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

If you have sold or transferred all your shares in **Wise Living Technology Co., Ltd.**, you should at once hand this circular, together with the enclosed 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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Wise Living Technology Co., Ltd

慧居科技股份有限公司

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

(Stock Code: 2481)

**(1) PROPOSED APPOINTMENT OF DIRECTOR;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Wise Living Technology Co., Ltd to be held at the Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People's Republic of China on Thursday, 6 March 2025 at 2:00 p.m. is set out on pages 73 to 74 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hjkj.cn>). Whether or not you are able to attend the extraordinary general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the extraordinary general meeting (i.e. not later than 2:00 p.m. on Tuesday, 4 March 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in extraordinary at the extraordinary general meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

18 February 2025

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors of the Company
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan
“Company”	Wise Living Technology Co., Ltd (慧居科技股份有限公司)(stock code: 2481), a company with limited liability established in the PRC on 3 September 2010 and converted into a joint stock company with limited liability on 29 December 2015
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	Share(s) previously issued by the Company in the PRC, which were subscribed for in RMB prior to full conversion on 2 September 2024 into H Shares for full circulation on Stock Exchange
“EGM”	the extraordinary general meeting of the Company to be held at the Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People’s Republic of China on Thursday, 6 March 2025 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of extraordinary general meeting which is set out on pages 73 to 74 of this circular, or any adjournment thereof
“Group”, “we”, “our” or “us”	the Company and its subsidiaries from time to time

DEFINITIONS

“H Share(s)”	Ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which is/are subscribed for and traded in HK dollars and listed on the Stock Exchange
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》) which was promulgated on 29 December 1993 and became effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Ordinary share(s) in the capital of the Company with nominal value of RMB1.00
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



慧居科技

Wise Living Technology Co., Ltd

慧居科技股份有限公司

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

(Stock Code: 2481)

Executive Directors:

Mr. Li Baoshan (*Chairman*)

Mr. Luo Wei

Non-executive Directors:

Mr. Miao Wenbin

Mr. Ma Fulin

Ms. Xu Lijie

Independent Non-executive Directors:

Dr. Tse Hiu Tung, Sheldon

Mr. Cheung Ho Kong

Dr. Zhu Qing

Registered Office and Headquarters in the PRC:

Room 202, 2/F

No. 15 Shuangliang Road

Ligang Street

Jiangyin City

Jiangsu Province

The PRC

Principal Place of Business in Hong Kong:

Unit B, 17/F., United Centre

95 Queensway

Admiralty

Hong Kong

18 February 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED APPOINTMENT OF DIRECTOR;
(2) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of the EGM to be held on Thursday, 6 March 2025, and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the EGM for the following matters: –

LETTER FROM THE BOARD

ORDINARY RESOLUTIONS

1. PROPOSED APPOINTMENT OF DIRECTOR

An ordinary resolution will be proposed at the EGM to consider and appointment of Mr. Liu Zhigang (“**Mr. Liu**”) as an executive Director.

Details of proposed appointment of director

Mr. Liu, aged 44, has been appointed as the general manager of the Company with effect from 9 December 2024. He was an employee representative supervisor of the Company from September 2019 to January 2024. He was appointed as a supervisor of the Company for the first time in September 2019, and was primarily responsible for monitoring and supervising the operational and financial activities.

Mr. Liu joined the Group in August 2015 and has held several positions in the companies within the Group, including acting as (i) the deputy general manager of Hulunbuir Shuangliang Energy System Company Limited between August 2015 and September 2018, and the general manager and a director of Hulunbuir Shuangliang Energy System Company Limited since March 2022; and (ii) a director of Inner Mongolia Wise Living Tianlang Clean Energy Company Limited since June 2018 and the deputy general manager of Inner Mongolia Wise Living Tianlang Clean Energy Company Limited since September 2018, and has been mainly responsible for the overall management of these companies.

Mr. Liu was a sales representative at Shuangliang Eco-Energy Systems Company Limited Sales Branch (a branch which is principally engaged in the sales of environmental equipment and devices) between May 2010 and September 2014, where he was responsible for marketing and sales, Mr. Liu later worked as a sales manager between September 2014 and August 2015, where he was responsible for managing and supervising operation and formation of business development plans.

Mr. Liu graduated from Inner Mongolia Agricultural University (內蒙古農業大學) in Inner Mongolia, the PRC, with a major in environmental engineering in July 2004. Mr. Liu holds the Inner Mongolia Autonomous Region Professional Title (內蒙古自治區職稱) of senior engineer.

Mr. Liu’s appointment as executive Director of the Board will commence from the approval date of his appointment at the EGM and end at the conclusion of the forthcoming annual general meeting of the Company this year, and may be re-appointed in accordance with the Articles of Association or any other applicable laws from time to time. Save for the employment contract entered into between Mr. Liu and the Company in respect of his position as general manager of the

LETTER FROM THE BOARD

Company, there is no other service contract between Mr. Liu and the Company. Save for the remuneration received by Mr. Liu for his position as general manager of the Company, he will not receive additional remuneration for his position as executive Director of the Board.

Mr. Liu has confirmed that, save as disclosed above, as of the date of this announcement: (1) he does not hold any other positions in the Company or any of its subsidiaries, nor has he held any directorships in the last three years in any other public companies where the securities of which are listed on any securities market in Hong Kong or overseas; (2) he does not have any relationship with any other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (3) he has no interest in the shares of the Company within the meaning of Part XV of the SFO; and (4) he does not have any matters regarding his proposed appointment that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is there any other matter regarding his proposed appointment that shall be brought to the attention of the Shareholders.

SPECIAL RESOLUTIONS

2. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board hereby proposes to make certain amendments to the Articles of Association for the purpose of (i) consolidating and removing scope of business without actual operations in the business objectives and scope clause of the Articles of Association to more succinctly reflect the actual operations of the Company, and certain housekeeping and amendments, (ii) to reflect the current share capital structure of the Company, following the conversion of all unlisted Domestic Shares into H Shares on 2 September 2024 and completion of the full circulation of H Shares on Stock Exchange, and (iii) to bring the Articles of Association in line with the revised PRC Company Law, which became effective from 1 July 2024 (the “**Proposed Amendments**”). The details of the Proposed Amendments are set out in the Appendix of this circular.

Save for Proposed Amendments, the other articles in the existing Articles of Association shall remain unchanged. The English version of the Articles of Association is an unofficial translation of the Chinese version and is for reference only. In the event of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

3. EGM AND PROXY ARRANGEMENT

The EGM will be held at the Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People’s Republic of China at 2:00 p.m. on Thursday, 6 March 2025, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. A form

LETTER FROM THE BOARD

of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Company (<http://www.hjkj.cn>) and the Stock Exchange (<http://www.hkexnews.hk>).

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration by holders of H Shares, as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Tuesday, 4 March 2025) or the adjourned meeting (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting, should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at such meeting.

4. VOTING BY POLL AT THE EGM

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Results of the poll voting will be published on the Company’s website at <http://www.hjkj.cn> and the website of the Stock Exchange at www.hkexnews.hk after the EGM.

5. 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.

6. RECOMMENDATION

The Directors consider that all resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

7. GENERAL

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

8. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Wise Living Technology Co., Ltd
LI Baoshan
Chairman and Executive Director

