Company.</p>
<p>Article 66</p> <p>An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or certificates identifying his/her identity and stock account cards. An individual shareholder who appoint a proxy to attend the meeting on his/her behalf, such proxy shall produce his/her own valid identity documents and the power of attorney from the shareholder.</p>	<p>Article 70</p> <p>An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or certificates identifying his/her identity and stock account cards. An individual shareholder who appoint a proxy to attend the meeting as a proxy on his/her behalf, such proxy shall produce his/her own valid identity documents and the power of attorney from the shareholder.</p>

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

Existing Article	Proposed Amendment
<p>An institutional shareholder shall be represented at the meeting by its legal representative or executive partner and/or its appointed representative, or by proxy. Where a legal representative or executive partner and/or his/her proxy attends the meeting, he/she shall produce his/her own identity card and valid proof of his/her capacity as a legal representative or executive partner and/or his/her proxy; where a proxy is appointed to attend the meeting, the proxy shall produce his/her own identity card and a written power of attorney duly issued by the legal representative or executive partner of the institutional shareholder unit, except if the shareholder is a recognized clearing house (or its nominee) determined by relevant regulations formulated from time to time in Hong Kong.</p>	<p>An institutional shareholder shall be represented at the meeting by its legal representative or executive partner and/or its appointed representative, or by proxy. Where a legal representative or executive partner and/or his/her proxy attends the meeting, he/she shall produce his/her own identity card and valid proof of his/her capacity as a legal representative or executive partner and/or his/her proxy; where a proxy is appointed to attends the meeting, the proxy shall produce his/her own identity card and a written power of attorney duly issued by the legal representative or executive partner of the institutional shareholder unit, except if the shareholder is a recognized clearing house (or its nominee) determined by relevant regulations formulated from time to time in Hong Kong.</p>
<p>Article 67</p> <p>The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:</p> <p>(I) name of the proxy;</p> <p>(II) whether the proxy has the voting right;</p> <p>(III) separate instructions as to vote for, against or abstain from voting on each matter to be considered at the general meeting;</p> <p>(IV) the issuing date and validity period of the power of attorney;</p>	<p>Article 71</p> <p>The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:</p> <p><u>(I) name of the principal, and the class and quantity of shares of the Company held thereby;</u></p> <p><u>(II) name of the proxy;</u></p> <p><u>(III) whether the proxy has the voting right;</u></p> <p><u>(III) the specific instructions of the shareholder, including separate</u> instructions as to vote for, against or abstain from voting on each matter to be considered at the general meeting;</p> <p><u>(IV) the issuing date and validity period of the power of attorney;</u></p>

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Existing Article	Proposed Amendment
(V) signature (or seal) of the principal. If the principal is a legal person shareholder, it shall be affixed with the seal of the legal person unit or signed by its Director or a duly authorised agent or officer.	(V) signature (or seal) of the principal. If the principal is a legal person shareholder or <u>a partnership shareholder</u> , it shall be affixed with the seal of the legal person <u>unit entity</u> or partnership entity; if the principal is an overseas shareholder, <u>or it shall be</u> signed by its <u>Director</u> or a duly authorised agent or officer.
Article 68 The power of attorney shall state whether the proxy may vote at his/her discretion in the absence of specific instructions from the shareholder.	[Deleted]
Article 69 The instrument authorizing the proxy to vote shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization to sign a power of attorney or other authorization documents should be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as specified in the notice convening the meeting. If the principal is a legal person, its legal representative or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.	Article 72 The instrument authorizing the proxy to vote shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization to sign a power of attorney or other authorization documents should be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as specified in the notice convening the meeting. If the principal is a legal person, its legal representative or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.

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

Existing Article	Proposed Amendment
Article 70 <p>The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entity they are from), their ID card numbers, residential addresses, numbers of shares held or representing voting rights and names of the proxied (or names of the entity they are from).</p>	Article 73 <p>The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entity they are from), their ID card numbers, residential addresses, numbers of shares held or representing voting rights and names of the proxied (or names of the entity they are from).</p>
Article 71 <p>The convener and the lawyer engaged by the Company shall jointly verify the qualification of the shareholders according to the register of shareholders provided by the securities depository and clearing institution, and register the name of each shareholder and the number of shares with voting rights he/she holds. The meeting registration shall be terminated by the time the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.</p>	Article 74 <p>The convener and the lawyer engaged by the Company shall jointly verify the qualification of the shareholders according to the register of shareholders provided by the securities depository and clearing institution, and register the name of each shareholder and the number of shares with voting rights he/she holds. The meeting registration shall be terminated by the time the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.</p>
Article 72 <p>Unless under special circumstances, all Directors, Supervisors and the board secretary of the Company shall attend the general meeting and senior management members shall be present at the meeting.</p>	Article 75 <p>Unless under special circumstances, all Directors, Supervisors and the board secretary of the Company shall attend the general meeting and senior management members shall be present at the meeting. Where the general meeting requires the attendance of directors or senior management at a meeting, such directors or senior management shall attend and respond to shareholders' inquiries.</p>

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

Existing Article	Proposed Amendment
<p>Article 73</p> <p>The general meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is incapable of performing or not performing his duties, a Director nominated by more than half of the Directors shall preside over the meeting.</p> <p>A general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duty, a Supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.</p> <p>A general meeting convened by shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a general meeting, if the meeting presider violates the Articles of Association or the rules of procedure for the general meeting of the Company such that the general meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the meeting presider to continue the meeting so long as the proposed meeting presider has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Article 76</p> <p>The general meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is incapable of performing or not performing his duties, a Director nominated by more than half of the Directors shall preside over the meeting.</p> <p>A general meeting convened by the <u>Audit Committee Board of Supervisors</u> shall be presided over by the <u>convener chairman</u> of the <u>Audit Committee Board of Supervisors</u>. If the <u>convener chairman</u> of the <u>Audit Committee Board of Supervisors</u> is unable or fails to perform his/her duty, a <u>member of the Audit Committee Supervisor</u> jointly elected by more than half of the <u>members of the Audit Committee Supervisors</u> shall preside over the meeting.</p> <p>A general meeting convened by shareholders shall be presided over <u>by the convener or</u> a representative elected by the convener.</p> <p>During the course of a general meeting, if the meeting presider violates the Articles of Association or the rules of procedure for the general meeting of the Company such that the general meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the meeting presider to continue the meeting so long as the proposed meeting presider has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>

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

Existing Article	Proposed Amendment
Article 74 <p>The Company shall formulate rules of procedure for the general meeting, and specify in detail the convening and voting procedures of the general meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and announcement thereof, as well as the principle of authorization of the general meeting to the Board of Directors. The content of authorization shall be clear and specific. The rules of procedure for the general meeting shall be annexed to the Articles of Association and shall be prepared by the Board and approved by the general meeting.</p>	Article 77 <p>The Company shall formulate rules of procedure for the general meeting, and specify in detail the convening, holding and voting procedures of the general meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and announcement thereof, as well as the principle of authorization of the general meeting to the Board of Directors. The content of authorization shall be clear and specific. The rules of procedure for the general meeting shall be annexed to the Articles of Association and shall be prepared by the Board and approved by the general meeting.</p>
Article 75 <p>At the annual general meeting, the Board of Directors and the Board of Supervisors shall report on their work over the past one (1) year to the general meeting. Each independent non-executive Director shall also make a work report.</p>	Article 78 <p>At the annual general meeting, the Board of Directors and the Board of Supervisors shall report on their work over the past one (1) year to the general meeting. Each independent non-executive Director shall also make a work report.</p>
Article 76 <p>Except for trade secrets of the Company which cannot be disclosed at the general meeting, the Directors, Supervisors, general manager and other senior management members shall provide explanations and clarifications in response to the inquiries and suggestions made by shareholders at the general meeting.</p>	Article 79 <p>Except for trade secrets of the Company which cannot be disclosed at the general meeting, the Directors, Supervisors, general manager and other senior management members shall provide explanations and clarifications in response to the inquiries and suggestions made by shareholders at the general meeting.</p>

APPENDIX

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THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Article 78</p> <p>Minutes of General Meeting shall be kept and the board secretary shall be responsible therefor. The meeting minute shall contain the following contents:</p> <p>(I) time, venue, agenda of the meeting and name of the convener;</p> <p>(II) names of the meeting presider and the Directors, Supervisors, general manager and other senior management members present at or attending the meeting;</p> <p>(III) the number of shareholders and proxies present at the meeting, total number of voting shares held and their respective proportions in the total number of the Company's shares;</p> <p>(IV) the consideration process, key points of speech and voting results of each proposal;</p> <p>(V) queries and recommendations of shareholders and corresponding answers or explanations;</p> <p>(VI) names of lawyers, vote counters and scrutineers;</p> <p>(VII) other contents that shall be included in the meeting minutes according to the Articles of Association.</p>	<p>Article 81</p> <p>Minutes of General Meeting shall be kept and the board secretary shall be responsible therefor. The meeting minute shall contain the following contents:</p> <p>(I) time, venue, agenda of the meeting and name of the convener;</p> <p>(II) names of the meeting presider and the Directors, Supervisors, general manager and other senior management members present at or attending the meeting;</p> <p>(III) the number of shareholders and proxies present at the meeting, total number of voting shares held and their respective proportions in the total number of the Company's shares;</p> <p>(IV) the consideration process, key points of speech and voting results of each proposal;</p> <p>(V) queries and recommendations of shareholders and corresponding answers or explanations;</p> <p>(VI) names of lawyers, vote counters and scrutineers;</p> <p>(VII) other contents that shall be included in the meeting minutes according to the Articles of Association.</p>

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

Existing Article	Proposed Amendment
Article 79 The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, supervisors, the board secretary, convener or their representative who attend the meeting, and the meeting presider shall sign the meeting minutes. The meeting minutes shall be kept together with the signature book of the attending shareholders, the power of attorney of the proxies and the valid information of the voting by Internet and other means for a period of not less than ten (10) years.	Article 82 The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, supervisors , the board secretary, convener or their representative who attend or present at the meeting, and the meeting presider shall sign the meeting minutes. The meeting minutes shall be kept together with the signature book of the attending shareholders, the power of attorney of the proxies and the valid information of the voting by Internet and other means for a period of not less than ten (10) years.
Article 80 The convener shall guarantee the General Meeting of Shareholders continues until the final resolution has been adopted. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the local office of the CSRC where the Company is located and the stock exchange where the Company's shares are listed.	Article 83 The convener shall guarantee the General Meeting of Shareholders continues until the final resolution has been adopted. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the local office of the CSRC where the Company is located and the stock exchange where the Company's shares are listed (if necessary) .
Section 6 Voting and Resolutions of the General Meetings	Section 6⁷ Voting and Resolutions of the General Meetings
Article 81 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by more than half (1/2) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.	Article 84 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by more than half (1/2) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
<p>Special resolutions of the general meeting shall be adopted by more than two-thirds (2/3) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.</p>	<p>Special resolutions of the general meeting shall be adopted by more than two-thirds (2/3) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.</p> <p><u>Shareholders referred to in this Article shall include shareholders who attend the general meetings by proxy.</u></p>
<p>Article 82</p> <p>The following matters shall be adopted by way of ordinary resolution of the general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration;</p> <p>(IV) the Company's annual budget plans and final accounts plans;</p> <p>(V) the annual report of the Company;</p> <p>(VI) Other matters other than those required by laws and regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association to be adopted by special resolution.</p>	<p>Article 85</p> <p>The following matters shall be adopted by way of ordinary resolution of the general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration;</p> <p>(IV) the Company's annual budget plans and final accounts plans;</p> <p>(V) the annual report of the Company;</p> <p>(VI) Other matters other than those required by laws and regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association to be adopted by special resolution.</p>

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

Existing Article	Proposed Amendment
<p>Article 83</p> <p>The following matters shall be resolved by way of special resolution of the general meeting:</p> <p>(I) increase or reduction of registered capital or share capital of the Company;</p> <p>(II) the division, separation, merger, dissolution and liquidation of the Company;</p> <p>(III) to amend the Articles of Association;</p> <p>(IV) formulation, modification and implementation of the share incentive scheme;</p> <p>(V) to consider and approve the purchase or disposal of major assets, external investments or guarantees within one (1) year with an amount exceeding thirty percent (30%) of the latest audited total assets of the Company;</p> <p>(VI) other matters as required by laws and regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association and approved by an ordinary resolution at a general meeting that are deemed to have a material impact on the Company and should be approved by a special resolution.</p>	<p>Article 86</p> <p>The following matters shall be resolved by way of special resolution of the general meeting:</p> <p>(I) increase or reduction of registered capital or share capital of the Company;</p> <p>(II) the division, separation, merger, dissolution and liquidation of the Company;</p> <p>(III) to amend the Articles of Association;</p> <p>(IV) formulation, modification and implementation of the share incentive scheme;</p> <p>(V) to consider and approve the purchase or disposal of major assets, external investments or guarantees provided to others within one (1) year with an amount exceeding thirty percent (30%) of the latest audited total assets of the Company;</p> <p>(VI) other matters as required by laws and regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association and approved by an ordinary resolution at a general meeting that are deemed to have a material impact on the Company and should be approved by a special resolution.</p>
<p>Article 84</p> <p>Shareholders (including shareholders' proxies) may exercise voting rights in the amount of the voting shares they represent and each share shall have one vote. When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>	<p>Article 87</p> <p>Shareholders (including shareholders' proxies) may exercise voting rights in the amount of the voting shares they represent and each share shall have one vote, except for class shareholders. When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>

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

Existing Article	Proposed Amendment
When material matters affecting the interests of small and medium investors are considered at the general meeting, the votes of small and medium investors shall be counted separately, and the results of such separate vote counting shall be publicly disclosed in a timely manner.	When material matters affecting the interests of small and medium investors are considered at the general meeting, the votes of small and medium investors shall be counted separately, and the results of such separate vote counting shall be publicly disclosed in a timely manner.
Shares held by the Company do not carry any voting rights and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.	Shares held by the Company do not carry any voting rights and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.
If a shareholder purchases the Company's voting shares in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, such shares in excess of the prescribed proportion shall not exercise the voting rights within thirty-six months after purchase, and shall not be counted in the total number of voting shares present at the shareholders' general meeting.	If a shareholder purchases the Company's voting shares in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, such shares in excess of the prescribed proportion shall not exercise the voting rights within thirty-six months after purchase, and shall not be counted in the total number of voting shares present at the shareholders' general meeting.
The Board of Directors, independent non-executive Directors, shareholders holding more than one percent (1%) of the voting shares of the Company or investor protection institutions established in accordance with the laws and regulations or the provisions of the CSRC may publicly solicit voting rights from shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholders' voting rights in a paid or disguised paid way shall be prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of voting rights.	The Board of Directors, independent non-executive Directors, shareholders holding more than one percent (1%) of the voting shares of the Company or investor protection institutions established in accordance with the laws and regulations or the provisions of the CSRC may publicly solicit voting rights from shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholders' voting rights in a paid or disguised paid way shall be prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of voting rights.
	<u>Shareholders referred to in the first paragraph of this Article shall include shareholders who attend the general meetings by proxy.</u>

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
All shareholders are entitled to (i) speak and (ii) vote at general meetings (except where a shareholder is required by the Hong Kong Listing Rules to abstain from voting on a particular matter). Where any shareholder is, under the laws and regulations and the Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	All shareholders are entitled to (i) speak and (ii) vote at general meetings (except where a shareholder is required by the Hong Kong Listing Rules to abstain from voting on a particular matter). Where any shareholder is, under the laws and regulations and the Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
Article 85 When a connected transaction is considered at a general meeting, the connected shareholders shall abstain from voting, and the number of voting shares represented by them shall not be counted in the total number of valid votes. The announcement of the resolutions of the general meeting shall fully disclose the voting of non-connected shareholders.	Article 88 When a connected transaction is considered at a general meeting, the connected shareholders shall abstain from voting, and the number of voting shares represented by them shall not be counted in the total number of valid votes. The announcement of the resolutions of the general meeting shall fully disclose the voting of non-connected shareholders.
Article 86 Unless the Company is in a crisis or other special circumstances, the Company shall not enter into any contract with any person other than the Directors, managers and other senior management members whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person without the approval of a special resolution at a general meeting.	Article 89 Unless the Company is in a crisis or other special circumstances, the Company shall not enter into any contract with any person other than the Directors, managers and other senior management members whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person without the approval of a special resolution at a general meeting.