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
<p data-bbox="204 357 290 387">Article 1</p> <p data-bbox="204 442 785 1368">To safeguard the legitimate rights and interests of Wise Living Technology Co., Ltd (hereinafter referred to as the “Company”), its shareholders and creditors, and regulate the organisation and acts of the Company, the Articles of Association are formulated by the Company in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (hereinafter referred to as the “Trial Administration Measures”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretation and amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, and referred to the Guidelines for Articles of Association of Listed Companies (Revised in 2022) (《上市公司章程指引(2022年修訂)》).</p>	<p data-bbox="817 357 903 387">Article 1</p> <p data-bbox="817 442 1398 1368">To safeguard the legitimate rights and interests of Wise Living Technology Co., Ltd (hereinafter referred to as the “Company”), its shareholders, <u>employees</u> and creditors, and regulate the organisation and acts of the Company, the Articles of Association are formulated by the Company in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (hereinafter referred to as the “Trial Administration Measures”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretation and amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, and referred to the Guidelines for Articles of Association of Listed Companies (Revised in 2022) (《上市公司章程指引(2022年修訂)》).</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 7</p> <p>The Chairman is the legal representative of the Company.</p>	<p>Article 7</p> <p>The Chairman is the legal representative of the Company. <u>The legal representative of the Company shall be a director who perform the company affairs on behalf of the Company. If the director serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative has resigned, the Company shall determine a new legal representative within 30 days from the date of the resignation of the legal representative.</u></p> <p><u>The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. The limitation of the functions and powers of the legal representative imposed by the Articles of Association or by the general meeting shall not be against a bona fide counterpart. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or the Articles of Association.</u></p>
<p>Article 8</p> <p>The entire capital of the Company is divided into shares of equal nominal value. Shareholders shall bear liability for the Company to the extent of the shares they subscribe for, and the Company shall bear liability for the debts of the Company with all its assets.</p>	<p>Article 8</p> <p>The entire capital of the Company is divided into shares of equal nominal value. Shareholders shall bear liability for the Company to the extent of the shares they subscribe for, and the Company shall bear liability for the debts of the Company with all its assets.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 9</p> <p>The Articles of Association shall be adopted by a special resolution at the general meeting of the Company and shall become effective on the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed on the Hong Kong Stock Exchange. The original Articles of Association of the Company shall be invalidated automatically from the effective date of the Articles of Association.</p> <p>From the date upon which the Articles of Association come into effect, the Articles of Association constitute a legally binding document regulating the Company's organisation and activities, as well as the rights and obligations between the Company and each shareholder and between the shareholders, with binding effects on the Company, its shareholders, directors, supervisors and senior management.</p>	<p>Article 9</p> <p>The Articles of Association shall be adopted <u>become effective on the date of their adoption</u> by a special resolution at the general <u>shareholders'</u> meeting of the Company and shall become effective on the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed on the Hong Kong Stock Exchange. The original Articles of Association of the Company shall be invalidated automatically from the effective date of the Articles of Association.</p> <p>From the date upon which the Articles of Association come into effect, the Articles of Association constitute a legally binding document regulating the Company's organisation and activities, as well as the rights and obligations between the Company and each shareholder and between the shareholders, with binding effects on the Company, its shareholders, directors, supervisors and senior management.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 13</p> <p>Business scope of the Company</p> <p>Research and development of smart home products; Design, construction, installation, maintenance and technical consulting services of thermal engineering; Energy management contract; Sales of textiles, apparel and household products, cultural supplies, sporting goods and equipment, pharmaceuticals, medical devices, mineral products, building materials and chemical products (excluding hazardous chemicals), general machinery and accessories, hardware and electronic products, pre-packaged food, bulk food, dairy products (including infant formula milk powder); Technical consultancy on information technology; Development, design and sales of computer software; Information system integration services; Manufacturing of industrial robots; Production of steam, hot water, electronic products, photographic equipment, computer hardware and software and their ancillary equipment; Self-operating and acting as agent for the import and export of various commodities and technologies (except for commodities and technologies that are restricted by the state or prohibited from import and export); Installation and maintenance of machinery and equipment; Optical inspection, dispensing; Warehousing services; Economic and trade consulting; Designing, producing, acting as an agent and publishing domestic advertisements; Freight forwarding; E-commerce technology development; Family services. (Business activities subject to approval in accordance with the laws can only be carried out after approval by relevant authorities)</p> <p>General items: Sales of coal and products (except for businesses that are subject to approval in accordance with the laws, the business activities should be conducted independently with the business licence(s) in accordance with the laws)</p>	<p>Article 13</p> <p>Business scope of the Company</p> <p><u>General items: Heat production and supply; Research and development of emerging energy technologies; Cooling services; Sewage treatment and recycling smart home products; Design, construction, installation, maintenance and technical consulting services of thermal engineering; Energy management contract; Information technology consulting services; Software development; Manufacturing of industrial robots; Sales of industrial robots; Installation and maintenance of industrial robots; Sales of textiles, apparel and household products, cultural supplies, sporting goods and equipment, pharmaceuticals, medical devices, mineral products, building materials and chemical products (excluding hazardous chemicals), general machinery and accessories, hardware and electronic products, pre-packaged food, bulk food, dairy products (including infant formula milk powder); Technical consultancy on information technology; Development, design and sales of computer software; Information system integration services; Manufacturing of computer software, hardware, and peripheral equipment; Retail of computer software, hardware, and ancillary equipment; Technical services, technical development, technical consulting, technical exchange, technical transfer, technical promotion; Technology import and export; Goods import and export; Installation services of general machinery and equipment. industrial robots; Production of steam, hot water, electronic products, photographic equipment, computer hardware and software and their ancillary equipment; Self-operating and acting as agent for the import and export of various commodities and technologies (except for commodities and technologies that are restricted by the state or prohibited from import and export); Installation and maintenance of machinery and equipment; Optical inspection, dispensing; Warehousing services; Economic and trade consulting; Designing, producing, acting as an agent and publishing domestic advertisements; Freight forwarding; E-commerce technology development; Family services. (Business activities subject to approval in accordance with the laws can only be carried out after approval by relevant authorities)</u></p> <p>General items: Sales of coal and products (except for businesses that are subject to approval in accordance with the laws, the business activities should be conducted independently with the business licence(s) in accordance with the laws)</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 15</p> <p>The Company shall issue shares under the principles of fairness and equality and shares of the same class shall carry same rights.</p> <p>The issuance conditions and price per share of the same class in the Company's same issuance shall be the same; the same price shall be paid for each share subscribed for by any entities or individuals.</p>	<p>Article 15</p> <p>The Company shall issue shares under the principles of fairness and equality and shares of the same class shall carry same rights.</p> <p>The issuance conditions and price per share of the same class in the Company's same issuance shall be the same; the same price shall be paid for each share subscribed for by any entities or individuals <u>by subscribers</u>.</p>
<p>Article 16</p> <p>The stock of the Company shall be in the form of shares. Share issued by the Company shall have a par value and each shall bear a par value of RMB1.</p>	<p>Article 16</p> <p>The stock of the Company shall be in the form of shares. Share issued by <u>the Company issues</u> shall have a par value and each shall bear a par value of RMB1 shares, <u>which are denominated in Renminbi.</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 18</p> <p>Shares issued by the Company to the domestic investors which are subscribed in RMB shall be referred to as domestic shares. Shares issued by the Company to the overseas investors which are subscribed in foreign currencies shall be referred to as foreign invested shares. Foreign invested shares that are listed abroad shall be referred to as overseas listed foreign invested shares.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions that are recognised by the foreign exchange authority of the PRC and that can be used to pay the share price to the Company.</p> <p>Foreign shares issued by the Company that are listed in Hong Kong shall be referred to as H shares. H shares are shares that have been approved for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in foreign currencies.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>	<p>Article 18</p> <p>Shares issued by the Company to the domestic investors which are subscribed in RMB shall be referred to as domestic shares. Shares issued by the Company to the overseas investors which are subscribed in foreign currencies shall be referred to as foreign invested shares. Foreign invested shares that are listed abroad shall be referred to as overseas listed foreign invested shares.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions that are recognised by the foreign exchange authority of the PRC and that can be used to pay the share price to the Company.</p> <p>Foreign shares issued by the Company that are listed in Hong Kong shall be referred to as H shares. H shares are shares that have been approved for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in foreign currencies.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>After the offering and listing of the Company’s overseas shares and to the extent permitted by relevant laws, administrative regulations and departmental rules, shareholders of the Company may transfer all or part of the shares they hold to foreign investors and list and trade the same on an overseas stock exchange, and may also convert the unlisted shares they hold into overseas listed shares and arrange for the listing and trading of these shares on an overseas stock exchange. Listing and trading of the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the domestic and overseas securities market. No approval of a shareholders’ general meeting is required for the listing and trading of such shares on overseas stock exchange, or the unlisted shares being converted into overseas listed shares and listed and traded on the overseas stock exchange. The unlisted shares, upon being converted into overseas listed shares, shall belong to the same class of shares as the original overseas listed foreign invested shares.</p> <p>Ordinary shareholders of domestic shares and foreign shares of the Company shall have the same rights in any distribution made by dividends or other forms.</p>	<p>After the offering and listing of the Company’s overseas shares and to the extent permitted by relevant laws, administrative regulations and departmental rules, shareholders of the Company may transfer all or part of the shares they hold to foreign investors and list and trade the same on an overseas stock exchange, and may also convert the unlisted shares they hold into overseas listed shares and arrange for the listing and trading of these shares on an overseas stock exchange. Listing and trading of the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the domestic and overseas securities market. No approval of a shareholders’ general meeting is required for the listing and trading of such shares on overseas stock exchange, or the unlisted shares being converted into overseas listed shares and listed and traded on the overseas stock exchange. The unlisted shares, upon being converted into overseas listed shares, shall belong to the same class of shares as the original overseas listed foreign invested shares.</p> <p>Ordinary shareholders of domestic shares and foreign shares of the Company shall have the same rights in any distribution made by dividends or other forms.</p>
<p>Article 20</p> <p>Upon the completion of the initial public offering of overseas listed foreign shares, the share capital of the Company is 301,600,000 shares (if the over-allotment option is fully exercised at 312,940,000 shares). The shareholding structure of the Company comprises 226,000,000 domestic shares and 75,600,000 overseas listed foreign shares (if the over-allotment option is fully exercised at 86,940,000 shares).</p>	<p>Article 20</p> <p>Upon the completion<u>The number of the initial public offering of overseas listed foreign</u>issued shares, the share capital of the Company is 301,600,000 shares (if the over-allotment option is fully exercised at 312,940,000, all of which are ordinary shares).<u> issued shares, the share capital of the Company is 301,600,000 shares (if the over-allotment option is fully exercised at 312,940,000, all of which are ordinary shares).</u> The shareholding structure of the Company comprises 226,000,000 domestic shares and 75,600,000<u>226,000,000</u> overseas listed foreign shares (if the over-allotment option is fully exercised at 86,940,000 shares).</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 23</p> <p>The Company may approve capital increase based on the needs of operation and development and in accordance with relevant laws and regulations and the Articles of Association. The Company may increase its registered capital in the following ways: (I) public offering of shares; (II) private offering of shares; (III) bonus issue to existing shareholders; (IV) conversion of capital reserve into share capital; (V) other methods stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are listed and the competent administrative authorities. The Company’s increase of capital by issuing new shares shall, after being approved according to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant national laws, administrative regulations and the listing rules of the place where the Company is listed.</p>	<p>Article 23</p> <p>The Company may approve capital increase based on the needs of operation and development and in accordance with relevant laws and regulations and the Articles of Association. The Company may increase its registered capital in the following ways: (I) public offering ofissuing shares <u>to unspecified targets</u>; (II) private offering ofissuing shares <u>to specified targets</u>; (III) bonus issue to existing shareholders; (IV) conversion of capital reserve into share capital; (V) other methods stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are listed and the competent administrative authorities. The Company’s increase of capital by issuing new shares shall, after being approved according to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant national laws, administrative regulations and the listing rules of the place where the Company is listed.</p>
<p>Article 25</p> <p>When reducing its registered capital, the Company must prepare a balance sheet and a list of property. Within ten days since the date on which the resolution on reducing registered capital is made, the creditors shall be notified by the Company and a public announcement shall be made in the newspaper within thirty days. The creditors may, within thirty days since the receipt of the notice or within forty-five days since the issuance of the public announcement if they fail to receive a notice, require the Company to clear off its debts or to provide corresponding guarantees. The reduced registered capital of the Company may not be less than the statutory minimum.</p>	<p>Article 25</p> <p>When reducing its registered capital, the Company must prepare a balance sheet and a list of property. Within ten days since the date on which the resolution on reducing registered capital is made, the creditors shall be notified by the Company and a public announcement shall be made in the newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within thirty days. The creditors may, within thirty days since the receipt of the notice or within forty-five days since the issuance of the public announcement if they fail to receive a notice, require the Company to clear off its debts or to provide corresponding guarantees. The reduced registered capital of the Company may not be less than the statutory minimum.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 27</p> <p>Shares of the Company may be transferred in accordance with the laws pursuant to the laws, administrative regulations and relevant requirements of the securities regulatory authorities. Shares held by the promoters in the Company shall not be transferred within one year from the date of incorporation of the Company. Shares publicly issued by the Company before the initial public offering shall not be transferred within one year from the date on which the shares of the Company are listed on a stock exchange. Directors, supervisors and senior management of the Company shall report their shareholdings in the Company and the respective changes. All shares transferred within one year during his/her tenure shall not exceed 25% of his/her total shareholding in the Company; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving his/her office. Where the relevant provisions of the securities regulatory authorities of the place where the Company’s shares are listed set forth other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.</p>	<p>Article 27</p> <p>Shares of the Company may be transferred in accordance with the laws pursuant to the laws, administrative regulations and relevant requirements of the securities regulatory authorities. Shares held by the promoters in the Company shall not be transferred within one year from the date of incorporation of the Company. Shares publicly issued by the Company before the initial public offering shall not be transferred within one year from the date on which the shares of the Company are listed on a stock exchange. Directors, supervisors and senior management of the Company shall report their shareholdings in the Company and the respective changes. All shares transferred within one year <u>ascertained</u> during his/her tenure shall not exceed 25% of his/her total shareholding in the Company; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving his/her office. Where the relevant provisions of the securities regulatory authorities of the place where the Company’s shares are listed set forth other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.</p>
<p>Article 29</p> <p>The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase shares of the Company.</p>	<p>Article 29</p> <p>The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase <u>shares of the Company or its parent company, except for the implementation of the Company’s employee stock ownership plan.</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING	CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING
<p>Article 33</p> <p>Where the Hong Kong Listing Rules stipulate on the period of closure of the register of members prior to a shareholders' general meeting or the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail. If there is no specific provision, the register of members shall be closed as determined by the Board.</p>	<p>Article 33</p> <p>Where the Hong Kong Listing Rules stipulate on the period of closure of the register of members prior to a shareholders' general meeting or the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail. If there is no specific provision, the register of members shall be closed as determined by the Board.</p>
<p>Article 34</p> <p>When the Company convenes a shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities which require the confirmation of the identification of shareholders, the convener of meetings of the Board of Directors or the shareholders' general meetings shall decide the record date. The shareholders whose names appear on the register of shareholders after the close of trading on the record date shall enjoy the relevant rights.</p>	<p>Article 34</p> <p>When the Company convenes a shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities which require the confirmation of the identification of shareholders, the convener of meetings of the Board of Directors or the <u>shareholders' general</u> meetings shall decide the record date. The shareholders whose names appear on the register of shareholders after the close of trading on the record date shall enjoy the relevant rights.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 36</p> <p>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. All classes of shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other form.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise prejudice any of the rights attaching to any shares of the Company only by reason that persons who are interested directly or indirectly therein have failed to disclose their interests in the Company.</p>	<p>Article 36</p> <p>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. All classes of shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other form.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise prejudice any of the rights attaching to any shares of the Company only by reason that persons who are interested directly or indirectly therein have failed to disclose their interests in the Company.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 38</p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(I) the right to receive dividends and other distributions in proportion to their shareholdings;</p> <p>(II) the right to legally request, convene, preside over, attend or appoint a proxy to attend shareholders’ general meetings and to exercise corresponding right to speak and vote (unless individual shareholders are required to abstain from voting on a particular resolution under applicable laws and regulations or the Hong Kong Listing Rules);</p> <p>(III) to supervise and manage the business operations of the Company, and to put forward suggestions and raise enquiries;</p> <p>(IV) the right to transfer, give or pledge shares in accordance with the laws, administrative regulations, relevant provisions of the securities regulatory authorities of the place where the Company’s shares are listed and the Articles of Association;</p> <p>(V) to inspect the Articles of Association, register of shareholders, stubs of corporate bonds, minutes of shareholders’ general meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Supervisory Committee, and financial and accounting reports;</p>	<p>Article 38</p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(I) the right to receive dividends and other distributions in proportion to their shareholdings;</p> <p>(II) the right to legally request, <u>hold, convene</u>, preside over, attend or appoint a proxy to attend <u>shareholders’ general</u> meetings and to exercise corresponding right to speak and vote (unless individual shareholders are required to abstain from voting on a particular resolution under applicable laws and regulations or the Hong Kong Listing Rules);</p> <p>(III) to supervise and manage the business operations of the Company, and to put forward suggestions and raise enquiries;</p> <p>(IV) the right to transfer, give or pledge shares in accordance with the laws, administrative regulations, relevant provisions of the securities regulatory authorities of the place where the Company’s shares are listed and the Articles of Association;</p> <p>(V) to inspect <u>and duplicate</u> the Articles of Association, register of shareholders, <u>stubs of corporate bonds</u>, minutes of shareholders’ general meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Supervisory Committee, and financial and accounting reports. <u>Shareholders who meet the requirements may inspect the Company’s accounting books and certificates;</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in proportion with the number of shares held;</p> <p>(VII) the shareholders disagreeing with the merger or separation resolution made by the general meeting are entitled to ask the Company to acquire their shares;</p> <p>(VIII) other rights conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the Company’s shares are listed and the Articles of Association.</p>	<p>(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in proportion with the number of shares held;</p> <p>(VII) the shareholders disagreeing with the merger or separation resolution made by the general <u>shareholders’</u> meeting are entitled to ask the Company to acquire their shares;</p> <p>(VIII) other rights conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the Company’s shares are listed and the Articles of Association.</p>
<p>Article 39</p> <p>Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the preceding Article, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder’s identity, the Company shall provide information requested by such shareholders.</p>	<p>Article 39</p> <p>Where shareholders request for inspection and duplication of the relevant information or demand for materials as mentioned in the preceding Article, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder’s identity, the Company shall provide information requested by such shareholders. <u>do so in accordance with the provisions of the Company Law and other laws and administrative regulations.</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 40</p> <p>Shareholders have the right to protect their legal rights through civil litigation or other legal means in accordance with laws, administrative regulations and the Articles of Association.</p> <p>Where the contents of a resolution of shareholders' general meeting or the Board of Directors violate any law or administrative regulation, shareholders are entitled to petition to the people's court to declare the resolution invalid.</p> <p>Where the convening procedures or voting method of a shareholders' general meeting or a Board meeting violate any laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, a shareholder shall have the right to apply to the people's court for revocation within 60 days from passing of such resolution.</p> <p>If the Company has completed the change of registration in accordance with the resolutions of the shareholders' general meeting or the Board of Directors, the Company shall apply to the company registration authority for cancellation of the changes in registration after the resolution is declared invalid or revoked.</p>	<p>Article 40</p> <p>Shareholders have the right to protect their legal rights through civil litigation or other legal means in accordance with laws, administrative regulations and the Articles of Association.</p> <p>Where the contents of a resolution of shareholders' general meeting or the Board of Directors violate any law or administrative regulation, shareholders are entitled to petition to the people's court to declare the resolution invalid.</p> <p>Where the convening procedures or voting method of a shareholders' general meeting or a Board meeting violate any laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, a shareholder shall have the right to apply to the people's court for revocation within 60 days from passing of such resolution. <u>However, except that there are only minor defects in the convening procedures or voting method of a shareholders' meeting or a Board meeting, which do not materially affect the resolution.</u></p> <p>If the Company has completed the change of registration in accordance with the resolutions of the shareholders' general meeting or the Board of Directors, the Company shall apply to the company registration authority for cancellation of the changes in registration after the resolution is declared invalid or revoked. <u>Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling, the stakeholders shall execute the resolution of the shareholders' meeting, and no entity shall refuse to execute the resolution of the shareholders' meeting on the ground that the resolution is invalid. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