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Article 87</p> <p>The list of candidates for Directors and Supervisors shall be submitted to the general meeting for voting by way of proposal.</p> <p>When the general meeting votes on the election of directors and supervisors, the accumulative voting system shall be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</p> <p>The accumulative voting system referred to in the preceding paragraph refers to that, when the shareholders' general meeting elects directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and shareholders may consolidate their voting rights. The Board shall announce to the shareholders the biographies and basic information of the candidates for directors and supervisors.</p>	<p>Article 90</p> <p>The list of candidates for Directors and Supervisors shall be submitted to the general meeting for voting by way of proposal.</p> <p>When the general meeting votes on the election of directors and supervisors, the accumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</p> <p><u>Where the general meeting elects two or more independent non-executive directors, the cumulative voting system shall be adopted.</u></p> <p><u>The accumulative voting system referred to in the preceding paragraph refers to that, when the shareholders' general meeting elects directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and shareholders may consolidate their voting rights. The Board shall announce to the shareholders the biographies and basic information of the candidates for directors and supervisors.</u></p>

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
<p>Under the accumulative voting system, independent non-executive directors shall be elected separately from other members of the Board. In the election of independent nonexecutive directors, each shareholder is entitled to receive the number of votes equal to the number of shares held by him/her multiplied by the number of independent non-executive directors to be elected, which can only be voted on the candidates for independent nonexecutive directors of the Company; in the election of directors other than independent nonexecutive directors, each shareholder is entitled to receive the number of votes equal to the number of shares held by him/her multiplied by the number of non-independent directors to be elected, which can only be voted on the candidates other than independent non-executive directors of the Company.</p> <p>When the general meeting adopts the accumulative voting system to elect directors and supervisors, the following provisions shall apply:</p> <p>(I) each voting share shall have the same number of voting rights as the number of directors and supervisors to be elected, and shareholders may freely allocate their voting rights among the candidates for directors and supervisors, either to allocate to multiple persons or to concentrate on one person;</p> <p>(II) the total number of votes cast by shareholders on the candidates for directors and supervisors shall not exceed the total number of votes they have for the election of the candidates for directors and supervisors, otherwise their votes shall be invalid;</p>	<p>Under the accumulative voting system, independent non-executive directors shall be elected separately from other members of the Board. In the election of independent nonexecutive directors, each shareholder is entitled to receive the number of votes equal to the number of shares held by him/her multiplied by the number of independent non-executive directors to be elected, which can only be voted on the candidates for independent nonexecutive directors of the Company; in the election of directors other than independent nonexecutive directors, each shareholder is entitled to receive the number of votes equal to the number of shares held by him/her multiplied by the number of non-independent non-executive directors to be elected, which can only be voted on the candidates other than independent non-executive directors of the Company.</p> <p>When the general meeting adopts the accumulative voting system to elect directors and supervisors, the following provisions shall apply:</p> <p>(I) each voting share shall have the same number of voting rights as the number of directors and supervisors to be elected, and shareholders may freely allocate their voting rights among the candidates for directors and supervisors, either to allocate to multiple persons or to concentrate on one person;</p> <p>(II) the total number of votes cast by shareholders on the candidates for directors and supervisors shall not exceed the total number of votes they have for the election of the candidates for directors and supervisors, otherwise their votes shall be invalid;</p>

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
(III) based on the number of votes received by the candidates for directors and supervisors, the number of directors and supervisors to be elected shall be elected by the candidates with more votes, and the number of votes received by each candidate for directors and supervisors shall exceed half of the total number of voting shares held by the shareholders (including their proxies) attending the shareholders' general meeting;	(III) based on the number of votes received by the candidates for directors and supervisors , the number of directors and supervisors to be elected shall be elected by the candidates with more votes, and the number of votes received by each candidate for directors and supervisors shall exceed half of the total number of voting shares held by the shareholders (including their proxies) attending the shareholders' general meeting;
(IV) where two or more candidates for directors or supervisors have the same number of votes and their votes are at least among the candidates for directors or supervisors, the shareholders' general meeting shall re-elect the candidates for directors or supervisors with the same number of votes if all of them are elected and the number of directors or supervisors to be elected exceeds the number of directors or supervisors to be elected at the shareholders' general meeting; if the candidates for directors or supervisors cannot be determined after re-election, the Company shall submit the candidates for directors or supervisors to the next shareholders' general meeting for election;	(IV) where two or more candidates for directors or supervisors have the same number of votes and their votes are at least among the candidates for directors or supervisors , the shareholders' general meeting shall re-elect the candidates for directors or supervisors with the same number of votes if all of them are elected and the number of directors or supervisors to be elected exceeds the number of directors or supervisors to be elected at the shareholders' general meeting; if the candidates for directors or supervisors cannot be determined after re-election, the Company shall submit the candidates for directors or supervisors to the next shareholders' general meeting for election;
(V) If the number of directors and supervisors elected is less than the number of directors and supervisors to be elected at the general meeting, the Company shall, in accordance with the provisions of the Articles, elect the vacant directors and supervisors at the subsequent general meetings.	(V) If the number of directors and supervisors elected is less than the number of directors and supervisors to be elected at the general meeting, the Company shall, in accordance with the provisions of the Articles, elect the vacant directors and supervisors at the subsequent general meetings.
Where laws and regulations, regulatory rules of the place where the shares of the Company are listed have other provisions on the nomination of candidates for directors and supervisors who are not employee representatives, such provisions shall prevail.	Where laws and regulations, regulatory rules of the place where the shares of the Company are listed have other provisions on the nomination of candidates for directors and supervisors who are not employee representatives , such provisions shall prevail.

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
Article 88 In addition to the cumulative voting system, the general meeting shall resolve all the proposals separately. If there are different proposals for the same matter, they shall vote in the order of time when the proposals are submitted. Unless the general 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 meeting.	Article 91 In addition to the cumulative voting system, the general meeting shall resolve all the proposals separately. If there are different proposals for the same matter, they shall vote in the order of time when the proposals are submitted. Unless the general 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 meeting.
Article 89 When considering a proposal, the general meeting shall not revise it; otherwise such amendments shall be deemed as a new proposal and may not be voted at the current meeting.	Article 92 When considering a proposal, the general meeting shall not revise it; otherwise, such amendments shall be deemed as a new proposal and may not be voted at the current meeting.
Article 90 The same voting right shall only be exercised on site, via the Internet or by other means. Where the same vote is cast for two or more times, the first cast shall hold.	Article 93 The same voting right shall only be exercised on site, via the Internet or by other means. Where the same vote is cast for two or more times, the first cast shall hold.
Article 91 The voting at the General Meeting will be taken by way of registered poll.	Article 94 The voting at the General Meeting will be taken by way of registered poll.
Article 92 Before a proposal is voted on at the general meeting, two (2) shareholder representatives shall be elected to participate in vote counting and scrutinising. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.	Article 95 Before a proposal is voted on at the general meeting, two (2) shareholder representatives shall be elected to participate in vote counting and scrutinising. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.

APPENDIX**PROPOSED AMENDMENTS TO
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Existing Article	Proposed Amendment
<p>When the general meeting votes on proposals, lawyers, shareholder representatives and supervisor representatives shall be jointly responsible for vote counting and scrutinising, and the voting results shall be announced on the spot. The voting results of the resolutions shall be recorded in the meeting minutes.</p> <p>Shareholders of the Company or their proxies shall have right to check the results of their votes through the voting system if they vote via the Internet or other means.</p>	<p>When the general meeting votes on proposals, lawyers, shareholder representatives and supervisor representatives shall be jointly responsible for vote counting and scrutinising, and the voting results shall be announced on the spot. The voting results of the resolutions shall be recorded in the meeting minutes.</p> <p>Shareholders of the Company or their proxies shall have right to check the results of their votes through the voting system if they vote via the Internet or other means.</p>
<p>Article 93</p> <p>The on-site general meeting shall not end earlier than that held online or by other means. The presider of the meeting shall announce the voting status and results of each proposal and announce whether the proposal is passed according to the voting results.</p> <p>Before the official announcement of the voting results, the company, vote counters, scrutineers, substantial shareholders, network service providers and other relevant parties involved in the on-site general meeting, online and other voting methods shall have the obligation to keep the voting results confidential.</p>	<p>Article 96</p> <p>The on-site general meeting shall not end earlier than that held online or by other means. The presider of the meeting shall announce the voting status and results of each proposal and announce whether the proposal is passed according to the voting results.</p> <p>Before the official announcement of the voting results, the company, vote counters, scrutineers, substantial shareholders, network service providers and other relevant parties involved in the on-site general meeting, online and other voting methods shall have the obligation to keep the voting results confidential.</p>
<p>Article 94</p> <p>The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain. The securities registration and clearing organization shall be the nominal holder of shares under the Mainland China and Hong Kong Stock Connect scheme, except where declaration is made in accordance with the actual holder's intent.</p>	<p>Article 97</p> <p>The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain. The securities registration and clearing organization shall be the nominal holder of shares under the Mainland China and Hong Kong Stock Connect scheme, except where declaration is made in accordance with the actual holder's intent.</p>

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Existing Article	Proposed Amendment
An unfilled, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as “abstain”.	An unfilled, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as “abstain”.
Article 96 The resolutions of the general meeting shall be announced in a timely manner in accordance with the laws and regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the proportion of such shares to the total number of voting shares of the Company, the voting method, the voting results of each proposal and the details of each resolution passed.	Article 99 The resolutions of the general meeting shall be announced in a timely manner in accordance with the laws and regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the proportion of such shares to the total number of voting shares of the Company, the voting method, the voting results of each proposal and the details of each resolution passed.
Article 97 Where the proposals fail to be adopted or if the general meeting changes the resolutions of the previous one, a special notice shall be included in the announcement of the resolutions of the general meeting.	Article 100 Where the proposals fail to be adopted or if the general meeting changes the resolutions of the previous one, a special notice shall be included in the announcement of the resolutions of the general meeting.
Article 98 Where a proposal on the election of Directors or Supervisors is approved at the general meeting, the term of office of the new Director or Supervisor shall commence on the date of adoption of the resolution of the general meeting at which such director or supervisor are elected.	Article 101 Where a proposal on the election of Directors or Supervisors is approved at the general meeting, the term of office of the new Director or Supervisor shall commence on the date of adoption of the resolution of the general meeting at which such director or supervisor are is elected.

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Existing Article	Proposed Amendment
Article 99 If the general meeting approves the proposal on cash distribution, bonus issue or conversion of capital reserve into share capital, the Company will implement the specific proposal within two (2) months after the conclusion of the general meeting.	Article 102 If the general meeting approves the proposal on cash distribution, bonus issue or conversion of capital reserve into share capital, the Company will implement the specific proposal within two (2) months after the conclusion of the general meeting.
Chapter 5 Board of Directors	Chapter 5 <u>Directors and Board of Directors</u>
Article 100 Where a director of the Company is a natural person and shall not serve as a director of the Company in any of the following circumstances: (I) a person without civil capacity or with restricted civil capacity; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the socialist market economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation;	Article 103 Where a director of the Company is a natural person and shall not serve as a director of the Company in any of the following circumstances: (I) a person without civil capacity or with restricted civil capacity; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the socialist market economic order and has been punished because of committing such offence; or who has been deprived of his political rights, <u>in each case</u> where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation; <u>or who having been given a suspended sentence, where less than two years have elapsed since the completion of the probation period</u> ;

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Existing Article	Proposed Amendment
(III) persons who are directors, factory managers or managers of a company or enterprise which has become bankrupt and been liquidated and who are personally liable for the bankruptcy 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;	(III) persons who are directors, factory managers or managers of a company or enterprise which has become bankrupt and been liquidated and who are personally liable for the bankruptcy 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;
(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the law and who were personally liable, where less than three years have elapsed since the date of the revocation of the business license of such company or enterprise;	(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the law and who were personally liable, where less than three years have elapsed since the date of <u>such revocation or closure order the revocation of the business license of such company or enterprise</u> ;
(V) a person who has a relatively large number of debts due and outstanding;	(V) a person who <u>has a relatively large number of debts due and outstanding has been subject to court-ordered enforcement as a judgment defaulter due to significant personal debts remaining unpaid upon maturity</u> ;
(VI) persons who have been banned from access to the securities market by the CSRC for a period of time;	(VI) persons who have been banned from access to the securities market by the CSRC for a period of time;
(VII) other contents required by laws and regulations and the listing rules of the place where the Company's shares are listed.	<u>(VII) persons who have been publicly determined by a stock exchange to be unsuitable to serve as a director or senior management personnel of a listed company, where the specified period of disqualification has not yet expired</u> ;
	(VIII) other contents required by laws and regulations and the listing rules of the place where the Company's shares are listed.