	<p><u>Where the people’s court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange where the Company’s shares are listed, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.</u></p> <p><u>Resolutions of the shareholders’ meeting or Board meeting of the Company shall not be valid under any of the following circumstances:</u></p> <p><u>(I) no shareholders’ meetings or Board meetings has been convened to pass a resolution;</u></p> <p><u>(II) the resolution is not voted on at the shareholders’ meeting or Board meeting;</u></p> <p><u>(III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;</u></p> <p><u>(IV) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 41</p> <p>Where the directors or senior management personnel violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer are entitled to request the Supervisory Committee to initiate legal proceedings with the people's court in writing; where the Supervisory Committee violates the provisions of laws, administrative regulations or the Articles of Association in the performance of duties and cause losses to the Company, the aforesaid shareholders may request the Board of Directors to initiate legal proceedings with the people's court in writing. Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Supervisory Committee or the Board of Directors refuses to initiate legal proceedings or fails to initiate such legal proceedings within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if legal proceedings is not initiated immediately, the shareholders stipulated in the preceding paragraph shall have the right to initiate legal proceedings directly with the people's court in their own name for the interest of the Company. If any third parties infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may initiate legal proceedings with the people's court according to the provisions of the preceding two paragraphs.</p>	<p>Article 41</p> <p>Where the directors or senior management personnel violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer are entitled to request the Supervisory Committee to initiate legal proceedings with the people's court in writing; where the Supervisory Committee violates the provisions of laws, administrative regulations or the Articles of Association in the performance of duties and cause losses to the Company, the aforesaid shareholders may request the Board of Directors to initiate legal proceedings with the people's court in writing. Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Supervisory Committee or the Board of Directors refuses to initiate legal proceedings or fails to initiate such legal proceedings within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if legal proceedings is not initiated immediately, the shareholders stipulated in the preceding paragraph shall have the right to initiate legal proceedings directly with the people's court in their own name for the interest of the Company. If any third parties infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may initiate legal proceedings with the people's court according to the provisions of the preceding two paragraphs. <u>Where the directors, supervisors or senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, are entitled to request the supervisory committee or board of directors of the wholly-owned subsidiary to initiate legal proceedings with the people's court in writing or directly initiate legal proceedings with the people's court in its own name.</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 44</p> <p>The controlling shareholders and actual controllers of the Company shall not use their affiliation to jeopardise the interests of the Company; otherwise, they shall make compensation for the loss incurred by the Company. The controlling shareholder(s) and actual controller(s) of the Company shall have an obligation of good faith towards the Company and public shareholders. The controlling shareholder(s) shall exercise the rights of an investor in strict compliance with the law. They may not prejudice the legitimate rights and interests of the Company and public shareholders by means of distribution of profits, restructuring of assets, foreign investment, appropriation of funds, loan guarantees and other means, and they may not prejudice the interests of the Company and public shareholders by taking advantage of their controlling position.</p>	<p>Article 44</p> <p>The controlling shareholders and actual controllers of the Company shall not use their affiliation to jeopardise the interests of the Company; otherwise, they shall make compensation for the loss incurred by the Company. The controlling shareholder(s) and actual controller(s) of the Company shall have an obligation of good faith towards the Company and public shareholders. The controlling shareholder(s) shall exercise the rights of an investor in strict compliance with the law. They may not prejudice the legitimate rights and interests of the Company and public shareholders by means of distribution of profits, restructuring of assets, foreign investment, appropriation of funds, loan guarantees and other means, and they may not prejudice the interests of the Company and public shareholders by taking advantage of their controlling position.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

	<p>The controlling shareholders of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations, the provisions of the CSRC and the stock exchange where the Company's shares are listed, and safeguard the interests of the Company. Controlling shareholders of the Company shall comply with the following provisions: (I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Company or other shareholders; (II) to strictly implement the public statements and undertakings made and shall not change or waive them; (III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur; (IV) not to appropriate the Company's funds in any way; (V) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations; (VI) not to make use of the Company's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts; (VII) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset restructuring, foreign investment or any other means; (VIII) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way; (IX) other provisions of laws, administrative regulations, the CSRC, the stock exchange and the Articles of Association. Where a controlling shareholder of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply. Where a controlling shareholder of the Company instructs a director or senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or senior management. Where a controlling shareholder pledges the shares of the Company that he/she holds or actually controls, he/she shall maintain the stability of the Company's control and production operations. Where a controlling shareholder transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in the laws, administrative regulations, the regulations of the CSRC and the stock exchange where the Company's shares are listed, as well as his/her undertakings in respect of the restriction on the transfer of shares.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 45</p> <p>The “controlling shareholder” referred to in the Articles of Association refers to a shareholder or other person (one or a group of persons) who is entitled to exercise or control the exercise of 30% (or such other percentage as may from time to time be specified in the applicable PRC laws as being the threshold for triggering a mandatory general offer or establishing legal or management control over a business enterprise) or more than 30% of the voting power at general meetings of the Company; a shareholder or other person (one or a group of persons) who has or is able to control the composition of a majority of the board of directors of a company.</p>	<p>Article 45</p> <p>The “controlling shareholder” referred to in the Articles of Association refers to a shareholder or other person (one or a group of persons) who is entitled to exercise or control the exercise of 30% (or such other percentage as may from time to time be specified in the applicable PRC laws as being the threshold for triggering a mandatory general offer or establishing legal or management control over a business enterprise) or more than 30% of the voting power at general shareholders’ meetings of the Company; a shareholder or other person (one or a group of persons) who has or is able to control the composition of a majority of the board of directors of a company.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Section 2 General Provisions for the Shareholders' General Meeting</p>	<p>Section 2 General Provisions for the Shareholders' General Meeting</p>
<p>Article 46</p> <p>The shareholders' general meeting is the authority of the Company and shall exercise the following powers: (I) to decide on the Company's operational policies and investment plans; (II) to elect and replace the directors and to decide on matters relating to the remuneration of directors; (III) to elect and replace the supervisors held by non-employee representatives and to decide on matters relating to the remuneration of supervisors; (IV) to consider and approve reports of the Board of Directors; (V) to consider and approve reports of the Supervisory Committee; (VI) to consider and approve the annual financial budgets and final accounts of the Company; (VII) to consider and approve the profit distribution plan and loss recovery plan of the Company; (VIII) to decide on the increase or reduction of the registered capital of the Company; (IX) to decide on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company; (X) to decide on the issue of corporate bonds, other securities and listing of the Company; (XI) to decide on the appointment, dismissal or non-reappointment of the accounting firm of the Company; (XII) to amend to the Articles of Association; (XIII) to consider the purchase or disposal of material assets within one year with an amount exceeding 30% of the latest audited total assets of the Company; (XIV) to consider proposals submitted by shareholders individually or jointly holding more than 3% of the Company's voting shares; (XV) other matters required by laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association to be resolved by the general meeting.</p>	<p>Article 46</p> <p>The shareholders' general meeting is the authority of the Company and shall exercise the following powers: (I) to decide on the Company's operational policies and investment plans; (II) to elect and replace the directors and to decide on matters relating to the remuneration of directors; (HHI) to elect and replace the supervisors held by non-employee representatives and to decide on matters relating to the remuneration of supervisors; (III) to <u>consider and approve reports of the Board of Directors;</u> (IV) to consider and approve reports of the Board of Directors<u>Supervisory Committee;</u> (V) to consider and approve reports of the Supervisory Committee; (VI) to consider and approve the annual financial budgets and final accounts of the Company; (VII) to consider and approve the profit distribution plan and loss recovery plan of the Company; (VHVI) to decide on the increase or reduction of the registered capital of the Company; (IXVII) to decide on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company; (XVIII) to decide on the issue of corporate bonds, other securities and listing of the Company; (XIX) to decide on the appointment, dismissal or non-reappointment of the accounting firm <u>engaged in the audit work</u> of the Company; (XHX) to amend to the Articles of Association; (XHXI) to consider the purchase or disposal of material assets <u>or the provision of guarantees to others</u> within one year with an amount exceeding 30% of the latest audited total assets of the Company; (XIV) to consider proposals submitted by shareholders individually or jointly holding more than 3% of the Company's voting shares; (XVXII) other matters required by laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association to be resolved by the <u>shareholders' general</u> meeting.</p> <p><u>The shareholders' meeting may authorise the Board of Directors to resolve on the issue of corporate bonds.</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 47</p> <p>Unless the Company is in a crisis or other special circumstances, the Company shall not, without the prior approval by a special resolution at a shareholders’ general meeting, enter into any contract with any party (other than a director, manager or other senior management officer) pursuant to which such party shall be in charge of management of all the Company’s businesses or the Company’s major businesses.</p>	<p>Article 47</p> <p>Unless the Company is in a crisis or other special circumstances, the Company shall not, without the prior approval by a special resolution at a shareholders’ general meeting, enter into any contract with any party (other than a director, manager or other senior management officer) pursuant to which such party shall be in charge of management of all the Company’s businesses or the Company’s major businesses.</p>
<p>Article 48</p> <p>Shareholders’ general meetings consist of annual general meetings and extraordinary general meetings. A shareholders’ general meeting shall be convened by the Board of Directors. Annual general meeting shall be held once a year within six months from the end of the last accounting year.</p> <p>The Company shall convene an extraordinary general meeting within two months after the occurrence of any of the following events: (I) when the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (II) when the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital; (III) when shareholders individually or in aggregate holding more than 10% of the Company’s shares request; (IV) when the Board of Directors deems necessary or the Supervisory Committee proposes that the meeting be convened; and (V) other circumstances stipulated by laws and regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.</p>	<p>Article 48</p> <p>Shareholders’ general meetings consist of annual <u>shareholders’</u> meetings and extraordinary general <u>shareholders’</u> meetings. A shareholders’ general meeting shall be convened by the Board of Directors. Annual <u>shareholders’</u> meeting shall be held once a year within six months from the end of the last accounting year.</p> <p>The Company shall convene an extraordinary <u>shareholders’</u> general meeting within two months after the occurrence of any of the following events: (I) when the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (II) when the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital; (III) when shareholders individually or in aggregate holding more than 10% of the Company’s shares request; (IV) when the Board of Directors deems necessary or the Supervisory Committee proposes that the meeting be convened; and (V) other circumstances stipulated by laws and regulations, listing 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