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THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
Any election or appointment of directors in violation of this Article shall be invalid. The Company shall remove a director from his/her position in the event of this Article during his/her term of office.	Any election or appointment of directors in violation of this Article shall be invalid. The Company shall remove a director from <u>office and terminate</u> his/her <u>duties position</u> in the event of this Article during his/her term of office.
<p>Article 101</p> <p>Directors shall be elected or replaced at the general meeting and may be removed by the shareholders' general meeting before the expiry of their terms of office. The term of a director shall be three (3) years. Directors may be re-elected upon the expiration of the term.</p> <p>The term of office of the Directors shall commence from the date of their appointment until the expiry of the term of the current session of the Board of Directors. If the term of office of a Director expires but re-election is not made responsively or if any Director resigns during his term of office so that the membership of the Board of Directors falls short of the quorum, the original Director shall continue fulfilling the duties as Director pursuant to the laws, regulations and the Articles of Association until the re-elected Director assumes office.</p> <p>If there are no other provisions in the relevant laws and regulations and the listing rules of the place where the Company's shares are listed, the general meeting may, subject to compliance with the relevant laws and regulations, remove any Director whose term of office has not expired by an ordinary resolution (but without prejudice to any claim for damages under any contract).</p>	<p>Article 104</p> <p>Directors shall be elected or replaced at the general meeting and may be removed by the shareholders' general meeting before the expiry of their terms of office. The term of a director shall be three (3) years. Directors may be re-elected upon the expiration of the term.</p> <p>The term of office of the Directors shall commence from the date of their appointment until the expiry of the term of the current session of the Board of Directors. If the term of office of a Director expires but re-election is not made responsively or if any Director resigns during his term of office so that the membership of the Board of Directors falls short of the quorum, the original Director shall continue fulfilling the duties as Director pursuant to the laws, regulations and the Articles of Association until the re-elected Director assumes office.</p> <p>If there are no other provisions in the relevant laws and regulations and the listing rules of the place where the Company's shares are listed, the general meeting may, subject to compliance with the relevant laws and regulations, remove any Director whose term of office has not expired by an ordinary resolution (but without prejudice to any claim for damages under any contract).</p>

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

Existing Article	Proposed Amendment
<p>The general manager or other senior management members may concurrently serve as Directors, provided that the total number of Directors who concurrently serve as general manager or other senior management members and Directors who are employee representatives shall not exceed half (1/2) of the total number of Directors of the Company.</p>	<p>The general manager or other Senior management members may concurrently serve as Directors, provided that the total number of Directors who concurrently serve as general manager or other senior management members and Directors who are employee representatives shall not exceed half (1/2) of the total number of Directors of the Company.</p>
<p>The Company does not have employee representative Directors.</p> <p>The Board of Directors has the power to appoint any person as a Director to fill a casual vacancy on the Board of Directors. Such Director shall hold office until the first annual general meeting after his appointment and shall then be eligible for re-election.</p>	<p><u>A company with more than three hundred employees shall include employee representatives in its board of directors. The employee representative(s) on the board of directors shall be democratically elected by the company's employees through staff representative assemblies, general staff meetings or other appropriate means, and such appointment shall not require approval by the general meeting. The Company shall have one (1) employee representative director.</u></p> <p>The Company does not have employee representative Directors.</p> <p>The Board of Directors has the power to appoint any person as a Director to fill a casual vacancy on the Board of Directors. Such Director shall hold office until the first annual general meeting after his appointment and shall then be eligible for re-election.</p>
<p>Article 102</p> <p>The functions and powers of independent non-executive Directors and relevant matters shall be carried out in accordance with relevant laws and regulations and relevant provisions of the securities regulatory authorities and stock exchanges where the Company's shares are listed.</p>	<p>[Deleted]</p>

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

Existing Article	Proposed Amendment
<p>Article 103</p> <p>Directors shall comply with laws, regulations and the Articles of Association and shall faithfully perform their following obligations to the Company:</p> <p>(I) not to take advantage of his/her functions and powers to accept bribes or other illegal income, and not to misappropriate the property of the Company;</p> <p>(II) not to misappropriate the funds of the Company;</p> <p>(III) not to deposit the Company's assets or funds in an account opened in his/her own name or in the name of any other individual;</p> <p>(IV) not to lend the Company's funds to others or use the Company's assets as security for others in violation of the Articles of Association and without the prior approval of the general meeting or the Board of Directors;</p>	<p>Article 105</p> <p>Directors shall comply with <u>provisions of</u> laws, regulations and the Articles of Association and shall faithfully perform their <u>following</u> obligations to the Company <u>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>Directors undertake the following fiduciary duties to the Company:</u></p> <p>(I) <u>not to take advantage of his/her functions and powers to accept bribes or other illegal income, and</u> not to misappropriate the property <u>and funds</u> of the Company;</p> <p>(II) <u>not to misappropriate the funds of the Company;</u></p> <p>(III) <u>not to deposit the Company's assets or</u> funds in an account opened in his/her own name or in the name of any other individual;</p> <p>(IV) not to <u>directly or indirectly enter into contracts or conduct transactions with the Company lend the Company's funds to others or use the Company's assets as security for others in violation of without reporting to the board of directors or in the general meeting, and without being passed by the general meeting or the board of directors by way of resolutions in accordance with</u> the Articles of Association <u>and without the prior approval of the general meeting or the Board of Directors;</u></p>

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

Existing Article	Proposed Amendment
(V) not to enter into contract or transaction with the Company in violation of the Articles of Association or without the prior approval of the general meeting;	(V) not to enter into contract or transaction with the Company in violation of the Articles of Association or without the prior approval of the general meeting;
(VI) not to take advantage of his/her position to seek business opportunities that shall belong to the Company for himself/herself or others, or engage in business similar to that of the Company for himself/herself or others, without the prior approval of the general meeting;	(VI) <u>(V) not to take advantage of his/her position to seek business opportunities that shall belong to the Company for himself/herself or others, <u>but except those which have been reported to the board of directors or in general meeting and passed by way of resolutions of the general meeting, or the Company shall not use the business opportunity in accordance with the provisions of laws, administrative regulations or the Articles of Association or engage in business similar to that of the Company for himself/herself or others, without the prior approval of the general meeting;</u></u>
(VII) not to accept and keep privately commissions on transactions with the Company;	(VI) <u>(VI) not to operate business similar to the Company for himself/herself or for others without reporting to the board of directors or in the general meeting and being passed by resolutions of the general meeting;</u>
(VIII) not to disclose the secrets of the Company without authorization;	(VII) <u>(VII) not to accept and keep privately commissions on transactions <u>between others and with</u> the Company;</u>
(IX) not to damage the interests of the Company by taking advantage of his/her affiliation;	(VIII) <u>(VIII) not to disclose the secrets of the Company without authorization;</u>
(X) other fiduciary duties stipulated by laws, regulations and the Articles of Association.	(IX) <u>(IX) not to damage the interests of the Company by taking advantage of his/her affiliation;</u> (X) <u>(X) other fiduciary duties stipulated by laws, regulations and the Articles of Association.</u>

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

Existing Article	Proposed Amendment
<p>The income derived by the directors in violation of the Article shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation.</p>	<p>The income derived by the directors in violation of the Article shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation.</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 having other connected relationships with directors or senior management members, who enter into contracts or conduct transactions with the Company.</u></p>
<p>Article 104</p> <p>The Directors shall comply with the laws, regulations and the Articles of Association, and bear the following obligations of diligence to the Company:</p> <p>(I) to exercise the rights conferred by the Company in a prudent, serious and diligent manner to ensure that the Company's business activities are in compliance with laws and regulations and the requirements of various economic policies of the state, and the business activities not to exceed the business scope specified in the business license;</p>	<p>Article 106</p> <p>The Directors shall comply with the laws, regulations and the Articles of Association, and <u>shall owe duties bear the following obligations</u> of diligence to the Company. <u>In the performance of their duties, they shall exercise the reasonable care that would ordinarily be expected of persons managing the Company's affairs for its optimal benefit.:</u></p> <p><u>The Directors shall owe the following duties of diligence to the Company:</u></p> <p>(I) to exercise the rights conferred by the Company in a prudent, serious and diligent manner to ensure that the Company's business activities are in compliance with laws and regulations and the requirements of various economic policies of the state, and the business activities not to exceed the business scope specified in the business license;</p>

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

Existing Article	Proposed Amendment
<p>(II) to be fair to all shareholders;</p> <p>(III) to timely understand the business operations and management of the Company;</p> <p>(IV) to sign written confirmation opinions on the securities issuance documents and regular reports of the Company. To ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate and complete;</p> <p>(V) to truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the Supervisors;</p> <p>(VI) other obligations of diligence stipulated by laws, regulations and the Articles of Association.</p>	<p>(II) to be fair to all shareholders;</p> <p>(III) to timely understand the business operations and management of the Company;</p> <p>(IV) to sign written confirmation opinions on the securities issuance documents and regular reports of the Company. To, ensuring that the Company discloses information disclosed by the Company in a timely and fair manner, and the information disclosed is true, accurate and complete;</p> <p>(V) to truthfully provide relevant information and data to the <u>Audit Committee Board of Supervisors</u>, and shall not prevent the exercise of functions and powers of the <u>Audit Committee Board of Supervisors or the Supervisors</u>;</p> <p>(VI) other obligations of diligence stipulated by laws, regulations and the Articles of Association.</p>
Article 105 <p>No Director may act in his/her name on behalf of the Company or the Board of Directors without the lawful authorization under the provisions of the Articles of Association or by the Board of Directors. In the event that a Director is acting on his/her behalf, which may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such Director shall state his/her stance and identity in advance.</p>	[Deleted]

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

Existing Article	Proposed Amendment
Article 106 <p>If the Director fails to attend the Board meeting in person or entrust any other Directors to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board of Directors shall advise the general meeting to remove such Director.</p>	Article 107 <p>If the Director fails to attend the Board meeting in person or entrust any other Directors to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board of Directors shall advise the general meeting to remove such Director.</p>
Article 107 <p>A Director may resign before the expiry of his/her tenure. The resignation of a Director shall be submitted to the Board of Directors in a written resignation report. The Board of Directors shall disclose information regarding such resignation within two (2) days.</p> <p>If the number of members of the Board of Directors falls below the quorum as a result of the resignation of a Director, or the number of independent non-executive Directors falls below one-third (1/3) of the Board of Directors as a result of the resignation of an independent non-executive Director, or there is no accounting professional among the independent nonexecutive Directors, the original Director shall continue to perform his duties as a Director in accordance with the laws, regulations and the Articles of Association until the re-elected Director takes office.</p> <p>Except as provided in the preceding paragraph, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</p>	Article 108 <p>A Director may resign before the expiry of his/her tenure. The resignation of a Director shall be submitted <u>in writing</u> to the <u>Company Board of Directors in a written resignation report</u> and the resignation shall take effect on the date of receipt of the resignation report by the Company. The Company The Board of Directors shall disclose information regarding such resignation within two (2) <u>trading</u> days.</p> <p>If the number of members of the Board of Directors falls below the quorum as a result of the resignation of a Director, or the number of independent non-executive Directors falls below one-third (1/3) of the Board of Directors as a result of the resignation of an independent non-executive Director, or there is no accounting professional among the independent nonexecutive Directors, the original Director shall continue to perform his duties as a Director in accordance with the laws, regulations and the Articles of Association until the re-elected Director takes office.</p> <p><u>Except as provided in the preceding paragraph, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</u></p>

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

Existing Article	Proposed Amendment
[Newly added]	<p>Article 109</p> <p><u>The Company shall establish a director resignation management system to specify the safeguarding measures for pursuing liability and compensation for unfulfilled public commitments and other outstanding matters. When a director's resignation becomes effective or his/her term of office expires, he/she shall complete all handover procedures with the Board of Directors. His/her fiduciary duties to the Company and shareholders shall not be automatically terminated upon the end of his/her term of office, and shall remain valid within a reasonable period as stipulated in the Articles of Association. A director's liability for actions taken in the performance of his/her duties during his/her term of office shall not be waived or terminated upon termination of tenure.</u></p>
Article 108 When a Director's resignation takes effect or his/her term of office expires, the Director shall complete all handover procedures with the Board of Directors, and his/her fiduciary duties to the Company and shareholders shall not be discharged after the termination of office and shall remain valid for three years after the resignation takes effect or the expiry of his/her term of office. His/her confidentiality obligation towards the Company's trade secrets shall survive the termination of their tenure until such secrets become public information.	<p>Article 110</p> <p>When a Director's resignation takes effect or his/her term of office expires, the Director shall complete all handover procedures with the Board of Directors, and his/her fiduciary duties to the Company and shareholders shall not be discharged after the termination of office and shall remain valid for three years after the resignation takes effect or the expiry of his/her term of office. His/her confidentiality obligation towards the Company's trade secrets shall survive the termination of their tenure until such secrets become public information.</p>

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Article	Proposed Amendment
[Newly added]	<p><u>Article 111</u></p> <p><u>The general meeting may resolve to remove a director, and the removal shall take effect on the date the resolution is passed.</u></p> <p><u>If a director is removed without just cause before the expiration of their term, the director may demand compensation from the Company.</u></p>
[Newly added]	<p><u>Article 112</u></p> <p><u>No director may act on behalf of the Company or the Board of Directors in his/her personal capacity without the authorization stipulated in the Articles of Association or the lawful authorization of the Board of Directors. When a director acts in his/her personal capacity, if a third party would reasonably believe that the director is acting on behalf of the Company or the Board of Directors, the director shall declare his/her stance and identity in advance.</u></p>
Article 109	<p><u>Article 113</u></p> <p><u>Where a director causes damage to others in the performance of the Company's duties, the Company shall be liable for compensation; if the director acted with intent or gross negligence, he/she shall also be liable for compensation.</u></p> <p>If a Director violates laws and regulations, the relevant rules of the stock exchange where the Company's shares are listed or provisions of the Articles of Association when performing his/her duties, and causes losses to the Company, he/she shall be liable for compensation.</p>

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Existing Article	Proposed Amendment
Article 110 Independent non-executive directors shall perform their duties in accordance with the laws, administrative regulations, relevant requirements of the CSRC and the stock exchange.	[Deleted]
Article 111 The Company shall have a board of directors which shall be accountable to the general meeting.	[Deleted]
Article 112 The board of directors shall consist of eleven (11) directors, including one (1) chairman, who shall be elected by more than half of all the directors. ...	Article 114 <u>The Company shall establish a Board of Directors.</u> The <u>Board of Directors</u> shall consist of eleven (11) directors, including one (1) chairman, who shall be elected by more than half of all the directors. ...
Article 113 The Board of Directors shall exercises the following functions and powers: (I) to convene general meetings and report on its work to the general meetings; (II) to implement the resolutions of the general meeting; (III) to determine the business operation plans and investment plans of the Company; (IV) to formulate the annual financial budgetary plans and final accounting plans of the Company; (V) to formulate the profit distribution plans and loss recovery plans of the Company;	Article 115 The Board of Directors shall exercises the following functions and powers: (I) to convene general meetings and report on its work to the general meetings; (II) to implement the resolutions of the general meeting; (III) to determine the business operation plans and investment plans of the Company; (IV) to formulate the annual financial budgetary plans and final accounting plans of the Company; (V) (IV) to formulate the profit distribution plans and loss recovery plans of the Company;