<p>Article 49</p> <p>The venue of a shareholders’ general meetings of the Company shall be the Company’s domicile or the place specified in the notice of the shareholders’ general meeting.</p> <p>A shareholders’ general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide other means stipulated by the rules of the place where the shares of the Company are listed for the convenience of participation by the shareholders. Shareholders who have participated in a general meeting in the aforesaid means shall be deemed as present.</p>	<p>Article 49</p> <p>The venue of a shareholders’ general meetings of the Company shall be the Company’s domicile or the place specified in the notice of the shareholders’ general meeting.</p> <p>A shareholders’ general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide other means stipulated by the rules of the place where the shares of the Company are listed for the convenience of participation by the shareholders. Shareholders who have participated in a shareholders’ general meeting in the aforesaid means shall be deemed as present.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Section 3 Convening of Shareholders' General Meetings</p>	<p>Section 3 Convening of Shareholders' General-Meetings</p>
<p>Article 50</p> <p>Shareholders' general meeting shall be convened by the Board of Directors, unless otherwise provided by the laws or the Articles of Association.</p>	<p>Article 50</p> <p>Shareholders' general meeting shall be convened by the Board of Directors, unless otherwise provided by the laws or the Articles of Association.<u>The Board of Directors shall convene the shareholders' meeting on time within the specified period. Subject to the consent of more than half of all the independent directors, the independent directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. With regard to the proposal made by the independent directors for convening an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide a written response indicating whether it agree or disagree to convene the extraordinary shareholders' meeting within ten days upon receipt of the proposal. Where the Board of Directors agrees to convene the shareholders' meeting, a notice of convening the shareholders' meeting shall be issued within five days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to convene the extraordinary shareholders' meeting, it shall provide reasons and make an announcement.</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 51

Shareholders who individually or jointly hold more than 10% of the Company's shares requesting the convening of extraordinary general meetings shall proceed in accordance with the procedures set forth below:

(I) Shareholders individually or jointly holding more than 10% of the Company's voting shares can sign one or more written requests of the same format and content requesting the Board of Directors to convene an extraordinary general meeting and stating the subject of the meeting. The Board of Directors shall, within 10 days after receipt of the aforesaid written request, give a written reply on whether or not it agrees to convene the extraordinary general meeting. The aforesaid number of shares held shall be calculated as at the date of the written request by the shareholders.

(II) If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within five days after the resolution is approved by the Board of Directors. Any change to the original request made in the notice shall be subject to the approval of the relevant shareholders.

(III) If the Board of Directors does not agree to convene the extraordinary general meeting or does not reply within ten days upon receipt the request, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee in writing to convene the meeting.

(IV) If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within five days upon receipt of the request. Any change to the original proposal in the notice shall be subject to the approval of the relevant shareholders.

(V) If the Supervisory Committee fails to issue the notice of the meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene and preside over the general meeting. Shareholders individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days may convene a meeting by themselves within four months after the Board of Directors receives the request. The procedures for convening a meeting shall be the same as those for convening a general meeting by the Board of Directors as far as possible.

All reasonable expenses incurred by the shareholders for convening and holding the meeting by themselves as a result of the failure of the Board of Directors to convene the meeting as aforesaid shall be borne by the Company.

Article 51

Shareholders who individually or jointly hold more than 10% of the Company's shares requesting the convening of extraordinary ~~shareholders' general~~ meetings shall proceed in accordance with the procedures set forth below:

(I) Shareholders individually or jointly holding more than 10% of the Company's voting shares can sign one or more written requests of the same format and content requesting the Board of Directors to convene an extraordinary ~~shareholders' general~~ meeting and stating the subject of the meeting. The Board of Directors shall, within 10 days after receipt of the aforesaid written request, give a written reply on whether or not it agrees to convene the extraordinary ~~shareholders' general~~ meeting. The aforesaid number of shares held shall be calculated as at the date of the written request by the shareholders.

(II) If the Board of Directors agrees to convene the extraordinary ~~shareholders' general~~ meeting, it shall issue a notice of ~~such meeting~~ within five days after the resolution is approved by the Board of Directors. Any change to the original request made in the notice shall be subject to the approval of the relevant shareholders.

(III) If the Board of Directors does not agree to convene the extraordinary ~~shareholders' general~~ meeting or does not reply within ten days upon receipt the request, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee in writing to convene the meeting.

(IV) If the Supervisory Committee agrees to convene the extraordinary ~~shareholders' general~~ meeting, it shall issue a notice of ~~such meeting~~ within five days upon receipt of the request. Any change to the original proposal in the notice shall be subject to the approval of the relevant shareholders.

(V) If the Supervisory Committee fails to issue the notice of the meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene and preside over the ~~shareholders' general~~ meeting. Shareholders individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days may convene a meeting by themselves within four months after the Board of Directors receives the request. The procedures for convening a meeting shall be the same as those for convening a ~~shareholders' general~~ meeting by the Board of Directors as far as possible.

All reasonable expenses incurred by the shareholders for convening and holding the meeting by themselves as a result of the failure of the Board of Directors to convene the meeting as aforesaid shall be borne by the Company.