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

Existing Article	Proposed Amendment
(VI) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;	(VI) <u>(V)</u> to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;
(VII) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution, liquidation or change of corporate form of the Company;	(VII) <u>(VI)</u> to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution, liquidation or and change of corporate form of the Company;
(VIII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope of authorization of the general meeting or in accordance with the listing rules of the place where the Company's shares are listed;	(VIII) <u>(VII)</u> to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope of authorization of the general meeting or in accordance with the listing rules of the place where the Company's shares are listed;
(IX) to determinate the setup of the Company's internal management organizations;	(IX) <u>(VIII)</u> to determinate the setup of the Company's internal management organizations;
(X) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board and other senior management, and decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;	(X) <u>(IX)</u> to decide on the appointment or dismissal of the Company's general manager, secretary to the Board and other senior management, and decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;
(XI) to formulate the basic management system of the Company;	(XI) <u>(X)</u> to formulate the basic management system of the Company;
(XII) to formulate the amendment to the Articles of Association;	(XII) <u>(XI)</u> to formulate the amendment to the Articles of Association;

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

Existing Article	Proposed Amendment
(XIII) to formulate plans for the repurchase of the Company's shares by the Company;	(XIII) <ins>(XII)</ins> to formulate plans for the repurchase of the Company's shares by the Company;
(XIV) to manage the information disclosure of the Company;	(XIV) <ins>(XIII)</ins> to manage the information disclosure of the Company;
(XV) to request the general meeting to engage or replace the accounting firm that provides audits for the Company;	(XV) <ins>(XIV)</ins> to request the general meeting to engage or replace the accounting firm that provides audits for the Company;
(XVI) to listen to the work report of the manager of the Company and inspect the work of the manager;	(XVI) <ins>(XV)</ins> to listen to the work report of the manager of the Company and inspect the work of the manager;
(XVII) other functions and powers conferred by laws and regulations, the listing rules of the place where the Company's shares are listed, the Articles of Association or the general meetings.	(XVII) <ins>(XVI)</ins> other functions and powers conferred by laws and regulations, the listing rules of the place where the Company's shares are listed, the Articles of Association or the general meetings. <u>Matters exceeding the scope of authorization granted by the general meeting shall be submitted to the general meeting for deliberation.</u>

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

Existing Article	Proposed Amendment
<p>Article 114</p> <p>There are four (4) special committees under the Board of Directors, namely the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategy Committee. The composition and rules of procedure of the special committees shall be separately formulated by the Board of Directors. The Board of Directors may set up other special committees as needed. The special committees of the Board of Directors are the special working body under the Board of Directors, providing advice and consulting opinions on major decisions of the Board of Directors. The special committees shall be accountable to the Board of Directors, perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and shall not make any resolution in the name of the Board of Directors, but may exercise decision-making power in respect of the authorised matters in accordance with the special authorization of the Board of Directors.</p>	[Deleted]

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

Existing Article	Proposed Amendment
<p>All members of the special committees shall be Directors, who shall be nominated, appointed and dismissed by the Board of Directors. Independent non-executive Directors shall account for more than half (1/2) of the members of the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee. The convener of the Audit Committee shall be an independent non-executive Director who is an accounting professional; the convener of the Remuneration and Appraisal Committee shall be an independent nonexecutive Director; the convener of the Nomination Committee shall be the chairman of the Board or an independent non-executive Director. All members of the Audit Committee shall be non-executive Directors or independent non-executive Directors, at least one of whom shall be an independent non-executive Director with appropriate professional qualifications or accounting or relevant financial management expertise as required by the Hong Kong Listing Rules. The person-in-charge of each special committee shall be appointed and removed by the Board of Directors.</p>	
<p>Article 115</p> <p>The Board of Directors shall determine the authority of external investment, acquisition and disposal of assets, assets pledge, external guarantee matters, entrusted wealth management, connected transactions, external donations and other transactions, and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals and submitted to the general meeting for approval.</p>	<p>Article 116</p> <p>The Board of Directors shall determine the authority of external investment, acquisition and disposal of assets, assets pledge, external guarantee matters, entrusted wealth management, connected transactions, external donations and other transactions, and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals and submitted to the general meeting for approval.</p>

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

Existing Article	Proposed Amendment
Article 116 The Board of Directors shall provide explanations to the general meeting on the non-standard audit opinions issued by the certified public accountants on the Company's financial reports.	Article 117 The Board of Directors shall provide explanations to the general meeting on the non-standard audit opinions issued by the certified public accountants on the Company's financial reports.
Article 117 The Board of Directors shall formulate the rules of procedures for the Board of Directors, so as to ensure that the Board of Directors implements the resolutions of the general meeting, and works more efficiently to make reasonable decisions.	Article 118 The Board of Directors shall formulate the rules of procedures for the Board of Directors, so as to ensure that the Board of Directors implements the resolutions of the general meeting, and works more efficiently to make reasonable decisions.
Article 118 The chairman of the Board shall exercise the following functions and powers: (I) to preside over general meetings and to convene and preside over meetings of the Board of Directors; (II) to urge and examine the implementation of the resolutions of the Board of Directors; (III) other functions and powers conferred by the Board of Directors.	Article 119 The chairman of the Board shall exercise the following functions and powers: (I) to preside over general meetings and to convene and preside over meetings of the Board of Directors; (II) to urge and examine the implementation of the resolutions of the Board of Directors; (III) other functions and powers conferred by the Board of Directors.
Article 119 Where the chairman of the Board is incapable of performing or not performing his duties, a Director nominated by more than half of the Directors shall perform his duties.	Article 120 Where the chairman of the Board is incapable of performing or not performing his duties, a Director nominated by more than half of the Directors shall perform his duties.

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

Existing Article	Proposed Amendment
Article 120 <p>Board meetings are divided into regular meetings and extraordinary meetings. Board meetings shall be held at least four (4) times a year and at least one regular meeting in each quarter. The chairman of the Board shall convene and preside over the meeting.</p> <p>An extraordinary meeting of the Board may be proposed by shareholders representing more than one-tenth (1/10) of the voting rights, more than one-third (1/3) of the Directors and the Supervisory Committee. The chairman of the Board shall convene and preside over an extraordinary meeting of the Board within ten (10) days upon receipt of the proposal.</p> <p>The general manager and Supervisors may attend Board meetings.</p>	Article 121 <p>Board meetings are divided into regular meetings and extraordinary meetings. Board meetings shall be held at least four (4) times a year and at least one regular meeting in each quarter. The chairman of the Board shall convene and preside over the meeting.</p> <p>An extraordinary meeting of the Board may be proposed by shareholders representing more than one-tenth (1/10) of the voting rights, more than one-third (1/3) of the Directors <u>or and</u> the <u>Audit Committee</u><u>Supervisory Committee</u>. The chairman of the Board shall convene and preside over an extraordinary meeting of the Board within ten (10) days upon receipt of the proposal.</p> <p><u>The general manager and Supervisors may attend Board meetings.</u></p>
Article 121 <p>The notice of a regular Board meeting shall be sent to all Directors, Supervisors, the general manager and the board secretary at least fourteen (14) days before the date of the meeting.</p> <p>The notice of an extraordinary Board meeting shall be sent to all Directors, Supervisors and the general manager at least five (5) days before the date of the meeting.</p> <p>...</p>	Article 122 <p>The notice of a regular Board meeting shall be sent to all Directors, <u>Supervisors</u>, the <u>general</u> manager and the board secretary at least fourteen (14) days before the date of the meeting.</p> <p>The notice of an extraordinary Board meeting shall be sent to all Directors, <u>Supervisors</u> and the <u>general</u> manager at least five (5) days before the date of the meeting.</p> <p>...</p>

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

Existing Article	Proposed Amendment
Article 123 <p>Unless otherwise provided in the Articles of Association, Board meetings shall be held only if more than half (1/2) of the Directors are present.</p> <p>Board meetings may be convened by way of on-site meetings, communication meetings (including fax, letter, e-mail, etc.) or other means approved by all Directors. In the case of on-site meetings, access via telephone, video, etc. shall be deemed as on-site meeting if the communication effect is ensured.</p> <p>The extraordinary Board meeting can be conducted and make a resolution by way of fax or circulation of written resolutions under the premise of ensuring that the Directors fully express their opinions. The resolution shall be signed by the participating Directors.</p>	Article 124 <p>Unless otherwise provided in the Articles of Association, Board meetings shall be held only if more than half (1/2) of the Directors are present.</p> <p>Board meetings are <ins>may</ins> be convened by way of on-site meetings, <ins>electronic</ins> communication meetings (including fax, letter, e-mail, etc.) or other means approved by all Directors. In the case of on-site meetings, access via telephone, video, etc. shall be deemed as on-site meeting if the communication effect is ensured.</p> <p>The extraordinary Board meeting can be conducted and make a resolution by way of fax or circulation of written resolutions under the premise of ensuring that the Directors fully express their opinions. The resolution shall be signed by the participating Directors.</p>
Article 124 <p>Voting at Board meetings is conducted by open ballot. Resolutions of the Board of Directors shall be passed by more than half of all Directors. One person one vote for resolutions of the Board. Where laws, regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association require the consent of more Directors to form a resolution, such provisions shall prevail.</p>	Article 125 <p>Voting at Board meetings is conducted by open ballot. Resolutions of the Board of Directors shall be passed by more than half of all Directors. One person one vote for resolutions of the Board. Where laws, regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association require the consent of more Directors to form a resolution, such provisions shall prevail.</p>

Existing Article	Proposed Amendment
<p>Article 125</p> <p>Where a Director is affiliated with the enterprise involved in resolutions of the Board meeting, he/she shall not exercise the right to vote on the resolutions, nor shall he/she exercise the right to vote on behalf of another Director. Such Board meeting may be held when more than half of the non-connected Directors attend the meeting. Resolutions of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the Board meeting is less than three (3), the matter shall be submitted to the general meeting for consideration.</p>	<p>Article 126</p> <p>Where a Director is <u>affiliated</u><u>connected</u> with the enterprise <u>or individual</u> involved in resolutions of the Board meeting, <u>such Director shall promptly submit a written report to the Board.</u> <u>A Director with such connected relationship</u> <u>he/she</u> shall not exercise the right to vote on the resolutions, nor shall he/she exercise the right to vote on behalf of another Director. Such Board meeting may be held when more than half of the non-connected Directors attend the meeting. Resolutions of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the Board meeting is less than three (3), the matter shall be submitted to the general meeting for consideration.</p>
<p>Article 126</p> <p>Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he/she may appoint in writing another Director to attend and vote on his behalf at the meeting. The power of attorney shall specify the name of the proxy, the matters to be authorised, the scope of authorization and the validity period, and shall be signed or sealed by the principal.</p> <p>The proxy shall exercise the rights of a director within the scope of the authorization. If a Director fails to attend a Board meeting and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights at such meeting.</p>	<p>Article 127</p> <p>Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he/she may appoint in writing another Director to attend <u>and vote</u> on his behalf at the meeting. The power of attorney shall specify the name of the proxy, the matters to be authorised, the scope of authorization and the validity period, and shall be signed or sealed by the principal.</p> <p>The proxy shall exercise the rights of a director within the scope of the authorization. If a Director fails to attend a Board meeting and does not appoint a proxy to attend on his/her behalf, he/she <u>is</u><u>shall</u><u>be</u> deemed to <u>have</u><u>wanted</u> his/her voting rights at such meeting.</p>

Existing Article	Proposed Amendment
[Newly added]	<p style="text-align: center;"><u>Section III Independent Non-Executive Directors</u></p> <p style="text-align: center;"><u>Article 130</u></p> <p><u>The independent non-executive directors shall diligently perform their duties in accordance with the laws, administrative regulations, requirements of the CSRC, the stock exchange or the securities regulatory authority of the place where the Company's shares are listed and the Articles of Association, play a role in participating in decision-making, supervision, check and balance, and providing professional advice in the Board, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.</u></p> <p style="text-align: center;"><u>Article 131</u></p> <p><u>Independent non-executive directors shall remain independent. The following individuals may not serve as independent non-executive directors:</u></p> <p class="list-item-l1"><u>(I) persons holding office in the Company or its affiliates and their spouses, parents, children or major social relatives;</u></p> <p class="list-item-l1"><u>(II) natural person shareholders directly or indirectly holding more than 1% of issued shares of the Company or among top ten shareholders of the Company and their spouses, parents and children;</u></p> <p class="list-item-l1"><u>(III) persons holding office in any shareholder directly or indirectly holding more than 5% of issued shares of the Company or in the top five shareholders of the Company and their spouses, parents and children;</u></p>

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	<p><u>(IV) persons holding office in any affiliate of the controlling shareholders or actual controllers of the Company and their spouses, parents and children;</u></p> <p><u>(V) persons who have material business dealings with the Company or its controlling shareholders or actual controllers or their respective affiliates or who hold office in any entity having material business dealings or its controlling shareholders or actual controllers;</u></p> <p><u>(VI) persons providing financial, legal, consulting, sponsoring or other services to the Company, its controlling shareholders, actual controllers or their respective affiliates, including but not limited to all members of the project team of an intermediary providing services, reviewers at all levels, persons signing reports, partners, directors, senior management and principals;</u></p> <p><u>(VII) persons who have been in the situations listed in the items I to VI hereof within the last 12 months;</u></p> <p><u>(VIII) other persons who are not independent as stipulated by the laws, administrative regulations, requirements of the CSRC, business rules of stock exchanges and the Articles of Association.</u></p> <p><u>The affiliates of controlling shareholders or actual controllers of the Company as referred to items IV to VI of the preceding paragraph do not include those companies which are controlled by the same state-owned assets administration institution with the Company and do not have a connected relationship with the Company in accordance with the relevant provisions.</u></p>

Existing Article	Proposed Amendment
	<p><u>Independent non-executive directors shall conduct self-examination of their independence each year and submit the results of self-examination to the Board. The Board shall assess the independence of incumbent independent non-executive directors and issue special opinions thereon each year.</u></p> <p><u>Article 132</u></p> <p><u>A person to serve as an independent non-executive director of the Company shall meet the following conditions:</u></p> <p><u>(I) being qualified to serve as director of a listed company according to the laws, administrative regulations and other relevant provisions;</u></p> <p><u>(II) meeting the independence requirements of the Hong Kong Listing Rules and the Articles of Association;</u></p> <p><u>(III) having basic knowledge of the operation of listed companies and being familiar with relevant laws, regulations and rules;</u></p> <p><u>(IV) having more than five years of legal, accounting or economic work experience necessary to perform the duties of an independent non-executive director;</u></p> <p><u>(V) having good personal morality, with no bad records such as major dishonesty, etc.;</u></p> <p><u>(VI) other conditions stipulated by the laws, administrative regulations, requirements of the CSRC, business rules of the stock exchange or the securities regulatory authority of the place where the Company's shares are listed and the Articles of Association.</u></p>