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 52</p> <p>The Supervisory Committee is entitled to propose to the Board of Directors to convene an extraordinary general meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within five days after the resolution is approved by the Board of Directors. Any change to the original proposal in the notice shall be subject to the approval of the Supervisory Committee.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.</p>	<p>Article 52</p> <p>The Supervisory Committee is entitled to propose to the Board of Directors to convene an extraordinary <u>shareholders'</u>general meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to convene the extraordinary <u>shareholders'</u>general meeting within 10 days upon receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary <u>shareholders'</u>general meeting, it shall issue a notice of such meeting within five days after the resolution is approved by the Board of Directors. Any change to the original proposal in the notice shall be subject to the approval of the Supervisory Committee.</p> <p>If the Board of Directors does not agree to convene the extraordinary <u>shareholders'</u>general meeting or fails to reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the <u>shareholders'</u>general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.</p>
<p>Article 53</p> <p>If the shareholders' general meeting is convened by the Supervisory Committee or shareholders on their own, a written notice shall be issued to the Board of Directors.</p>	<p>Article 53</p> <p>If the shareholders' general meeting is convened by the Supervisory Committee or shareholders on their own, a written notice shall be issued to the Board of Directors.</p>
<p>Article 54</p> <p>Where the Supervisory Committee or the shareholders convene a shareholders' general meeting on their own, the Board of Directors shall cooperate. The Board of Directors shall provide the register of members as at the record date.</p>	<p>Article 54</p> <p>Where the Supervisory Committee or the shareholders convene a shareholders' general meeting on their own, the Board of Directors shall cooperate. The Board of Directors shall provide the register of members as at the record date.</p>
<p>Article 55</p> <p>Where the Supervisory Committee or the shareholders convene a shareholders' general meeting on their own, the necessary expenses incurred thereof shall be borne by the Company.</p>	<p>Article 55</p> <p>Where the Supervisory Committee or the shareholders convene a shareholders' general meeting on their own, the necessary expenses incurred thereof shall be borne by the Company.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Section 4 Proposals and Notices of Shareholders' General Meetings</p>	<p>Section 4 Proposals and Notices of Shareholders' General Meetings</p>
<p>Article 56</p> <p>When the Company is to convene an annual general meeting, it shall notify all shareholders of the time and venue of and matters to be considered at the meeting 20 days prior to the meeting (excluding the date of the notice and the meeting). Notice of an extraordinary general meeting shall be given to all shareholders 15 days prior to the meeting; where bearer shares are issued, the time and venue of and matters to be considered at the meeting shall be announced 30 days prior to the meeting.</p>	<p>Article 56</p> <p>When the Company is to convene an annual generalshareholders' meeting, it shall notify all shareholders of the time and venue of and matters to be considered at the meeting 20 days prior to the meeting (excluding the date of the notice and the meeting). Notice of an extraordinary generalshareholders' meeting shall be given to all shareholders 15 days prior to the meeting; where bearer shares are issued, the time and venue of and matters to be considered at the meeting shall be announced 30 days prior to the meeting.</p>
<p>Article 57</p> <p>When the Company convenes a shareholders' general meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding more than 3% of the Company's shares shall be entitled to put forward proposals to the Company. The contents of the proposals shall fall within the scope of authority of the shareholders' general meeting, have clear topics and specific resolutions, and comply with laws, regulations and the Articles of Association. Shareholders individually or jointly holding more than 3% of the Company's shares may submit provisional proposals in writing to the convener 10 days prior to the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two days upon receipt of the proposals to notify other shareholders and submit the provisional proposals to the shareholders' general meeting for consideration. The contents of the provisional proposals shall fall within the scope of authority of the shareholders' general meeting and have clear topics and specific resolutions.</p>	<p>Article 57</p> <p>When the Company convenes a shareholders' general meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding more than 31% of the Company's shares shall be entitled to put forward proposals to the Company. The contents of the proposals shall fall within the scope of authority of the shareholders' general meeting, have clear topics and specific resolutions, and comply with laws, regulations and the Articles of Association. Shareholders individually or jointly holding more than 31% of the Company's shares may submit provisional proposals in writing to the convener 10 days prior to the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two days upon receipt of the proposals to notify other shareholdersannounce the contents of the <u>provisional proposal</u> and submit the provisional proposals to the shareholders' general meeting for consideration. The contents of, however, except for the provisional proposals shall fall that violates the requirements of the laws, administrative regulations or the Articles of Association, or are not within the scopeterms of <u>authority</u>reference of the shareholders' general meeting and have clear topics and specific resolutions.</p>
<p>Article 58</p> <p>The shareholders' general meeting shall not vote and approve a resolution on any proposal that is not listed in the notice of the shareholders' general meeting or that does not comply with the Articles of Association.</p>	<p>Article 58</p> <p>The shareholders' general meeting shall not vote and approve a resolution on any proposal that is not listed in the notice of the shareholders' general meeting or that does not comply with the Articles of Association.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 59</p> <p>Notice of the shareholders' general meeting shall be given in writing and shall include the followings: (I) date, venue and duration of the meeting; (II) matters and proposals to be considered at the meeting; (III) a clear statement specifying that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and appoint the proxy in writing to attend and vote at the meeting and that such proxy need not to be a shareholder of the Company; (IV) other matters required by laws, regulations and regulatory documents and the listing rules of the place where the Company's shares are listed.</p>	<p>Article 59</p> <p>Notice of the shareholders' general meeting shall be given in writing and shall include the followings: (I) date, venue and duration of the meeting; (II) matters and proposals to be considered at the meeting; (III) a clear statement specifying that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and appoint the proxy in writing to attend and vote at the meeting and that such proxy need not to be a shareholder of the Company; (IV) other matters required by laws, regulations and regulatory documents and the listing rules of the place where the Company's shares are listed.</p>
<p>Article 60</p> <p>The notice of a shareholders' general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general meeting or not) by hand or by prepaid mail, the addresses of the recipients shall be such addresses as shown in the register of members; or be published on the Company's website and the websites designated by the Hong Kong Stock Exchange pursuant to the applicable laws and regulations, listing rules of the place where the securities of the Company are listed. If the public announcements are issued to the holders of overseas-listed foreign shares pursuant to the Articles of Association of the Company, the announcement shall also be published in such manner as required by the Hong Kong Listing Rules. For the holders of domestic shares, notice of the shareholders' general meeting may be issued by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the media meeting the requirements of the CSRC. Once such announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p>	<p>Article 60</p> <p>The notice of a shareholders' general meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the general-shareholders' meeting or not) by hand or by prepaid mail, the addresses of the recipients shall be such addresses as shown in the register of members; or be published on the Company's website and the websites designated by the Hong Kong Stock Exchange pursuant to the applicable laws and regulations, listing rules of the place where the securities of the Company are listed. If the public announcements are issued to the holders of overseas-listed foreign shares pursuant to the Articles of Association of the Company, the announcement shall also be published in such manner as required by the Hong Kong Listing Rules. For the holders of domestic shares, notice of the shareholders' general meeting may be issued by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the media meeting the requirements of the CSRC. Once such announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Section 5</p> <p>Holding of Shareholders' General Meetings</p>	<p>Section 5</p> <p>Holding of Shareholders' General Meetings</p>
<p>Article 61</p> <p>The Board of Directors of the Company and other conveners shall take necessary measures to ensure the proper order of the shareholders' general meetings. Measures shall be taken to stop any disruption of the shareholders' general meeting or troublemaking as well as infringement of the legitimate rights and interests of shareholders, and the matter shall be promptly reported to the relevant authorities for investigation and handling.</p>	<p>Article 61</p> <p>The Board of Directors of the Company and other conveners shall take necessary measures to ensure the proper order of the shareholders' general meetings. Measures shall be taken to stop any disruption of the shareholders' general meeting or troublemaking as well as infringement of the legitimate rights and interests of shareholders, and the matter shall be promptly reported to the relevant authorities for investigation and handling.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 62</p> <p>Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (who may not be a shareholder) as his/her proxy to attend and vote on his/her behalf. If the shareholder is a company, they may appoint a representative to attend and vote, and if the shareholder of the company has already appointed a representative to attend, they shall be deemed to have personally attended. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder: (I) such shareholder's right to speak at the general meeting; (II) the right to demand a poll alone or jointly with others; and (III) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to vote by show of hands or on a poll; however, a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>If the shareholder is a recognised clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any general meeting and creditor meetings. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorised person of the recognised clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the recognised clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarised authorisation and/or further evidences to prove the due authorisation) as if such person is an individual shareholder of the Company, and enjoy the same legal rights as other shareholders, including the right to speak and vote.</p>	<p>Article 62</p> <p><u>All ordinary shareholders (including preference shareholders with restored voting rights), shareholders holding special voting shares, and other shareholders or their proxies whose names appear on the register of shareholders on the shareholding registration date shall be entitled to attend the shareholders' meeting and exercise their voting rights in accordance with the relevant laws, regulations, and the Articles of Association.</u> Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons<u>others</u> (who may not be a shareholder) as his/her proxy to attend and vote on his/her behalf. If the shareholder is a company, they may appoint a representative to attend and vote, and if the shareholder of the company has already appointed a representative to attend, they shall be deemed to have personally attended. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder: (I) such shareholder's right to speak at the shareholders' general meeting; (II) the right to demand a poll alone or jointly with others; and (III) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to vote by show of hands or on a poll; however, a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>If the shareholder is a recognised clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders' general meeting and creditor meetings. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorised person of the recognised clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the recognised clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarised authorisation and/or further evidences to prove the due authorisation) as if such person is an individual shareholder of the Company, and enjoy the same legal rights as other shareholders, including the right to speak and vote.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 64</p> <p>The proxy form shall be deposited at the domicile of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to convening of the meeting at which the proxy proposes to vote, or 24 hours before the time appointed for voting. Where the proxy form is signed by a person under a proxy statement on behalf of the appointer, the proxy statement or other authorisation documents authorised to be signed shall be notarised. The notarised proxy statement or other authorisation documents, together with the proxy form, shall be lodged at the domicile of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorised by the resolutions of the board of directors or other decision-making body shall attend the shareholders' general meeting of the Company as a representative of the appointer.</p>	<p>Article 64</p> <p>The proxy form shall be deposited at the domicile of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to convening of the meeting at which the proxy proposes to vote, or 24 hours before the time appointed for voting. Where the proxy form is signed by a person under a proxy statement on behalf of the appointer, the proxy statement or other authorisation documents authorised to be signed shall be notarised. The notarised proxy statement or other authorisation documents, together with the proxy form, shall be lodged at the domicile of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorised by the resolutions of the board of directors or other decision-making body shall attend the shareholders' general meeting of the Company as a representative of the appointer.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 67</p> <p>Shareholders’ general meetings are convened by the Board of Directors and the chairman of the Board shall act as chairman of the shareholders’ general meeting. If the chairman of the Board is unable or fails to perform his/her duties, a director selected by more than half of all directors shall convene the meeting and act as chairman of the meeting. Where the Board of Directors is incapable of performing or not performing its duties of convening a shareholders’ general meeting, the Supervisory Committee shall convene and preside over such meeting in a timely manner; where the Supervisory Committee fails to convene and preside over such meeting, shareholders individually or jointly holding more than 10% of the Company’s shares for 90 consecutive days or more may convene and preside over such meeting by themselves.</p>	<p>Article 67</p> <p>Shareholders’ general meetings are convened by the Board of Directors and the chairman of the Board shall act as chairman<u>presider</u> of the shareholders’ general meeting. If the chairman of the Board is unable or fails to perform his/her duties, a director selected by more than half of all directors shall convene the meeting and act as chairman of<u>preside over</u> the meeting. Where the Board of Directors is incapable of performing or not performing its duties of convening a shareholders’ general meeting, the Supervisory Committee shall convene and preside over such meeting in a timely manner; where the Supervisory Committee fails to convene and preside over such meeting, shareholders individually or jointly holding more than 10% of the Company’s shares for 90 consecutive days or more may convene and preside over such meeting by themselves. <u>When a shareholders’ meeting is held and the presider of the meeting violates the rules of procedure making the meeting unable to continue, a person may be elected as the presider of the meeting with the approval of more than half of the attending shareholders with voting rights, to continue the meeting.</u></p>