Existing Article	Proposed Amendment
	<p><u>Article 133</u></p> <p><u>As members of the Board, the independent non-executive directors owe fiduciary duties and diligence to the Company and all shareholders and shall prudently perform the following duties:</u></p> <p><u>(I) to participate in the decision-making of the board of directors and provide explicit opinions on the matters discussed;</u></p> <p><u>(II) to supervise matters that indicate potential material conflict of interest between the Company and its controlling shareholders, actual controllers, directors and senior management so as to protect legitimate rights and interests of minority shareholders;</u></p> <p><u>(III) to provide professional and objective advice on the Company's operations and development, thereby facilitating improvement in the standard of the decision-making of the Board;</u></p> <p><u>(IV) other duties stipulated by the laws, administrative regulations, the Hong Kong Listing Rules, requirements of the CSRC and the Articles of Association.</u></p> <p><u>Article 134</u></p> <p><u>Independent non-executive directors shall exercise the following functions and powers:</u></p> <p><u>(I) independently engage intermediaries to audit, provide consultation on or verify specific matters of the Company;</u></p>

Existing Article	Proposed Amendment
	<p><u>(II) propose the convening of extraordinary general meetings to the Board;</u></p> <p><u>(III) propose the convening of Board meetings;</u></p> <p><u>(IV) openly solicit shareholders' rights from shareholders in accordance with the laws;</u></p> <p><u>(V) express independent opinions on matters potentially detrimental to interests of the Company or its minority shareholders;</u></p> <p><u>(VI) other functions and powers as provided by the laws, administrative regulations, the Hong Kong Listing Rules, requirements of the CSRC and the Articles of Association.</u></p> <p><u>Any exercise of the functions and powers as referred to in items I to III of the preceding paragraph by the independent non-executive directors shall be approved by more than half of all independent non-executive directors.</u></p> <p><u>The Company shall disclose in a timely manner any exercise of the functions and powers set out in item I by the independent non-executive directors. If any of the aforesaid functions and powers could not be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.</u></p> <p><u>Article 135</u></p> <p><u>The following matters shall be approved by more than half of all the independent non-executive directors of the Company before submitting to the Board of Directors for consideration:</u></p> <p><u>(1) discloseable connected transactions;</u></p>

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	<p><u>(2) proposed changes or waivers of undertakings by the Company and the relevant parties;</u></p> <p><u>(3) decisions made and measures taken by the board of directors of an acquired listing company in relation to an acquisition;</u></p> <p><u>(4) other matters as provided by the laws, administrative regulations, the Hong Kong Listing Rules, the requirements of the CSRC and the Articles of Association.</u></p> <p><u>Article 136</u></p> <p><u>The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as connected transactions to be considered by the Board of Directors shall be approved in advance by a special meeting of the independent non-executive directors.</u></p> <p><u>The Company shall convene special meetings of the independent non-executive directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of paragraph 1 of Article 134 and in Article 135 of the Articles of Association shall be considered by a special meeting of the independent non-executive directors.</u></p> <p><u>The special meetings of the independent non-executive directors may consider and discuss other matters of the Company when necessary.</u></p>

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	<p><u>The special meetings of the independent non-executive directors shall be convened and chaired by 1 independent non-executive director jointly elected by more than half of the independent non-executive directors; in the event that the convener fails to or is unable to perform his/her duties, 2 and more independent non-executive directors may convene a meeting on their own and elect 1 representative to preside over the meeting.</u></p> <p><u>Minutes of special meetings of independent non-executive directors should be prepared in accordance with the regulations and the views of independent non-executive directors should be set out in the minutes. The independent non-executive directors should sign to confirm the minutes of the meeting.</u></p> <p><u>The Company shall facilitate and support the convening of the special meetings of the independent non-executive directors.</u></p> <p><u>Section 4 Special Committees under the Board of Directors</u></p> <p><u>Article 137</u></p> <p><u>The Board of Directors of the Company shall establish an audit committee to exercise functions and powers of the supervisory Committee stipulated under the Company Law.</u></p>

Existing Article	Proposed Amendment
	<p><u>Article 138</u></p> <p><u>The Audit Committee shall be composed of at least three directors, and all of them shall be non-executive directors or independent non-executive directors, a majority of whom shall be independent non-executive directors, and at least one of the independent non-executive directors shall possess appropriate professional qualifications or appropriate accounting or related financial management expertise as provided under the Hong Kong Listing Rules.</u> <u>The Audit Committee shall be chaired by an accounting professional among independent non-executive directors (convener).</u></p> <p><u>Article 139</u></p> <p><u>The Audit Committee is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board of Directors for consideration after the approval by a majority of all members of the Audit Committee:</u></p> <p><u>(I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p><u>(II) appointment or dismissal of the accounting firm that undertake the Company's auditing business;</u></p> <p><u>(III) appointment or dismissal of the Company's chief financial officer;</u></p>

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	<p><u>(IV) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(V) other matters as provided by the laws, administrative regulations, the Hong Kong Listing Rules, the requirements of the CSRC and the Articles of Association.</u></p> <p><u>Article 140</u></p> <p><u>The Audit Committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convenor deems it necessary. A meeting of the Audit Committee shall only be held with the attendance of more than two-thirds of the members.</u></p> <p><u>Resolutions made by the Audit Committee shall be approved by more than half of the members of the Audit Committee.</u></p> <p><u>The voting on the resolution of the Audit Committee shall be one person one vote.</u></p> <p><u>The Audit Committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the Audit Committee attending the meeting shall sign on the meeting minutes.</u></p> <p><u>The Board of Directors is responsible for formulating the working procedures of the Audit Committee.</u></p>

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	<p><u>Article 141</u></p> <p><u>The Board of Directors of the Company shall establish special committees including the nomination, remuneration and appraisal and the strategy committees to perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of the specialized committees shall be submitted to the Board of Directors for consideration. The Board of Directors shall be responsible for formulating the working procedures of the special committees.</u></p> <p><u>Article 142</u></p> <p><u>More than half of the members of the Nomination Committee and the Remuneration and Appraisal Committee shall be independent non-executive directors, who shall act as the convener. However, where relevant competent departments of The State Council provide otherwise with respect to the convenor of the specialised committees, such provisions shall prevail.</u></p> <p><u>Article 143</u></p> <p><u>The Nomination Committee is responsible for formulating the standards and procedures for the selection of directors and senior management members, selecting and reviewing the candidates for directors and senior management members and their qualifications for office, and making recommendations to the Board of Directors on the following matters:</u></p> <p><u>(I) nominating or removing of directors;</u></p>

Existing Article	Proposed Amendment
	<p><u>(II) appointing or dismissing senior management members;</u></p> <p><u>(III) other matters as provided by laws, administrative regulations, requirements of the CSRC, the stock exchange or the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association.</u></p> <p><u>If the Board of Directors 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 not adopting in the resolution of the Board of Directors and disclose the same.</u></p> <p><u>Article 144</u></p> <p><u>The Remuneration and Appraisal Committee is responsible for formulating the evaluation criteria for directors and senior management members and conducting the evaluation, preparing and reviewing the remuneration policies and programs for directors and senior management members such as the mechanism for determining the remuneration of directors and senior management members, the decision-making process, and the arrangements for the payment and stoppage of recourse, and making recommendations to the Board of Directors on the following matters:</u></p> <p><u>(I) the remuneration of directors and senior management members;</u></p>

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	<p><u>(II) formulating or changing the share incentive scheme and employee share ownership scheme, granting of rights and benefits to the targets of the incentives and fulfillment of the conditions for exercising the rights and benefits;</u></p> <p><u>(III) arranging share ownership schemes for directors and senior management members in the subsidiaries proposed to be spun off;</u></p> <p><u>(IV) other matters as provided by laws, administrative regulations, requirements of the CSRC, the stock exchange or the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association.</u></p> <p><u>If the Board of Directors 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 not adopting in the resolution of the Board of Directors and disclose the same.</u></p>
Chapter 6 General Manager and Other Senior Management Members	Chapter 6 General Manager and Other Senior Management Members
Article 129 The Company shall have one (1) general manager, who shall be appointed or dismissed by the Board of Directors.	Article 145 The Company shall have one (1) general manager, <u>whose appointment and dismissal shall be decided appointed or dismissed</u> by the Board of Directors.

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<p>The Company shall have several deputy general managers who shall be appointed or dismissed by the Board, and one (1) chief financial officer, who shall be appointed or dismissed by the Board of Directors upon nomination by the general manager. The term of office of the general manager shall be three (3) years, renewable upon re-appointment.</p> <p>The general manager, deputy general manager, chief financial officer and secretary to the Board are senior management of the Company.</p>	<p>The Company shall have several deputy general managers whose <u>appointment and dismissal</u> shall be <u>decided appointed or dismissed</u> by the Board, and one (1) chief financial officer, whose <u>appointment and dismissal</u> shall be <u>decided appointed or dismissed</u> by the Board of Directors upon nomination by the general manager. The term of office of the general manager shall be three (3) years, renewable upon re-appointment.</p> <p>The general-manager, deputy general-manager, chief financial officer and secretary to the Board are senior management of the Company.</p>
Article 130	Article 146
<p>The circumstances under which a person is prohibited from acting as a Director in Article 100 of the Articles of Association shall also apply to senior management.</p> <p>Article 103 of the Articles of Association concerning the fiduciary duties of Directors and Article 104 (IV), (V) and (VI) of the Articles of Association concerning the diligent duties shall also apply to senior management members.</p>	<p>The circumstances under which a person is prohibited from acting as a Director <u>and the provisions regarding resignation management system set forth</u> in Article 100 of the Articles of Association shall also apply to senior management.</p> <p>Article 103 of tThe Articles of Association concerning the fiduciary duties <u>of Directors</u> and Article 104 (IV), (V) and (VI) of the Articles of Association concerning the diligent duties <u>of Directors</u> shall also apply to senior management members.</p>
[Newly added]	Article 148
	<p><u>The term of office for the manager shall be 3 years, and the manager may be reappointed for consecutive terms.</u></p>

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Existing Article	Proposed Amendment
<p>Article 132</p> <p>The general manager shall be directly accountable to the Board of Directors and exercise the following functions and powers:</p> <p>(I) to be in charge of the production, operation and management of the Company, to organize and implement the resolutions of the Board of Directors, and to report on his/her work to the Board of Directors;</p> <p>(II) to organize and implement the Company's annual business plan and investment plan;</p> <p>(III) to formulate the plan for establishment of the Company's internal management organization;</p> <p>(IV) to formulate the Company's basic management system;</p> <p>(V) to formulate the detailed rules and regulations of the Company;</p> <p>(VI) to request the Board of Directors to engage or dismiss deputy general manager and chief financial officer of the Company;</p> <p>(VII) to decide the appointment or dismission management personnel other than those required to be appointed or dismissed by the Board of Directors;</p> <p>(VIII) other functions and powers conferred by the Articles of Association and the Board of Directors.</p> <p>The general manager shall be present at the Board meetings.</p>	<p>Article 149</p> <p>The general-manager shall be directly accountable to the Board of Directors and exercise the following functions and powers:</p> <p>(I) to be in charge of the production, operation and management of the Company, to organize and implement the resolutions of the Board of Directors, and to report on his/her work to the Board of Directors;</p> <p>(II) to organize and implement the Company's annual business plan and investment plan;</p> <p>(III) to formulate the plan for establishment of the Company's internal management organization;</p> <p>(IV) to formulate the Company's basic management system;</p> <p>(V) to formulate the detailed rules and regulations of the Company;</p> <p>(VI) to request the Board of Directors to engage or dismiss deputy general-manager and chief financial officer of the Company;</p> <p>(VII) to decide the appointment or dismission management personnel other than those required to be appointed or dismissed by the Board of Directors;</p> <p>(VIII) other functions and powers conferred by the Articles of Association <u>or and</u> the Board of Directors.</p> <p>The general-manager shall be present at the Board meetings.</p>

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Existing Article	Proposed Amendment
Article 133 <p>The general manager shall formulate working rules for the general manager, which shall be submitted to the Board of Directors for approval before implementation. The working rules of the general manager include the following:</p> <p>(I) the conditions, procedures and participants of the general manager meeting;</p> <p>(II) the specific duties and division of work of the general manager and other senior management members;</p> <p>(III) the use of the Company's funds and assets, the authority to enter into material contracts, and the reporting system to the Board of Directors and the Board of Supervisors;</p> <p>(IV) other matters that the Board of Directors deems necessary.</p>	Article 150 <p>The general-manager shall formulate working rules for the general-manager, which shall be submitted to the Board of Directors for approval before implementation. The working rules of the general-manager include the following:</p> <p>(I) the conditions, procedures and participants of the general-manager meeting;</p> <p>(II) the specific duties and division of work of the general-manager and other senior management members;</p> <p>(III) the use of the Company's funds and assets, the authority to enter into material contracts, and the reporting system to the Board of Directors and the Board of Supervisors;</p> <p>(IV) other matters that the Board of Directors deems necessary.</p>
Article 134 <p>The general manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the general manager shall be specified in the labour contract between the general manager and the Company.</p>	Article 151 <p>The general-manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the general-manager shall be specified in the labour contract between the general-manager and the Company.</p>
Article 135 <p>The deputy general manager exercises the relevant functions and powers in accordance with the instructions of the general manager.</p>	Article 152 <p>The deputy general-manager exercises the relevant functions and powers in accordance with the instructions of the general-manager.</p>

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Existing Article	Proposed Amendment
Article 136 <p>The Company shall have one (1) board secretary to be responsible for the preparation of general meetings and Board meetings of the Company, keeping of documents and management of shareholders' information of the Company and handling information disclosure matters.</p> <p>The board secretary shall comply with the relevant provisions of laws, regulations and the Articles of Association.</p>	Article 153 <p>The Company shall have one (1) board secretary to be responsible for the preparation of general meetings and Board meetings of the Company, keeping of documents and management of shareholders' information of the Company and handling information disclosure matters.</p> <p>The board secretary shall comply with the relevant provisions of laws, regulations and the Articles of Association.</p>
Article 137 <p>If a senior management member violates laws, regulations or provisions of the Articles of Association while performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.</p>	Article 154 <p><u>If a senior management member causes damage to others in the execution of company duties, the Company shall bear liability for compensation; if such senior management member acted with intent or gross negligence, he/she shall also be held liable for compensation.</u></p> <p>If a senior management member violates laws, regulations or provisions of the Articles of Association while performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.</p>
Article 138 <p>The senior management of the Company shall perform duties faithfully and safeguard the best interests of the Company and all shareholders. 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.</p>	Article 155 <p>The senior management of the Company shall perform duties faithfully and safeguard the best interests of the Company and all shareholders. 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.</p>

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Existing Article	Proposed Amendment
Chapter 7 Board of Supervisors	[Deleted]
Section I Supervisors	
Article 139	
Each term of office of a supervisor is three (3) years and he/she may serve consecutive terms if re-elected.	
Article 140	
The circumstances under which a person is prohibited from acting as a Director in Article 100 of the Articles of Association shall also apply to a Supervisor.	
Directors, general manager, chief financial officer and other senior management of the Company shall not act concurrently as supervisors.	
Article 141	
Supervisors shall comply with the provisions of laws, regulations and the Articles of Association, and shall faithfully and diligently perform their duties to the Company, and shall not exploit their positions to accept bribes or other illegal income or expropriate the Company's property.	
Article 142	
A supervisor shall continue to perform his duties in accordance with the laws, 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 supervisors during his/her term of office results in the number of supervisors being less than the quorum.	

Existing Article	Proposed Amendment
Article 143 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation opinions on periodic reports.	
Article 144 Supervisors may attend the Board meetings and make enquiries or suggestions regarding the resolutions of the Board meetings.	
Article 145 Supervisors shall not use their connected relations to damage the interests of the Company, and shall be liable for compensation if any loss is caused to the Company.	
Article 146 If a supervisor violates laws, regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.	
Section II Supervisory Committee Article 147 The Company shall have a supervisory committee. The Supervisory Committee shall consist of three (3) supervisors, and the Supervisory Committee shall have one (1) chairman. The chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee; where the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meetings of the Supervisory Committee.	

Existing Article	Proposed Amendment
<p>The Supervisory Committee shall comprise shareholder representatives and an appropriate proportion of the company's employee representatives, of which the proportion of staff representatives shall not be less than one-third. The employee representatives of the Supervisory Committee shall be democratically elected by the Company's employees at the employee representative assembly, employee meeting or otherwise.</p>	
<p>The election or removal of the chairman of the Supervisory Committee shall be approved by more than two thirds (2/3) of the members of the Supervisory Committee.</p>	
<p>Article 148</p> <p>The Board of Supervisors shall hold at least one meeting every six (6) months. The supervisors may propose an extraordinary meeting of the Board of Supervisors.</p>	
<p>Article 149</p> <p>A notice of regular meeting of the supervisory committee shall be issued to all supervisors ten (10) days prior to the date of holding the meeting.</p> <p>A notice of extraordinary meeting of the supervisory committee shall be issued to all supervisors three (3) days prior to the date of holding the meeting.</p> <p>The notices of regular and extraordinary meetings of the supervisory committee shall specify the reasonable details of the agenda of the meetings and shall at least include the following contents:</p> <p>(I) date and venue of the meeting;</p> <p>(II) duration of the meeting;</p>	

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(III) reason for convening the meeting and agenda thereof; (IV) date of issuing the notice.	
Article 150	
A meeting of the supervisory committee may be held only when more than two-thirds (2/3) of the supervisors are present.	
Supervisors may participate in meetings of the Board of Supervisors by means of multiparty telephone conference or video conference, and participation in meetings of the Board of Supervisors in such manner shall constitute the attendance stipulated in this Article.	
The voting at meetings of the Supervisory Committee shall be conducted in the form of open ballot. Each Supervisor shall have one vote.	
The resolutions of Supervisory Committee shall be passed by the votes of more than two-thirds (2/3) of the members of the Supervisory Committee.	
Article 151	
The Board of Supervisors exercise the following functions and powers:	
(I) To review the regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon; (II) To check the finance of the Company;	

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Existing Article	Proposed Amendment
<p>(III) To supervise the Directors, the general managers and senior management members in the performance of their duties and to propose the dismissal of aforementioned people who violate laws, regulations, the Articles of Association or resolutions of the general meeting;</p> <p>(IV) To require the Director, general manager or other senior management members to correct his/her act that is detrimental to the Company's interests;</p> <p>(V) To propose the holding of EGMs and, in the event that the Board of Directors fails to perform its duty of convening and presiding over a general meeting, to convene and preside over such a meeting in accordance with the Company Law and the Articles of Association;</p> <p>(VI) To submit proposals to the general meeting;</p> <p>(VII) To file legal proceedings against directors and senior management under the Company Law;</p> <p>(VIII) To investigate any irregularities in the operation of the Company; If necessary, professional institutions such as accounting firms and law firms may be engaged to assist in their work at the expense of the Company;</p> <p>(IX) other functions and powers imposed by the laws, regulations and the Articles of Association.</p>	

Existing Article	Proposed Amendment
<p>Article 152</p> <p>Supervisors shall attend the meeting of the Supervisory Committee in person. The supervisor unable to attend for a certain reason may appoint another supervisor in a written form to attend and vote at the meeting, and the power of attorney shall clearly state the proxy's name, the proxy matter, and the scope and validity of authorization, and shall be signed and sealed by the principal.</p> <p>The proxy shall exercise the rights of a supervisor within the scope of the authorization. A Supervisor failing to attend the meeting of the Supervisory Committee in person or by proxy shall be deemed as having waived his/her voting rights at such meeting.</p>	
<p>Article 153</p> <p>The Board of Supervisors shall formulate a set of rules for the Board of Supervisors to specify the rules of procedures and voting procedures of the Board of Supervisors in order to ensure the efficiency and scientific method in making decision.</p>	
<p>Article 154</p> <p>Meeting minutes shall be prepared to record the decision made by the Board of the Supervisory Committee for the matters discussed. The Supervisors and the recorder attending the meeting shall sign the meeting minutes.</p> <p>Supervisors have the right to have their speeches at the meeting descriptively recorded on the meeting minutes. The minutes of the Supervisory Committee shall be kept by the Company as files for a period of no less than ten (10) years.</p>	

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

Existing Article	Proposed Amendment
Chapter 8 Qualifications and Obligations of Directors, Supervisors and Senior Management Members	Chapter 87 Qualifications and Obligations of Directors, Supervisors and Senior Management Members
Chapter 9 Financial and Accounting Systems, and Distribution of Profits and Internal Audit	Chapter 98 Financial and Accounting Systems, and Distribution of Profits and Internal Audit
Article 156 The Company shall formulate its own financial and accounting systems in accordance with the laws, regulations and the provisions of relevant state departments.	Article 157 The Company shall formulate its own financial and accounting systems in accordance with the laws, regulations and the provisions of relevant state departments.
Article 157 The Company shall submit and disclose the annual report to the CSRC and the stock exchange where the Company's shares are listed within four (4) months from the end of each fiscal year, the interim report to the local office of the CSRC and the stock exchange where the Company's shares are listed within two (2) months from the end of the first half of each fiscal year, and may submit and disclose the quarterly report in accordance with the relevant regulations of the stock exchange of the place where the Company's shares are listed. ...	Article 158 The Company shall submit and disclose the annual report to <u>the local office of</u> the CSRC (<u>if needed</u>) and the stock exchange where the Company's shares are listed within four (4) months from the end of each fiscal year, the interim report to the local office of the CSRC and the stock exchange where the Company's shares are listed (<u>if needed</u>) within two (2) months from the end of the first half of each fiscal year, and may submit and disclose the quarterly report in accordance with the relevant regulations of the stock exchange of the place where the Company's shares are listed. ...
Article 158 The Company will not set up any other accounting books except for the legal accounting books. The assets of the Company shall not be deposited into an account established in the name of any individual.	Article 159 The Company will not set up any other accounting books except for the legal accounting books. The <u>assets funds</u> of the Company shall not be deposited into an account established in the name of any individual.

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

Existing Article	Proposed Amendment
<p>Article 159</p> <p>When the Company distributes the after-tax profits of the current year, it shall allocate ten percent (10%) of the profits into the statutory common reserve. If the accumulated amount of the statutory common reserve reaches fifty percent (50%) of the registered capital, the Company is released from the obligation of withholding statutory reserve fund.</p> <p>Where the statutory common reserve of the Company is not sufficient to recover its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawing of the statutory common reserve in accordance with the above provisions.</p> <p>After the Company withdraws the statutory common reserve from the after-tax profits, the discretionary common reserve may be withdrawn from the after-tax profits with the approval of the general meeting.</p> <p>After the Company has made up its losses and made allocations to its common reserve, the remaining after-tax profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless these Articles of Association provide that distributions are to be made otherwise than proportionally.</p>	<p>Article 160</p> <p>When the Company distributes the after-tax profits of the current year, it shall allocate ten percent (10%) of the profits into the statutory common reserve. If the accumulated amount of the statutory common reserve reaches fifty percent (50%) of the registered capital, the Company is released from the obligation of withholding statutory reserve fund.</p> <p>Where the statutory common reserve of the Company is not sufficient to recover its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawing of the statutory common reserve in accordance with the above provisions.</p> <p>After the Company withdraws the statutory common reserve from the after-tax profits, the discretionary common reserve may be withdrawn from the after-tax profits with the approval of the general meeting.</p> <p>After the Company has made up its losses and made allocations to its common reserve, the remaining after-tax profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless these Articles of Association provide that distributions are to be made otherwise than proportionally.</p>

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

Existing Article	Proposed Amendment
<p>If the general meeting violates the preceding paragraph and distributes profits to shareholders before the Company recovers losses and withdraws statutory common reserve fund, the shareholders shall return the profits distributed in violation of the provisions to the Company.</p>	<p>If the general meeting violates the preceding paragraph and distributes profits to shareholders before the Company recovers losses and withdraws statutory common reserve fund, the shareholders shall return the profits distributed in violation of the provisions to the Company. Where a shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the illegally distributed profits to the Company; where such distribution causes losses to the Company, the shareholders and responsible Directors, senior management members shall be liable for compensation.</p>
<p>Article 160</p> <p>The Company's shares held by the Company shall not be subject to profit distribution. The common reserve of the Company shall be used to cover the Company's losses, expand its production and operation, or increase its capital. However, the capital reserve will not be used to make up the Company's losses.</p> <p>When the statutory common reserve is converted into capital, the remaining statutory common reserve shall be no less than twenty-five percent (25%) of the registered capital of the Company before the capital conversion.</p>	<p>Article 161</p> <p>The Company's shares held by the Company shall not be subject to profit distribution. The common reserve of the Company shall be used to cover the Company's losses, expand its production and operation, or increase its <u>registered</u> capital. However, the capital reserve will not be used to make up the Company's losses.</p> <p><u>When the Company uses its surplus reserves to cover losses, it shall first utilize the discretionary surplus reserve and statutory surplus reserve; if the losses cannot be fully covered thereafter, the capital surplus reserve may be used in accordance with relevant regulations.</u></p> <p>When the statutory common reserve is converted into <u>increased registered</u> capital, the remaining statutory common reserve shall be no less than twenty-five percent (25%) of the registered capital of the Company before the capital conversion.</p>

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

Existing Article	Proposed Amendment
Article 161 When a resolution is made by the general meeting on the profit distribution scheme, the Board of Directors shall complete the dividend (or Share) distribution in 2 months after the general meeting.	Article 162 When a resolution is made by the general meeting on the profit distribution scheme, <u>or after the Board of Directors formulates a specific plan based on the conditions and upper limit of the interim dividend for the next year as approved by the annual general meeting, the Company</u> the Board of Directors shall complete the dividend (or Share) distribution in 2 months <u>after the general meeting</u> .
Article 162 Profit distribution decision-making procedures of the Company: (I) The Company shall fully understand the information of independent Directors and minority shareholders on the profit distribution plan through various channels (including but not limited to opening hotlines and investor relations mailbox). The management of the Company shall make reasonable profit distribution proposals based on the Company's share scale, profitability, investment arrangements, cash flow and shareholders' return plan and other factors. The Board of Directors shall formulate a scientific and reasonable annual profit distribution plan or interim profit distribution plan after carefully studying and verifying the timing, conditions and minimum proportion of the Company's cash dividends, conditions for adjustment and the requirements of its decision-making procedures.	Article 163 Profit distribution decision-making procedures of the Company: (I) The Company shall fully understand the information of independent <u>non-executive</u> Directors and minority shareholders on the profit distribution plan through various channels (including but not limited to opening hotlines and investor relations mailbox). The management of the Company shall make reasonable profit distribution proposals based on the Company's share scale, profitability, investment arrangements, cash flow and shareholders' return plan and other factors. The Board of Directors shall formulate a scientific and reasonable annual profit distribution plan or interim profit distribution plan after carefully studying and verifying the timing, conditions and minimum proportion of the Company's cash dividends, conditions for adjustment and the requirements of its decision-making procedures.

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

Existing Article	Proposed Amendment
<p>Independent non-executive Directors shall express clear independent opinions. Independent non-executive Directors can collect views from minority shareholders to put forward the profit distribution proposal and directly propose to the Board of Directors for consideration. In addition to listening to the opinions of shareholders at the general meeting of the Company, the Company shall also communicate and exchange ideas with shareholders, especially minority shareholders, through investor hotlines and the Internet, and timely respond to the concerns of minority shareholders.</p>	<p>Independent non-executive Directors shall express clear independent opinions. Independent non-executive Directors can collect views from minority shareholders to put forward the profit distribution proposal and directly propose to the Board of Directors for consideration. In addition to listening to the opinions of shareholders at the general meeting of the Company, the Company shall also communicate and exchange ideas with shareholders, especially minority shareholders, through investor hotlines and the Internet, and timely respond to the concerns of minority shareholders.</p>
<p>(II) The profit distribution plan of the Company shall be formulated by the Board and approved at the general meeting in advance.</p>	<p>(II) The profit distribution plan of the Company shall be formulated by the Board and approved at the general meeting in advance.</p>
<p>(III) Adjustment to the profit distribution policy: the Company shall strictly implement the cash dividend policy stipulated in the Articles of Association and the specific cash plan considered and approved at the general meeting.</p>	<p>(III) Adjustment to the profit distribution policy: the Company shall strictly implement the cash dividend policy stipulated in the Articles of Association and the specific cash plan considered and approved at the general meeting.</p>
<p>In the event that the Company's external operating environment or its own operating conditions change significantly and the profit distribution policy needs to be adjusted, the Board shall make a detailed discussion, fully consider the opinions of minority shareholders, attach importance to the protection of investors' interests, and seek the opinions of independent non-executive Directors. Upon consideration by the Board of the Company and approval by a special resolution at the general meeting, the independent non-executive Directors shall express their independent opinions on the amendments to the profit distribution policy.</p>	<p>In the event that the Company's external operating environment or its own operating conditions change significantly and the profit distribution policy needs to be adjusted, the Board shall make a detailed discussion, fully consider the opinions of minority shareholders, attach importance to the protection of investors' interests, and seek the opinions of independent non-executive Directors. Upon consideration by the Board of the Company and approval by a special resolution at the general meeting, the independent non-executive Directors shall express their independent opinions on the amendments to the profit distribution policy.</p>