<p>Article 68</p> <p>The Company shall formulate the rules of procedure of the shareholders’ general meeting to specify in details the convening and voting procedures of the shareholders’ general meeting, including notice, registration, deliberation of proposal, voting, vote counting, announcement of voting results, formation of resolutions, minutes, the signing thereof and announcement, as well as the principles of authorization by the shareholders’ general meeting to the Board of Directors, of which the contents shall be clear and specific. The rules of procedure of the shareholders’ general meeting shall be an annex to this Articles of Association and shall be formulated by the Board and approved at the shareholders’ general meeting.</p>	<p>Article 68</p> <p>The Company shall formulate the rules of procedure of the shareholders’ general meeting to specify in details the convening and voting procedures of the shareholders’ general meeting, including notice, registration, deliberation of proposal, voting, vote counting, announcement of voting results, formation of resolutions, minutes, the signing thereof and announcement, as well as the principles of authorization by the shareholders’ general meeting to the Board of Directors, of which the contents shall be clear and specific. The rules of procedure of the shareholders’ general meeting shall be an annex to this Articles of Association and shall be formulated by the Board and approved at the shareholders’ general meeting.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 69</p> <p>Where the shareholders’ general meeting requires directors, supervisors and senior management to attend the meeting, the directors, supervisors and senior management shall attend the meeting and answer the inquiries of shareholders.</p>	<p>Article 69</p> <p>Where the shareholders’ general meeting requires directors, supervisors and senior management to attend the meeting, the directors, supervisors and senior management shall attend the meeting and answer the inquiries of shareholders.</p>
<p>Article 70</p> <p>The chairman of the meeting shall be responsible for deciding whether a resolution of the shareholders’ general meeting has been passed. His/her decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes of the meeting.</p>	<p>Article 70</p> <p>The presider<u>chairman</u> of the meeting shall be responsible for deciding whether a resolution, prior to voting, announce the number of the shareholders’ general meeting has been passed. His/her decision shall be final<u>shareholders and conclusive and shall be announced at</u>proxies attending the meeting and recorded in person as well as the minutes<u>total number of their voting shares, which shall be the meeting</u>number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting’s registration record.</p>
<p>Article 71</p> <p>If the chairman of the meeting has any doubt as to the result of a resolution put to the vote, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.</p>	<p>Article 71</p> <p>If the chairman<u>presider</u> of the meeting has any doubt as to the result of a resolution put to the vote, he/she may have the votes counted. If the chairman<u>presider</u> of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman<u>presider</u> of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman<u>presider</u> of the meeting shall have the votes counted immediately.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 72</p> <p>If votes are counted at a shareholders' general meeting, the result of the poll shall be recorded in the minutes. The secretary to the Board of Directors shall be responsible for keeping minutes of the shareholders' general meeting on matters discussed. The directors, supervisors, the secretary of the Board, the convener or representative thereof and the chairman of the meeting attending the meeting shall sign on the minutes of the meeting, and shall ensure that the contents of the minutes are true, accurate and complete. The minutes together with the attendance record of the attending shareholders and the proxy forms shall be kept at the Company's domicile for at least 10 years.</p>	<p>Article 72</p> <p>If votes are counted at a shareholders' general meeting, the result of the poll shall be recorded in the minutes. The secretary to the Board of Directors<u>Minutes</u> shall be responsible for keeping minutes<u>kept of the decisions on</u> the matters discussed at the shareholders' general meeting on matters discussed., and the convener shall ensure that <u>the contents of the minutes are true, accurate and complete.</u> The directors, supervisors, the secretary of<u>to</u> the Board <u>of Directors</u>, the convener or representative thereof and the chairman<u>presider</u> of the meeting attending the meeting shall sign on the minutes of the meeting, and shall ensure that the contents of the minutes are true, accurate and complete. The minutes together with the attendance record of the attending shareholders and the proxy forms <u>as well as valid information relating to the voting online or by other means</u> shall be kept at the Company's domicile for at least 10 years.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Section 6 Voting and Resolutions of Shareholders' General Meetings</p>	<p>Section 6 Voting and Resolutions of Shareholders' General Meetings</p>
<p>Article 73</p> <p>Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>Shareholders attending a shareholders' general meeting (including proxies) shall expressly specify whether they are in favor of or against any matter which is being voted for. If a shareholder or his/her proxy casts abstention vote or abstains from voting, the voting results representing the shares held by such voter shall be counted as "abstention". Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention". When the Company counts the votes in respect of the relevant matter, the abstention vote shall be counted as votes with voting rights and participated in the poll.</p>	<p>Article 73</p> <p>Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>Shareholders attending a shareholders' general-meeting (including proxies) shall expressly specify whether they are in favor of or against any matter which is being voted for. If a shareholder or his/her proxy casts abstention vote or abstains from voting, the voting results representing the shares held by such voter shall be counted as "abstention". Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention". When the Company counts the votes in respect of the relevant matter, the abstention vote shall be counted as votes with voting rights and participated in the poll.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 74</p> <p>Shareholders (including proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the shareholders’ general meeting. However, the shares of the Company held by the Company shall not be entitled to vote and such shares shall not be counted as part of the total number of shares entitled to vote at the shareholders’ general meeting. Where any shareholder is, under applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the results.</p>	<p>Article 74</p> <p>Shareholders (including proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the shareholders’ general meeting. However, the shares of the Company held by the Company shall not be entitled to vote and such shares shall not be counted as part of the total number of shares entitled to vote at the shareholders’ general—meeting. Where any shareholder is, under applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the results.</p>
<p>Article 75</p> <p>Voting at shareholders’ general meetings shall be conducted by open ballot. On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>	<p>Article 75</p> <p>Voting at shareholders’ general—meetings shall be conducted by open ballot. On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way. <u>When a proposal is being considered at the shareholders’ meeting, no change shall be made to the proposal, or the relevant change shall otherwise be deemed as a new proposal which may not be voted at such shareholders’ meeting.</u></p>
<p>Article 76</p> <p>When a shareholders’ general meeting holds a vote, it shall vote on resolutions on one-by-one basis.</p>	<p>Article 76</p> <p>When a shareholders’ general—meeting holds a vote, it shall vote on resolutions on one-by-one basis. <u>If the proposal of the election of a director was passed by the shareholders’ meeting, the appointed director shall take office immediately after the resolution on the election proposal is approved at the shareholders’ meeting, unless otherwise specified in the relevant resolution.</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 77</p> <p>The following matters shall be approved by ordinary resolutions at a shareholders’ general meeting: (I) work reports of the Board of Directors and the Supervisory Committee; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) election and removal of members of the Board of Directors and supervisors who are not employee representatives, their remuneration and method of payment; (IV) the appointment and removal of the accounting firm and their remuneration and method of payment; (V) annual budgets and final accounts, balance sheets, income statements and other financial statements of the Company; and (VI) other matters other than those required by laws, administrative 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 77</p> <p>The following matters shall be approved by ordinary resolutions at a shareholders’ general-meeting: (I) work reports of the Board of Directors and the Supervisory Committee; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) election and removal of members of the Board of Directors and supervisors who are not employee representatives, their remuneration and method of payment; (IV) the appointment and removal of the accounting firm and their remuneration and method of payment; (V) annual budgets and final accounts, balance sheets, income statements and other financial statements of the Company; and (VI) other matters other than those required by laws, administrative 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 78</p> <p>The following matters shall be approved by special resolutions at a general meeting: (I) increase or decrease of registered capital of the Company; (II) the division, merger, dissolution, liquidation (including voluntary liquidation) or change of corporate form of the Company; (III) amendments to the Articles of Association; (IV) purchase or disposal of material assets or provision of guarantee by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company; (V) other matters considered by the shareholders’ general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution; (VI) other matters required by laws, administrative regulations, the Articles of Association and the listing rules of the place where the Company’s shares are listed to be approved by special resolutions.</p>	<p>Article 78</p> <p>The following matters shall be approved by special resolutions at a <u>shareholders’</u>general-meeting: (I) increase or decrease of registered capital of the Company; (II) the division, <u>split</u>, merger, dissolution, liquidation (including voluntary liquidation) or change of corporate form of the Company;; (III) amendments to the Articles of Association; (IV) purchase or disposal of material assets or provision of guarantee <u>to others</u> by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company; (V) <u>share incentive scheme</u>; (VI) other matters considered by the shareholders’ general-meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution; (VII) other matters required by laws, administrative regulations, the Articles of Association and the listing rules of the place where the Company’s shares are listed to be approved by special resolutions.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 79</p> <p>Directors are elected at the general meeting for a term of three years. Directors are eligible for re-election upon expiry of their terms of office. The chairman shall be elected and removed by more than half of all the directors. The term of office of the chairman shall be three years and he or she may be re elected. A director is not required to hold shares in the Company.</p>	<p>Article 79</p> <p>Directors are elected at the <u>shareholders' general</u>-meeting for a term of three years. Directors are eligible for re-election upon expiry of their terms of office. The chairman <u>and the director who perform the company affairs on behalf of the Company</u> shall be elected and removed by more than half of all the directors. The<u>Each</u> term of office of the chairman shall be three years and he or she<u>they</u> may be re-elected. A director is not required to hold shares in the Company.</p>
<p>Article 80</p> <p>Director candidates shall generally be submitted by the board of directors of the Company to the general meeting of the Company by way of proposal. Shareholders and the Supervisory Committee of the Company may nominate candidates for directors in accordance with the Articles of Association. The minimum length of the period for giving notice to the Company of the intention to nominate a candidate for election as a director and the period for giving notice to the Company by such candidate of his/her willingness to accept such nomination shall be at least seven days, which shall commence from the day after the despatch of the notice of the meeting for such election and end no later than seven days prior to the date of such meeting. The Company will fully disclose the biography, reasons for election and the attitude of candidates towards nomination in the notice of meeting.</p>	<p>Article 80</p> <p>Director candidates shall generally be submitted by the board of directors of the Company to the <u>shareholders' general</u>-meeting of the Company by way of proposal. Shareholders and the Supervisory Committee of the Company may nominate candidates for directors in accordance with the Articles of Association. The minimum length of the period for giving notice to the Company of the intention to nominate a candidate for election as a director and the period for giving notice to the Company by such candidate of his/her willingness to accept such nomination shall be at least seven days, which shall commence from the day after the despatch of the notice of the meeting for such election and end no later than seven days prior to the date of such meeting. The Company will fully disclose the biography, reasons for election and the attitude of candidates towards nomination in the notice of meeting.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 81</p> <p>A director may resign before his or her term of office expires, in which case such director shall submit a written resignation to the board of directors.</p> <p>If the number of directors falls below the quorum as a result of the resignation of a director, the resignation of such director shall not become effective until the vacancy resulting from the resignation is filled up by the succeeding director. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a director to fill the vacancy caused by the resignation of a director.</p> <p>Except for the circumstances set out in the preceding paragraph, the resignation report of a director shall take effect when the resignation report is delivered to the board of directors.</p> <p>Subject to the relevant regulations and regulatory rules of the place where the Company’s shares are listed, if the board of directors appoints a new director to fill a casual vacancy or as an additional director, the term of office of the director so appointed shall expire at the first annual general meeting of the Company after his/her appointment and he/she shall be eligible for re-election.</p>	<p>Article 81</p> <p>A director may resign before his or her term of office expires, in which case such director shall submit a written resignation to the board of directors.</p> <p>If the number of directors falls below the quorum as a result of the resignation of a director, the resignation of such director shall not become effective until the vacancy resulting from the resignation is filled up by the succeeding director. The remaining directors shall convene an extraordinary general <u>shareholders’</u> meeting as soon as possible to elect a director to fill the vacancy caused by the resignation of a director.</p> <p>Except for the circumstances set out in the preceding paragraph, the resignation report of a director shall take effect when the resignation report is delivered to the board of directors.</p> <p>Subject to the relevant regulations and regulatory rules of the place where the Company’s shares are listed, if the board of directors appoints a new director to fill a casual vacancy or as an additional director, the term of office of the director so appointed shall expire at the first annual general <u>shareholders’</u> meeting of the Company after his/her appointment and he/she shall be eligible for re-election.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 82</p> <p>Any director whose term of office has not expired shall be liable for compensation for any loss caused to the Company by his/her unauthorised resignation. Subject to compliance with the relevant laws and administrative regulations, the shareholders' general meeting may remove any director whose term of office has not expired by an ordinary resolution without prejudice to any claim for damages that such director may have under any contract. A director who fails to attend meetings of the board of directors in person or by proxy for two consecutive times without proper reasons shall be deemed to be unable to perform his/her duties, and the board of directors may propose to the general meeting to remove such director.</p>	<p>Article 82</p> <p><u>Where a director causes damage to others during the performance of their duties, the Company shall be liable for compensation; where a director acts with willful or material default, they shall also be liable for compensation. The Company has established a management system for director resignations, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters. 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 automatically terminate at the end of his/her term of office, but shall remain valid within a reasonable period as stipulated in the Articles of Association. The responsibility that a director bears during their term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.</u></p> <p>Any director whose term of office has not expired shall be liable for compensation for any loss caused to the Company by his/her unauthorised resignation. Subject to compliance with the relevant laws and administrative regulations, the shareholders' general meeting may remove any director whose term of office has not expired by an ordinary resolution without prejudice to any claim for damages that such director may have under any contract. A director who fails to attend meetings of the board of directors in person or by proxy for two consecutive times without proper reasons shall be deemed to be unable to perform his/her duties, and the board of directors may propose to the general shareholders' meeting to remove such director.</p>