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

Existing Article	Proposed Amendment
<p>The adjusted cash distribution policy shall not violate the relevant provisions of the securities regulatory authority of the State Council and the place where the Company's shares are listed.</p> <p>(IV) The Supervisory Committee shall supervise the implementation of the Company's profit distribution policy and shareholders' reporting rules by the Board and the management and the decision-making procedures.</p>	<p>The adjusted cash distribution policy shall not violate the relevant provisions of the securities regulatory authority of the State Council and the place where the Company's shares are listed.</p> <p>(IV) The <u>Audit Supervisory</u> Committee shall supervise the implementation of the Company's profit distribution policy and shareholders' reporting rules by the Board and the management and the decision-making procedures.</p>
<p>Article 163</p> <p>Profit distribution policy of the Company:</p> <p>(I) Principle of profit distribution: the Company implements a continuous and stable profit distribution policy. The profit distribution of the Company attaches importance to the reporting of investment and reasonable investment and takes into account the sustainable development of the Company.</p> <p>...</p> <p>(III) Specific conditions for cash dividend distribution: in the event that the Company records profit for the year and the accumulated undistributed profit is positive, in principle, the annual cash dividend of the Company shall not be less than 10% of the distributable profit realized for the year if the Company does not have major investment plans or major capital expenditures. The specific distribution plan will be determined by the general meeting based on the actual operation of the Company in the year.</p> <p>...</p>	<p>Article 164</p> <p>Profit distribution policy of the Company:</p> <p>(I) <u>Principle of profit distribution</u> <u>The objective of the Company's cash dividend policy is:</u> the Company implements a continuous and stable profit distribution policy. The profit distribution of the Company attaches importance to the <u>reporting of investment report to investors</u> and reasonable investment and takes into account the sustainable development of the Company.</p> <p>...</p> <p>(III) Specific conditions for cash dividend distribution: in the event that the Company records profit for the year and the accumulated undistributed profit is positive, in principle, the annual cash dividend of the Company shall not be less than 10% of the distributable profit realized for the year if the Company does not have major investment plans or major capital expenditures. The specific distribution plan will be determined by the general meeting based on the actual operation of the Company in the year.</p> <p>...</p>

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

Existing Article	Proposed Amendment
(IV) Specific conditions for distribution of share dividends: The Company mainly adopts the profit distribution policy of cash dividends. If the Company's revenue increases rapidly, and the Board of Directors considers that the Company's share price does not match the size of the Company's share capital and the distribution of share dividends is beneficial to the interests of all shareholders of the Company as a whole, the Company may propose and implement a share dividend distribution plan under the above conditions for distribution of cash dividends.	(IV) Specific conditions for distribution of share dividends: The Company mainly adopts the profit distribution policy of cash dividends. If the Company's revenue increases rapidly, and the Board of Directors considers that the Company's share price does not match the size of the Company's share capital and the distribution of share dividends is beneficial to the interests of all shareholders of the Company as a whole, the Company may propose and implement a share dividend distribution plan under the above conditions for distribution of cash dividends.
Article 165 Cash dividends and other payments paid by the Company to holders of domestic shares shall be paid in RMB. Cash dividends and other payments paid by the Company to holders of overseas listed foreign shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The foreign currency required for the Company to pay cash dividends and other payments to the holders of overseas listed foreign shares shall be handled in accordance with the relevant foreign exchange control regulations of the State.	Article 166 Cash dividends and other payments paid by the Company to holders of domestic <u>unlisted</u> shares shall be paid in RMB. Cash dividends and other payments paid by the Company to holders of overseas listed foreign shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The foreign currency required for the Company to pay cash dividends and other payments to the holders of overseas listed foreign shares shall be handled in accordance with the relevant foreign exchange control regulations of the State.
Article 167 The Company shall implement the internal audit system and appoint fulltime auditors to supervise its financial revenues and expenditures and economic activities through internal audit.	Article 168 The Company shall implement the internal audit system <u>to clarify the leadership system, responsibilities and authorities, personnel allocation, financial guarantee, application of audit results and accountability for internal audit work.</u> and appoint fulltime auditors to supervise its financial revenues and expenditures and economic activities through internal audit.

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

Existing Article	Proposed Amendment
Article 168 The Company's internal audit system and the duties of the auditors shall be implemented upon the approval of the Board of Directors. The chief auditor shall be accountable and report to the Board of Directors.	Article 169 The Company's internal audit system and the duties of the auditors shall be implemented upon the approval of the Board of Directors and disclosed to public. The chief auditor shall be accountable and report to the Board of Directors.
[Newly added]	Article 170 <u>The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, and other matters.</u> <u>The internal audit institution shall maintain independence, appoint full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.</u> Article 171 <u>The internal audit institution shall be accountable to the Board of Directors. During the supervision and inspection of the Company's business activities, risk management, internal controls, and financial information, the internal audit institution shall accept the supervision and guidance of the audit committee. If the internal audit institution discovers relevant major issues or clues, it shall immediately report directly to the audit committee.</u>

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

Existing Article	Proposed Amendment
	<p><u>Article 172</u></p> <p><u>The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the audit committee.</u></p>
	<p><u>Article 173</u></p> <p><u>When the audit committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.</u></p>
	<p><u>Article 174</u></p> <p><u>The audit committee shall participate in the evaluation of the person in charge of internal audit.</u></p>
Article 170	<p><u>Article 176</u></p> <p><u>Unless otherwise provided by the laws, regulations, or the Articles of Association, the appointment an accounting firm for the Company shall be subject to the approval of the general meeting, prior to which the Board shall not appoint any accounting firm.</u></p>
Article 172	<p><u>Article 178</u></p> <p><u>The audit fees of an accounting firm shall be decided by an ordinary resolution passed at the general meeting.</u></p>

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

Existing Article	Proposed Amendment
Article 173 The appointment, dismissal or non-reappointment of an accounting firm shall be decided by way of an ordinary resolution passed at the general meeting.	[Deleted]
Article 174 When the Company dismisses or does not renew the employment of an accounting firm, it shall give a 30-day prior notice to the accounting firm, and the accounting firm shall be allowed to state its opinions at the general meeting where a voting process concerning the dismissal of such accounting firm is carried out. Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has committed any misconduct.	Article 179 When the Company dismisses or does not renew the employment of an accounting firm, it shall give a 30-day prior notice to the accounting firm, and the accounting firm shall be allowed to state its opinions at the general meeting where a voting process concerning the dismissal of such accounting firm is carried out. Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has committed any misconduct.
Chapter 10 Merger, Division, Capital Increase and Reduction, Dissolution and Liquidation of the Company	Chapter 109 Merger, Division, Capital Increase and Reduction, Dissolution and Liquidation of the Company
Article 175 Merger of the Company may take the form of merger by absorption and merger by new establishment. A company absorbing other companies is a merger by adsorption, and the absorbed company is dissolved. The merger of two (2) or more companies to create a new company is a merger by new establishment, and the merging parties are dissolved.	Article 180 Merger of the Company may take the form of merger by absorption <u>and/or</u> merger by new establishment. A company absorbing other companies is a merger by adsorption, and the absorbed company is dissolved. The merger of two (2) or more companies to create a new company is a merger by new establishment, and the merging parties are dissolved.

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

Existing Article	Proposed Amendment
[Newly added]	<p>Article 181</p> <p><u>If the consideration paid for the merger does not exceed ten percent (10%) of the Company's net assets, it may be implemented without a resolution of the general meeting, except as otherwise provided in the Articles of Association.</u></p> <p><u>Where a merger is effected without a general meeting resolution in accordance with the preceding paragraph, it shall be subject to a resolution of the Board of Directors.</u></p>
Article 176	<p>Article 182</p> <p>In the case of a merger, parties to the merger shall execute a merger agreement, and shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within a period of ten (10) days since the date on which the resolution to proceed with the merger is passed, and make announcements in newspapers within thirty (30) days. The creditors shall, within thirty (30) days since the date of receiving a written notice or within forty five (45) days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.</p> <p>In the case of a merger, parties to the merger shall execute a merger agreement, and shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within a period of ten (10) days since the date on which the resolution to proceed with the merger is passed, and make announcements in newspapers <u>or the National Enterprise Credit Information Publicity System</u> within thirty (30) days. The creditors shall, within thirty (30) days since the date of receiving a written notice or within forty-five (45) days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.</p>
Article 177	<p>Article 183</p> <p>During the merger, the rights and the obligations of the merging parties shall be assumed by the company in existence or the newly established company after the merger.</p> <p>During the merger, the rights and the obligations of the merging parties shall be assumed by the company in existence or the newly established company after the merger.</p>

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

Existing Article	Proposed Amendment
Article 178 <p>If the Company is to be divided, its property shall be divided accordingly.</p> <p>In the case of a division, the Company shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within a period of ten (10) days since the date on which the resolution to proceed with the division is passed, and make announcements in newspapers within thirty (30) days.</p>	Article 184 <p>If the Company is to be divided, its property shall be divided accordingly.</p> <p>In the case of a division, the Company shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within a period of ten (10) days since the date on which the resolution to proceed with the division is passed, and make announcements in newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days.</p>
Article 179 <p>In case of reduction of registered capital of the Company, a balance sheet and assets list shall be formulated.</p> <p>The Company shall inform its creditors of the reduction in capital within ten (10) days and make announcements in newspapers within thirty (30) days after the resolution approving the reduction has been adopted. The creditors shall, within thirty (30) days since the date of receiving a written notice or within forty five (45) days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.</p>	Article 185 <p>In case of reduction of registered capital of the Company, a balance sheet and assets list shall be formulated.</p> <p>The Company shall inform its creditors of the reduction in capital within ten (10) days and make announcements in newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days after the resolution approving the reduction has been adopted by the general meeting. The creditors shall, within thirty (30) days since the date of receiving a written notice or within forty-five (45) days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.</p>

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

Existing Article	Proposed Amendment
The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.	<p><u>When reducing its registered capital, the Company shall correspondingly reduce the capital contributions or shares held by shareholders in proportion to their shareholdings, except as otherwise provided by law or in the Articles of Association.</u></p> <p>The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.</p>
[Newly added]	<p><u>Article 187</u></p> <p><u>After making up losses in accordance with Paragraph 2 of Article 161 of the Articles of Association, if the Company still has losses, it may reduce its registered capital to make up the losses. When reducing registered capital to make up losses, the Company shall not distribute profits to shareholders, nor may it exempt shareholders from their obligation to contribute capital or share payments.</u></p> <p><u>Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of Paragraph 2 of Article 185 of the Articles of Association shall not apply, but an announcement shall be made in newspapers or on the National Enterprise Credit Information Publicity System within thirty (30) days after the resolution approving the reduction has been passed by the shareholders' meeting.</u></p> <p><u>After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory reserve fund and discretionary reserve fund reaches fifty percent (50%) of its registered capital.</u></p>

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

Existing Article	Proposed Amendment
	<p><u>Article 188</u></p> <p><u>Where the reduction of registered capital violates the Company Law or other relevant regulations, shareholders shall return the funds they have received, and any exemption from shareholders' capital contributions shall be restored to the original state; if any loss is caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.</u></p> <p><u>Article 189</u></p> <p><u>When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive subscription rights, except as otherwise provided in the Articles of Association or as resolved by the general meeting.</u></p>
Article 182 The Company shall be dissolved in any of the following circumstances: (I) the general meeting resolves to dissolve the Company; (II) dissolution is required due to merger or division of the Company;	Article 191 The Company shall be dissolved in any of the following circumstances: <u>(I) The business term specified in these Articles of Association expires or other dissolution causes stipulated herein occur;</u> <u>(II) the general meeting resolves to dissolve the Company;</u> <u>(III) dissolution is required due to merger or division of the Company;</u>

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>(III) the Company is revoked of its business license, ordered to close down or annulled according to law due to violation of laws and regulations;</p> <p>(IV) there is a severe difficulty in the operation and management of the Company, and the continued existence of the Company will have material prejudice to the interests of its shareholders and there is no other way to resolve, shareholders who hold an aggregate of over ten percent (10%) of the whole voting rights can make a petition to the People's Court to dissolve the Company.</p>	<p>(III)(IV) the Company is revoked of its business license, ordered to close down or annulled according to law due to violation of laws and regulations;</p> <p>(V) there is a severe difficulty in the operation and management of the Company, and the continued existence of the Company will have material prejudice to the interests of its shareholders and there is no other way to resolve, shareholders who hold an aggregate of over ten percent (10%) of the whole voting rights can make a petition to the People's Court to dissolve the Company.</p> <p><u>Where the Company encounters any dissolution cause specified in the preceding paragraph, it shall publicize such dissolution cause through the National Enterprise Credit Information Publicity System within ten (10) days.</u></p>

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Article	Proposed Amendment
<p>Article 183</p> <p>If the Company is dissolved under items (I), (III), and (IV) of Article 182 of the Articles of Association, a liquidation committee shall be set up, which shall start liquidation within fifteen (15) days from the date of occurrence of the cause for dissolution. The members of such liquidation committee shall be determined by the Directors or the general meeting.</p> <p>If the liquidation committee is not established within the prescribed period, creditors can submit an application to the people's court to appoint relevant officers to establish such committee to carry out the liquidation.</p>	<p>Article 192</p> <p><u>Where the Company falls under circumstances specified in (I) or (II) of Article 191 of the Articles of Association and has not yet distributed assets to shareholders, it may continue to exist by amending the Articles of Association or through a resolution of the general meeting.</u></p> <p><u>Any amendment to the Articles of Association or resolution adopted by the general meeting pursuant to the preceding paragraph shall require approval by at least two-thirds (2/3) of the voting rights held by shareholders present at the meeting.</u></p> <p>If the Company is dissolved under items (I), (III), and (IV) and (V) of Article 182 of the Articles of Association, <u>it should be liquidated. Directors are the liquidation obligors of the Company and</u> a liquidation committee shall be set up, <u>which shall start liquidation</u> within fifteen (15) days from the date of occurrence of the cause for dissolution <u>to conduct the liquidation.</u> The members of such liquidation committee shall be <u>determined comprised</u> by the Directors <u>or the general meeting, unless otherwise stipulated in the Articles of Association or the general meeting resolves to elect another person.</u></p> <p><u>If the liquidation obligor fails to perform the liquidation obligation in a timely manner and causes losses to the Company or creditors, it shall bear the liability for compensation.</u></p> <p><u>If the liquidation committee is not established within the prescribed period, creditors can submit an application to the people's court to appoint relevant officers to establish such committee to carry out the liquidation.</u></p>

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

Existing Article	Proposed Amendment
<p>Article 184</p> <p>The liquidation committee shall notify its creditors within a period of ten (10) days since the date it is established, and make announcements in newspapers within sixty (60) days. Creditors shall, within thirty (30) days since the date of receiving the notice, or for creditors who do not receive the notice, within forty five (45) days since the date of the public announcement, report their creditors' rights to the liquidation committee.</p> <p>When reporting his/her rights, the creditor shall provide an explanation of matters relevant to his/her rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights.</p> <p>In the course of reporting the creditors' rights, the liquidation committee shall not repay the creditors.</p>	<p>Article 193</p> <p>The liquidation committee shall notify its creditors within a period of ten (10) days since the date it is established, and make announcements in newspapers <u>or the National Enterprise Credit Information Publicity System</u> within sixty (60) days. Creditors shall, within thirty (30) days since the date of receiving the notice, or for creditors who do not receive the notice, within forty-five (45) days since the date of the public announcement, report their creditors' rights to the liquidation committee.</p> <p>When reporting his/her rights, the creditor shall provide an explanation of matters relevant to his/her rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights.</p> <p>In the course of reporting the creditors' rights, the liquidation committee shall not repay the creditors.</p>
<p>Article 185</p> <p>The liquidation committee shall exercise the following functions and power during liquidation:</p> <p>...</p> <p>(VI) dealing with the remaining assets after full payment of the Company's debts;</p> <p>...</p>	<p>Article 194</p> <p>The liquidation committee shall exercise the following functions and power during liquidation:</p> <p>...</p> <p>(VI) <u>dealing with</u> <u>allocating</u> the remaining assets after full payment of the Company's debts;</p> <p>...</p>