<p>Article 88</p> <p>The Company shall formulate a working system for independent non-executive directors, which shall specify the qualifications, nomination, election and replacement, rights and obligations of independent non-executive directors and shall be subject to the approval of the general meeting.</p>	<p>Article 88</p> <p>The Company shall formulate a working system for independent non-executive directors, which shall specify the qualifications, nomination, election and replacement, rights and obligations of independent non-executive directors and shall be subject to the approval of the general shareholders' meeting.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 90</p> <p>The Company shall have a board of directors, which shall consist of nine directors, including one chairman, among whom at least one-third shall be independent non executive directors, and at least one of whom shall be an accounting professional.</p>	<p>Article 90</p> <p>The Company shall have a board of directors, which shall consist of nine directors, including one chairman, among whom at least one-third shall be independent non <u>-executive directors, numbering no less than three,</u> and at least one of whom shall <u>be—</u>be—<u>possess appropriate professional qualifications or appropriate accounting professional</u>or related financial management expertise.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 91</p> <p>The board of directors is accountable to the general meeting and exercises the following powers: (I) to convene general meetings and report on its work to the general meetings; (II) implementing the resolutions of the general meetings; (III) to decide on the Company’s business plans and investment plans; (IV) to formulate the Company’s annual financial budgets and final accounts; (V) to formulate the Company’s profit distribution plan and loss recovery plan; (VI) to formulate proposals for the increase or reduction of the Company’s registered capital and the issue of corporate bonds; (VII) to formulate plans for merger, division, dissolution or change of corporate form of the Company; (VIII) to decide on the establishment of the Company’s internal management structure; (IX) to appoint or dismiss the general manager of the Company; to appoint or dismiss deputy general managers, financial officers and other senior management of the Company based on the nomination of the general manager and to decide on their remuneration; (X) to formulate the basic management system of the Company; (XI) to formulate proposals for amendments to the Articles of Association; (XII) other functions and powers conferred by laws, regulations, the listing rules of the place where the Company’s shares are listed and the shareholders’ general meeting and the Articles of Association.</p>	<p>Article 91</p> <p>The board of directors is accountable to the <u>shareholders’ general</u> meeting and exercises the following powers: (I) to convene <u>general shareholders’</u> meetings and report on its work to the <u>shareholders’ general</u> meetings; (II) implementing the resolutions of the <u>shareholders’ general</u> meetings; (III) to decide on the Company’s business plans and investment plans; (IV) to formulate the Company’s <u>annual financial budgets and final accounts</u>; (V) to formulate the Company’s profit distribution plan and loss recovery plan; <u>(WIV)</u> to formulate proposals for the increase or reduction of the Company’s registered capital <u>and</u>, the issue of <u>corporate bonds</u>; <u>(VH)</u> or other securities, and the listing; (VI) to formulate <u>plans for the Company’s material acquisition, acquisition of shares in the Company or merger, division, dissolution or change of corporate form of the Company</u>; (VII) to decide on matters such as external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted financial management, related transactions, and external donations within the scope authorised by the shareholders’ meeting; (VIII) to decide on the establishment of the Company’s internal management structure; (IX) to <u>appoint or dismiss</u> <u>decide</u> on the appointment or dismissal of the general manager of the Company; <u>the secretary of the Board and other senior management and to appoint or dismiss</u> <u>decide</u> on their remuneration and rewards or penalties; to decide on the appointment or dismissal of deputy general managers, financial officers and other senior management of the Company based on the nomination of the general manager and to decide on their remuneration and rewards or penalties; (X) to formulate the basic management system of the Company; (XI) to formulate proposals for amendments to the Articles of Association; (XII) <u>to manage the disclosure of the Company’s information</u>; (XIII) to propose the appointment or replacement of an accounting firm that performs audits for the Company at the shareholders’ meeting; (XIV) to listen to the work report of the Company’s manager and examine the <u>manager’s work</u>; (XV) other functions and powers conferred by laws, regulations, the listing rules of the place where the Company’s shares are listed and the shareholders’ <u>general</u> meeting and the Articles of Association.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Resolutions relating to the above, with the exception of paragraphs (VI), (VII) and (XI) which shall be passed by more than two-thirds of the directors, shall be passed by more than half of all the directors. The board of directors shall perform its duties in accordance with national laws, administrative regulations, listing rules of the place where the Company’s shares are listed, the Articles of Association and resolutions of the general meeting. Matters beyond the scope of authorisation of the general meeting shall be submitted to the general meeting for consideration. The resolution of the board of directors on the related-party transactions of the Company shall come into effect upon signing by the independent non-executive directors.</p>	<p>Resolutions relating to the above, with the exception of paragraphs (VI), (VII) and (XI) which shall be passed by more than two-thirds of the directors, shall be passed by more than half of all the directors. The board of directors shall perform its duties in accordance with national laws, administrative regulations, listing rules of the place where the Company’s shares are listed, the Articles of Association and resolutions of the general meeting. Matters beyond the scope of authorisation of the <u>shareholders’</u> general meeting shall be submitted to the <u>shareholders’</u> general meeting for consideration. The resolution of the board of directors on the related-party transactions of the Company shall come into effect upon signing by the independent non-executive directors.</p>
<p>Article 92</p> <p>The chairman exercises the following powers: (I) to preside over general meetings and convene and preside over meetings of the board of directors; (II) to supervise and inspect the implementation of the resolutions of the board of directors; (III) to sign the share certificates, bonds and other marketable securities issued by the Company; (IV) other functions and powers conferred by the board of directors or the listing rules of the place where the Company’s shares are listed. Where the chairman is incapable of performing or fails to perform his or her duties, a director nominated by more than half of the directors shall perform his or her duties.</p>	<p>Article 92</p> <p>The chairman exercises the following powers: (I) to preside over <u>general</u> <u>shareholders’</u> meetings and convene and preside over meetings of the board of directors; (II) to supervise and inspect the implementation of the resolutions of the board of directors; (III) to sign the share certificates, bonds and other marketable securities issued by the Company; (IV) other functions and powers conferred by the board of directors or the listing rules of the place where the Company’s shares are listed. Where the chairman is incapable of performing or fails to perform his or her duties, a director nominated by more than half of the directors shall perform his or her duties.</p>
<p>Article 95</p> <p>Meetings of the board of directors shall be held only if more than half of the directors (including directors appointed to attend the meeting pursuant to the provisions of Article 97 of the Articles of Association) are present. Resolutions of the board of directors shall be voted by show of hands or open ballot. Provided that the directors can fully express their opinions, the extraordinary meetings of the board of directors may be held and resolutions may be made by means of facsimile or other means of transmission and shall be signed by the attending directors.</p>	<p>Article 95</p> <p>Meetings of the board of directors shall be held only if more than <u>one-half</u> of the directors (including directors appointed to attend the meeting pursuant to the provisions of Article 97 of the Articles of Association) are present.</p> <p>Resolutions of the board of directors shall be voted by show of hands or open ballot. Provided that the directors can fully express their opinions, the extraordinary meetings of the board of directors may be held and resolutions may be made by means of facsimile or other means of transmission and shall be signed by the attending directors.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 96</p> <p>The board of directors shall formulate the rules of procedure of the board of directors and specify the discussion methods and voting procedures of the board of directors to ensure the efficiency and scientific decision-making of the board of directors. The rules of procedure of the board of directors shall be formulated by the board of directors and approved by the general meeting as an appendix to the Articles of Association. Each director shall have one vote. Unless otherwise provided in the Articles of Association, resolutions of the board of directors shall be passed by more than half of all directors.</p>	<p>Article 96</p> <p>The board of directors shall formulate the rules of procedure of the board of directors and specify the discussion methods and voting procedures of the board of directors to ensure the efficiency and scientific decision-making of the board of directors. The rules of procedure of the board of directors shall be formulated by the board of directors and approved by the <u>shareholders' general meeting</u> as an appendix to the Articles of Association. Each director shall have one vote. Unless otherwise provided in the Articles of Association, resolutions of the board of directors shall be passed by more than half of all directors.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 99</p> <p>The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee, and formulate corresponding implementation rules to stipulate the main responsibilities, decision-making procedures and rules of procedure of each special committee. The board of directors is responsible for amending and interpreting the implementation rules of each special committee.</p>	<p>Article 99</p> <p>The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee, and formulate corresponding implementation rules to stipulate the main responsibilities, decision-making procedures and rules of procedure of each special committee. The board of directors is responsible for amending and interpreting the implementation rules of each special committee.The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee. Members of the audit committee shall be appointed by the board of directors only from amongst the non-executive directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors. At least one member must be an independent non-executive director and have appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10(2) of the Hong Kong Listing Rules. The chairman of the audit committee shall be an independent non-executive director. The board of directors shall obtain approval from more than half of all members of the audit committee before making resolutions on the following matters: (I) appointment and dismissal of the accounting firm engaged in the audit work of the Company; (II) appointment or dismissal of financial officers; (III) disclosure of financial accounting report; (IV) other matters stipulated by the securities regulatory authority of the State Council. Members of the nomination committee shall be appointed by the board of directors from amongst the directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors, with the chairman being either the chairman of the board of directors or an independent non-executive director. A quorum shall be two members of whom at least one shall be an independent non-executive director. Members of the remuneration committee shall be appointed by the board of directors from amongst the directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors, with the chairman being an independent non-executive director. A quorum shall be two members of whom at least one shall be an independent non-executive director. The board of directors formulates corresponding implementation rules to specify the main duties, decision-making procedures, and rules of procedure of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>CHAPTER 6 GENERAL MANAGER OF THE COMPANY</p>	<p>CHAPTER 6 GENERAL—MANAGER<u>GENERAL MANAGER AND OTHER SENIOR MANAGEMENT OF</u> THE COMPANY</p>
<p>Article 104</p> <p>The Company shall have one general manager, who shall be appointed or dismissed by the board of directors. The Company shall have several deputy general managers, who shall be appointed or dismissed by the board of directors. The board of directors may decide that the members of the board of directors shall serve concurrently as the general manager and other senior management members. The general manager shall serve a term of three years and may be re-appointed.</p>	<p>Article 104</p> <p>The Company shall have one general manager, wh<u>whose</u> appointment and dismissal shall be appointed—<u>appointment and dismissal shall be</u> or dismissed<u>determined</u> by the board of directors. The Company shall have several deputy general managers; wh<u>manager</u>, whose <u>appointment and dismissal shall be</u> appointed—<u>determined</u> or dismissed by the board of directors. The board of directors may decide that the members of the board of directors shall serve concurrently as the general manager and other senior management members. The general manager shall serve a term of three years and may be re-appointed.</p>
<p>Article 105</p> <p>The general manager of the Company is accountable to the board of directors and exercises the following powers: (I) to be in charge of the operation and management of the Company, organise the implementation of the resolutions of the board of directors and report to the board of directors; (II) to organise the implementation of the Company’s annual business plan and investment plan; (III) to formulate plans for the establishment of the Company’s internal management structure; (IV) to formulate the basic management system of the Company; (V) to formulate basic rules and regulations of the Company; (VI) to propose the appointment or dismissal of senior deputy general manager, deputy general manager and chief financial officer of the Company; (VII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; (VIII) to exercise other powers conferred by the Articles of Association and the board of directors.</p>	<p>Article 105</p> <p>The general manager of the Company is accountable to the board of directors and exercises the following powers: (I) to be in charge of the operation and management of the Company, organise the implementation of the resolutions of the board of directors and report to the board of directors; (II) to organise the implementation of the Company’s annual business plan and investment plan; (III) to formulate plans for the establishment of the Company’s internal management structure; (IV) to formulate the basic management system of the Company; (V) to formulate basics<u>specific</u> rules and regulations of the Company; (VI) to propose the appointment or dismissal of senior deputy general manager, deputy general manager and chief financial officer of the Company <u>by the board of directors</u>; (VII) to appoint<u>decide on the appointment or</u> dismiss<u>dismissal of</u> management personnel other than those required to be appointed or dismissed by the board of directors; (VIII) to exercise other powers conferred by the Articles of Association and the board of directors.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 107</p> <p>In exercising his/her functions and powers, the general manager of the Company shall act honestly and diligently in accordance with laws, administrative regulations, rules, regulatory documents, relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association. Senior management who violates laws, regulations or the Articles of Association in the course of performing their duties and causes losses to the Company shall be liable for compensation.</p>	<p>Article 107</p> <p>In exercising his/her functions and powers, the general manager of the Company shall act honestly and diligently in accordance with laws, administrative regulations, rules, regulatory documents, relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association. <u>Where the senior management causes damage to others in the course of performing their duties, the Company shall be liable for compensation; where the senior management acts with willful or material default, they shall also be liable for compensation.</u> Senior management who violates laws, regulations or the Articles of Association in the course of performing their duties and causes losses to the Company shall be liable for compensation.</p>