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

Existing Article	Proposed Amendment
<p>Article 186</p> <p>After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and schedule of assets, it shall formulate a liquidation plan and submit such plan to the general meeting or the People's Court for confirmation.</p> <p>The remaining assets of the Company after the payment of liquidation expenses, payment of wages, social insurance expenses and statutory compensation, payment of outstanding taxes and debts of the Company shall be distributed to the shareholders of the Company according to the proportion of shares held by them.</p> <p>During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.</p>	<p>Article 195</p> <p>After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and schedule of assets, it shall formulate a liquidation plan and submit such plan to the general meeting or the People's Court for confirmation.</p> <p>The remaining assets of the Company after the payment of liquidation expenses, payment of wages, social insurance expenses and statutory compensation, payment of outstanding taxes and debts of the Company shall be distributed to the shareholders of the Company according to the proportion of shares held by them.</p> <p>During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation.</p> <p>The property of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.</p>

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

Existing Article	Proposed Amendment
Article 187 <p>If the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and schedule of assets, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the People's Court in accordance with the law for a declaration of bankruptcy.</p> <p>After the People's Court has ruled for the Company to declare itself bankrupt, the Company's liquidation committee shall refer the liquidation matters to the People's Court.</p>	Article 196 <p>If the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and schedule of assets, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the People's Court in accordance with the law for a declaration of liquidation.</p> <p>After the People's Court has ruled for the Company to declare itself bankrupt, the Company's liquidation committee shall refer the liquidation matters to the People's Court.</p> <p><u>After the People's Court accepts the bankruptcy application, the liquidation committee shall refer the liquidation matters to the bankruptcy administrator designated by the People's Court.</u></p>
Article 188 <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the general meeting or the People's Court for confirmation, and deliver the same to the company registry, apply for cancellation of the Company's registration and announce the Company's termination.</p>	Article 197 <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the general meeting or the People's Court for confirmation, and deliver the same to the company registry; <u>to</u> apply for cancellation of the Company's registration and announce the Company's termination.</p>

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

Existing Article	Proposed Amendment
Article 189 Members of the liquidation committee shall faithfully perform their duties and perform their liquidation obligations in accordance with the law. Members of the liquidation committee are prohibited from abusing their powers to accept bribes or other illegal income and from misappropriating the Company's properties. Members of the liquidation committee shall be liable to indemnify the Company or its creditors for any loss arising from their willful or material default.	Article 198 Members of the liquidation committee shall faithfully perform their duties and shall, in performing their duties of <ins>have duties of loyalty and diligence obligations in accordance with the law.</ins> <ins>If any member of the liquidation committee fails to perform his/her liquidation duties and causes losses to the Company, the member of the liquidation committee shall be liable for compensation; where losses are caused to the creditor due to intent or gross negligence, the member of the liquidation committee shall be liable for compensation. Members of the liquidation committee are prohibited from abusing their powers to accept bribes or other illegal income and from misappropriating the Company's properties. Members of the liquidation committee shall be liable to indemnify the Company or its creditors for any loss arising from their willful or material default.</ins>
Chapter 11 Amendment of the Articles of Association	Chapter 11 Chapter 10 Amendment of the Articles of Association
Article 191 The Company shall amend the Articles of Association under any of the following circumstances: (I) after the Company Law or relevant laws and regulations are amended, the provisions of the Articles of Association are in conflict with the provisions of the amended ones;	Article 200 The Company shall amend the Articles of Association under any of the following circumstances: (I) after the Company Law or relevant laws and regulations are amended, the provisions of the Articles of Association are in conflict with the provisions of the amended ones;

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

Existing Article	Proposed Amendment
(II) there has been a change to the Company, resulting in inconsistency with the contents in the Articles of Association; (III) the general meeting decides to amend the Articles of Association.	(II) there has been a change to the Company, resulting in inconsistency with the contents in the Articles of Association; (III) the general meeting decides to amend the Articles of Association.
Article 192 The amendment to the Articles of Association approved by way of resolution at the general meeting shall be submitted to the relevant competent authorities for examination and approval. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the law.	Article 201 The amendment to the Articles of Association approved by way of resolution at the general meeting shall be submitted to the relevant competent authorities for examination and approval. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the law.
Article 193 The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the general meeting and the approval opinions of relevant competent authorities.	Article 202 The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the general meeting and the approval opinions of relevant competent authorities.
Article 194 If the amendments to the Articles of Association are information required to be disclosed by laws and regulations, they shall be announced in accordance with the regulations.	Article 203 If the amendments to the Articles of Association are information required to be disclosed by laws and regulations, they shall be announced in accordance with the regulations.

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

Existing Article	Proposed Amendment
Chapter 12 Notice and Announcement	<u>Chapter 12</u><u>Chapter 11</u> Notice and Announcement <u>Section I Notice</u>
Article 195 The notices of the Company may be sent out in the following manner: ... Unless the context otherwise requires, “announcement” referred to in the Articles of Association shall mean, as to the announcements published to the holders of domestic shares and unlisted foreign shares or the announcements required to be published in the PRC in accordance with the relevant regulations and the Articles of Association, ...	Article 204 The notices of the Company may be sent out in the following manner: ... Unless the context otherwise requires, “announcement” referred to in the Articles of Association shall mean, as to the announcements published to the holders of domestic shares domestic unlisted shares and unlisted foreign shares or the announcements required to be published in the PRC in accordance with the relevant regulations and the Articles of Association, ...
Article 196 ... Corporate communications include but are not limited to circulars, annual reports, interim reports, notices of general meetings and other corporate communications listed in the Hong Kong Listing Rules. If the notice of the Company is delivered by hand, the addressee or its agent shall sign (or stamp) on the receipt of service, and the date of signature of the addressee or its agent shall be the date of service...	Article 205 ... Corporate communications include but are not limited to circulars, annual reports, interim reports, notices of general meetings and other corporate communications listed in the Hong Kong Listing Rules. If the notice of the Company is delivered by hand, the addressee or its agent shall sign (or stamp) on the receipt of service, and the date of signature of the addressee or its agent shall be the date of service...

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
[Newly added]	<p><u>Article 206</u></p> <p><u>The notices of general meetings convened by the Company shall be issued by way of announcement.</u></p> <p><u>Article 207</u></p> <p><u>The notices of meetings of the Board of Directors convened by the Company shall be delivered by hand, mail, fax, telephone, announcement or other means specified in the Articles of Association.</u></p>
Article 197 The meeting and the resolution of the meeting shall not be null and void if the notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.	Article 208 The meeting and the resolution of the meeting shall not be null and void <u>if purely because</u> the notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.
[Newly added]	<p><u>Section 2 Announcements</u></p> <p><u>Article 209</u></p> <p><u>The Company designates its official website and the website of the Hong Kong Stock Exchange as the media for publishing announcements and other information required to be disclosed of the Company.</u></p>

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Article 198</p> <p>The Company shall issue announcements and disclose information to holders of domestic shares and unlisted foreign shares through newspapers and websites for information disclosure specified by laws and regulations or relevant domestic regulatory authorities. If an announcement is required to be made to holders of H Shares pursuant to the Articles of Association, such announcement shall also be published in such manner as required by the Hong Kong Listing Rules. All notices or other documents required to be sent by the Company to the Hong Kong Stock Exchange under Chapter 13 of the Hong Kong Listing Rules shall be written in English or accompanied by a certified English translation.</p>	<p>Article 210</p> <p>The Company shall issue announcements and disclose information to holders of domestic sharesdomestic unlisted shares and unlisted foreign shares through newspapers and websites for information disclosure specified by laws and regulations or relevant domestic regulatory authorities. If an announcement is required to be made to holders of H Shares pursuant to the Articles of Association, such announcement shall also be published in such manner as required by the Hong Kong Listing Rules. All notices or other documents required to be sent by the Company to the Hong Kong Stock Exchange under Chapter 13 of the Hong Kong Listing Rules shall be written in English or accompanied by a certified English translation.</p>

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

Existing Article	Proposed Amendment
Article 199 Definitions The term “or more”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “not exceeding”, “except”, “less than”, “more than” shall all exclude the given figure.	Article 211 Definitions The term “or more”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “more than” , “not exceeding”, “except”, “less than”, “more than” shall all exclude the given figure. ... <u>Reference to a “controlling shareholder” in the Articles of Association means a shareholder who holds more than fifty percent (50%) of the total share capital of a joint stock limited company; or a shareholder who holds not more than fifty percent (50%) of the shares, but whose voting rights are sufficient to exert significant influence on the resolutions of the general meeting.</u> <u>Reference to an “actual controller” in the Articles of Association means a natural person, legal person or other organization, who can actually control the activities of the Company through investment relationship, agreement, or other arrangement.</u>
Article 201 The Articles of Association are written in Chinese. In case of any discrepancy between the Articles of Association in any other language and the Chinese version, the Chinese version shall prevail.	Article 213 The Articles of Association are written in Chinese. In case of any discrepancy between the Articles of Association in any other language <u>or different versions</u> and <u>the Chinese version the Articles of Association, the Chinese version of the Articles of Association most recently approved by the general meeting shall prevail</u> the Chinese version shall prevail .

APPENDIX

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Existing Article	Proposed Amendment
<p>Article 204</p> <p>The appendices to the Articles include the Rules of Procedure of the General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee. If there is any inconsistency among the terms of the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee and the Articles of Association, the Articles shall prevail. Matters not covered in the Articles shall be executed in accordance with the provisions of relevant laws and regulations of the State. In case of any conflict between the Articles and the mandatory provisions of laws, regulations, departmental rules and regulatory documents to be promulgated in the future, such laws, regulations, departmental rules and regulatory documents shall prevail.</p>	<p>Article 216</p> <p>The appendices to the Articles include the Rules of Procedure of the General Meeting; <u>and</u> the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee. If there is any inconsistency among the terms of the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Committee and the Articles of Association, the Articles shall prevail. Matters not covered in the Articles shall be executed in accordance with the provisions of relevant laws and regulations of the State. In case of any conflict between the Articles and the mandatory provisions of laws, regulations, departmental rules and regulatory documents to be promulgated in the future, such laws, regulations, departmental rules and regulatory documents shall prevail.</p>

Note: Due to the proposed amendments involving additions or deletions of certain provisions, the table of contents, section headings, and numbering of sections and articles in the Articles of Association shall be adjusted accordingly. Any cross-references to article numbers in the original Articles of Association affected by such changes shall be correspondingly amended in the revised Articles of Association. Except as stated in the above table, there are no other material amendments to the Articles of Association. Other material amendments include the replacement of general meeting(s) ("股東大會") with general meeting(s) ("股東會") and the correction of typographical errors or grammatical adjustments that do not alter the meaning of the provisions.

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING



UBTECH ROBOTICS CORP LTD 深 圳 市 優 必 選 科 技 股 份 有 限 公 司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9880)

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (the “EGM”) of UBTECH ROBOTICS CORP LTD (the “Company”) will be convened and held at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC on Tuesday, June 3, 2025 at 4:00 p.m. to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. Resolution on the Company’s application for bank credit from relevant banks: THAT the Arrangement of Bank Credit be and is hereby approved and the legal representative of the Company (or his authorised representative) be and is hereby authorised to sign on behalf of the Company the relevant legal documents in connection with the Arrangement of Bank Credit within 12 months from the passing of this resolution.

SPECIAL RESOLUTIONS

2. Resolution on providing guarantees for subsidiaries: THAT the Arrangement of Guarantees be and are hereby approved and the legal representative of the Company (or his authorised representative) be and is hereby authorised to sign on behalf of the Company the relevant agreements in connection with the Arrangement of Guarantees within 12 months from the passing of this resolution.
3. Resolution on change of registered capital of the Company, relevant amendments to the Articles of Association and handling of registration procedures with the relevant governmental and/or regulatory authorities: THAT the Proposed Amendments in relation to Change of Registered Capital be and are hereby approved and the Directors be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the Proposed Amendments in relation to Change of Registered Capital.

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

4. Resolution on abolition of the Supervisory Committee, dismissal of the shareholder representative supervisors of the Company, repeal of the Rules of Procedure of the Supervisory Committee of the Company, relevant amendments together with the other consequential, housekeeping and ancillary amendments to the Articles of Association and handling of registration procedures with the relevant governmental and/or regulatory authorities: THAT the Proposed Amendments in relation to Abolishment of Supervisory Committee be and are hereby approved and the Directors be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the Proposed Amendments in relation to Abolishment of Supervisory Committee.

By order of the Board

UBTECH ROBOTICS CORP LTD

Jian ZHOU

Chairman, Executive Director and Chief Executive Officer

Shenzhen, the PRC, May 19, 2025

Notes:

1. For details of the resolutions to be approved in the EGM, please refer to the circular of the Company dated May 19, 2025 (the “Circular”). Unless the context requires otherwise, the terms used in this notice of EGM shall have the same meaning as those used in the Circular.
2. Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and form of proxy. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate shareholder.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more Shares), whether (each of) such person is a Shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorised in writing. For a corporate shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

If the power of attorney of the proxy is signed by the authorised person of the appointer under a power of attorney or other authorisation document(s) given by the appointer, such power of attorney or other authorisation document(s) shall be notarised and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorisation document(s), must be delivered to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or the registered office of the Company at Room 2201, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Changyuan Community, Taoyuan Street, Nanshan District, Shenzhen, PRC (for Domestic Shareholders) not later than 24 hours before the designated time for the holding of the EGM (i.e. not later than 4:00 p.m. on Monday, June 2, 2025) or any adjournment thereof (as the case may be).

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders.

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll. Results of the poll voting will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ubtrobot.com) upon the conclusion of the EGM.
5. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

As at the date of this notice, the Board comprises (i) Mr. Zhou Jian, Mr. Xiong Youjun, Ms. Wang Lin and Mr. Liu Ming as executive directors; (ii) Mr. Xia Zuoquan, Mr. Zhou Zhifeng and Mr. Chen Qiang as non-executive directors; and (iii) Mr. Zhao Jie, Mr. Xiong Chuxiong, Mr. Poon Fuk Chuen and Mr. Leung Wai Man, Roger as independent non-executive directors.