<p>Article 110</p> <p>The members of the Supervisory Committee are comprised of two shareholder representatives and one employee representative of the Company. Shareholder representatives shall be elected and removed by the general meeting and employee representatives shall be elected and removed democratically by the staff of the Company. The proportion of employee representative supervisors shall not be less than one-third of the members of the Supervisory Committee. A supervisor shall continue to perform his/her duties in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors during the term of office results in the number of supervisors being less than the quorum.</p>	<p>Article 110</p> <p>The members of the Supervisory Committee are comprised of two shareholder representatives and one employee representative of the Company. Shareholder representatives shall be elected and removed by the <u>shareholders' general meeting</u> and employee representatives shall be elected and removed democratically by the <u>staff of the Company/Company's employee meeting</u>. The proportion of employee representative supervisors shall not be less than one-third of the members of the Supervisory Committee. A supervisor shall continue to perform his/her duties in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors during the term of office results in the number of supervisors being less than the quorum.</p>
<p>Article 112</p> <p>Meetings of the Supervisory Committee include regular meetings and extraordinary meetings. The Supervisory Committee shall hold at least one regular meeting every six months, which shall be convened and presided over by the chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee. Where the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the Supervisory Committee.</p>	<p>Article 112</p> <p>Meetings of the Supervisory Committee include regular meetings and extraordinary meetings. The Supervisory Committee shall hold at least one regular meeting every six months, which shall be convened and presided over by the chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee. Where the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the Supervisory Committee.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 113</p> <p>The Supervisory Committee is accountable to the general meeting and exercises the following functions and powers:</p> <p>(I) to examine the Company’s financial affairs;</p> <p>(II) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, administrative regulations, the listing rules of the place where the Company’s shares are listed, the Articles of Association or the resolutions of the general meeting;</p> <p>(III) to demand any director or senior management of the Company who acts in a manner which is harmful to the Company’s interests to rectify such behaviour;</p> <p>(IV) to verify the financial information such as the financial reports, business reports and profit distribution plans to be submitted by the board of directors to the general meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practising auditors to assist in the review;</p> <p>(V) to propose the convening of extraordinary general meetings and to convene and preside over general meetings when the board of directors fails to perform the duty of convening and presiding over general meetings;</p> <p>(VI) to submit proposals to the general meeting;</p> <p>(VII) to investigate any irregularities identified in the operation of the Company; if necessary, to engage professional institutions such as accounting firms and law firms to assist its work at the expense of the Company;</p> <p>(VIII) to negotiate with the directors on behalf of the Company or to sue the directors and senior management in accordance with the laws and the Articles of Association; and</p> <p>(IX) other functions and powers specified by laws and regulations and the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors and make inquiries or suggestions on the resolutions of meetings of the board of directors. Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.</p>	<p>Article 113</p> <p>The Supervisory Committee is accountable to the general <u>general shareholders’</u> meeting and exercises the following functions and powers:</p> <p>(I) to examine the Company’s financial affairs;</p> <p>(II) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, administrative regulations, the listing rules of the place where the Company’s shares are listed, the Articles of Association or the resolutions of the general <u>general shareholders’</u> meeting;</p> <p>(III) to demand any director or senior management of the Company who acts in a manner which is harmful to the Company’s interests to rectify such behaviour;</p> <p>(IV) to verify the financial information such as the financial reports, business reports and profit distribution plans to be submitted by the board of directors to the general <u>general shareholders’</u> meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practising auditors to assist in the review;</p> <p>(V) to propose the convening of extraordinary general <u>general shareholders’</u> meetings and to convene and preside over general <u>general shareholders’</u> meetings when the board of directors fails to perform the duty of convening and presiding over general <u>general shareholders’</u> meetings;</p> <p>(VI) to submit proposals to the general <u>general shareholders’</u> meeting;</p> <p>(VII) to investigate any irregularities identified in the operation of the Company; if necessary, to engage professional institutions such as accounting firms and law firms to assist its work at the expense of the Company;</p> <p>(VIII) to negotiate with the directors on behalf of the Company or to sue the directors and senior management in accordance with the laws and the Articles of Association; and</p> <p>(IX) other functions and powers specified by laws and regulations and the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors and make inquiries or suggestions on the resolutions of meetings of the board of directors. Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 115</p> <p>The Supervisory Committee formulated the rules of procedure of the Supervisory Committee and clarified the discussion methods and voting procedures of the Supervisory Committee to ensure the work efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure of the Supervisory Committee shall be formulated by the Supervisory Committee and approved at the general meeting as an appendix to the Articles of Association.</p>	<p>Article 115</p> <p>The Supervisory Committee formulated the rules of procedure of the Supervisory Committee and clarified the discussion methods and voting procedures of the Supervisory Committee to ensure the work efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure of the Supervisory Committee shall be formulated by the Supervisory Committee and approved at the <u>shareholders' general</u> meeting as an appendix to the Articles of Association.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 119</p> <p>A person may not serve as a director, supervisor, general manager or other senior management of the Company if any of the following circumstances apply: (I) a person who has no civil capacity or has restricted civil capacity; a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; (II) or who has been deprived of his/her 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; (III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he/she is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (IV) a person who was a legal representative of a company or enterprise which had its business licence revoked and was ordered to close down due to violation of the law and was personally liable, where less than three years have elapsed since the date of the revocation of the business licence of the company or enterprise; (V) a person who has a relatively large amount of debts due and outstanding; (VI) those who are banned by the CSRC and whose period of the ban has not expired; (VII) the circumstances as required by laws, administrative regulations, listing rules of the place where the Company’s shares are listed or relevant laws and regulations of the place where the Company’s shares are listed. If the Company elects or appoints directors or supervisors or engages senior management in violation of the preceding paragraph, such election, appointment or engagement shall be invalid. Where any of the circumstances set out in paragraph (I) of this provision occurs during the term of office of a director, supervisor or senior management, the Company shall remove him/her from office.</p>	<p>Article 119</p> <p>A person may not serve as a director, supervisor, general manager or other senior management of the Company if any of the following circumstances apply: (I) a person who has no civil capacity or has restricted civil capacity; <u>(II) a person who has committed an offence been punished because of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence;</u> (II); or who has been deprived of his/her political rights <u>because of committing offence,</u> in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation, <u>or who has been declared on probation, where less than two years have elapsed since the date of the completion of the probation period;</u> (III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he/she is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (IV) a person who was a legal representative of a company or enterprise which had its business licence revoked and was ordered to close down due to violation of the law and was personally liable, where less than three years have elapsed since the date of the revocation of the business licence of the company or enterprise; (V) a person who has a relatively large amount of debts due and outstanding <u>and has been listed as a dishonest debtor by the people’s court;</u> (VI) those who are banned by the CSRC and whose period of the ban has not expired; (VII) the circumstances as required by laws, administrative regulations, listing rules of the place where the Company’s shares are listed or relevant laws and regulations of the place where the Company’s shares are listed. If the Company elects or appoints directors or supervisors or engages senior management in violation of the preceding paragraph, such election, appointment or engagement shall be invalid. Where any of the circumstances set out in paragraph (I) of this provision occurs during the term of office of a director, supervisor or senior management, the Company shall remove him/her from office.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 121</p> <p>Directors shall comply with the laws, administrative regulations and the Articles of Association and shall faithfully perform their following obligations to the Company: (I) not to exploit his/her position to accept bribes or other illegal income and not to expropriate the Company's property; (II) not to misappropriate the Company's funds; (III) not to deposit the Company's assets or funds in an account opened in his/her own name or in the name of other individuals; (IV) not to lend the Company's funds to others or provide guarantees for others with the Company's properties in violation of the Articles of Association without the approval of the general meeting or the board of directors; (V) not to conclude any contract or enter into any transaction with the Company in violation of the Articles of Association or without the consent of the general meeting; (VI) without the consent of the general meeting, not to take advantage of their positions to seek business opportunities for themselves or others that should have otherwise been available to the Company, or operate for themselves or others any business similar to that of the Company; (VII) not to accept commissions from transactions with the Company for their own benefit; (VIII) not to disclose confidential information of the Company without authorisation; (IX) not to use their connected relationship to impair the interests of the Company; (X) other fiduciary duties stipulated by laws, regulations and regulatory documents, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p>	<p>Article 121</p> <p>Directors shall comply with the laws, administrative regulations and the Articles of Association and shall faithfully perform their obligations to the Company. They shall take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their position to gain illegitimate benefits. Directors shall faithfully perform their following obligations to the Company: (I) not to exploit his/her position to accept bribes or other illegal income and not to expropriate the Company's property; (II) not to and misappropriate the Company's funds; (III) not to deposit the Company's assets or funds in an account opened in his/her own name or in the name of other individuals; (III) not to exploit his/her position to bribe or accept other illegal income; (IV) not to lend the Company's funds to others or provide guarantees for others with the Company's properties in violation of the Articles of Association without the approval of the general meeting or the board of directors; (V) not to conclude any contract or enter into any transaction with the Company in violation of the Articles of Association or directly or indirectly, without reporting to the board of directors or the shareholders' meeting, and without the consent of the <u>being approved by a resolution of the board of directors or the shareholders' general meeting;</u> (VI) without in accordance with the consent <u>provisions of the general meeting, Articles of Association;</u> (V) not to take advantage of their positions to seek business opportunities for themselves or others that should have otherwise been available to the Company, <u>except when reported to the board of directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or when the Company, according to laws, administrative regulations, or the provisions of the Articles of Association, cannot utilise such business opportunities;</u> (VI) not to operate for themselves or others any business similar to that of the Company, <u>without reporting to the board of directors or the shareholders' meeting and obtaining approval through a resolution of the shareholders' meeting;</u> (VII) not to accept commissions from <u>for</u> transactions with <u>between</u> others and the Company for their own benefit; (VIII) not to disclose confidential information of the Company without authorisation; (IX) not to use their connected relationship to impair the interests of the Company; (X) other fiduciary duties stipulated by laws, regulations and regulatory documents, the listing rules of the place where the Company's shares are listed and the Articles of Association.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>The income obtained by a director in violation of this provision shall belong to the Company; and if the director causes losses to the Company, he/she shall be liable for compensation.</p>	<p>The income obtained by a director in violation of this provision shall belong to the Company; and if the director causes losses to the Company, he/she shall be liable for compensation. <u>Immediate family members of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their immediate family members, and related parties with other connected relationships with directors and senior management, when entering into contracts or conducting transactions with the Company, are subject to the provisions of item (IV) of paragraph (II) of this provision.</u></p>
<p>Article 123</p> <p>The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their following obligations to the Company: (I) to exercise the rights conferred by the Company in a prudent, serious and diligent manner so as to ensure that the business activities of the Company are in compliance with the requirements of national laws, administrative regulations and various economic policies, and the business activities do not exceed the business scope specified in the business licence; (II) to treat all shareholders equally; (III) to timely understand the business operation and management of the Company; (IV) to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company; (V) to truthfully provide the Supervisory Committee with relevant information and materials, and shall not hinder the Supervisory Committee or supervisors from exercising their functions and powers; (VI) other obligations of diligence stipulated by laws, regulations and regulatory documents, the listing rules of the place where the Company’s shares are listed and the Articles of Association.</p>	<p>Article 123</p> <p>The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their <u>obligations to the Company. In performing their obligations, they shall exercise the reasonable care that a manager should typically have for the Company’s best interests.</u> The directors shall <u>diligently perform their</u> following obligations to the Company: (I) to exercise the rights conferred by the Company in a prudent, serious and diligent manner so as to ensure that the business activities of the Company are in compliance with the requirements of national laws, administrative regulations and various economic policies, and the business activities do not exceed the business scope specified in the business licence; (II) to treat all shareholders equally; (III) to timely understand the business operation and management of the Company; (IV) to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company; (V) to truthfully provide the Supervisory Committee with relevant information and materials<u>data</u>, and shall not hinder the Supervisory Committee or supervisors from exercising their functions and powers; (VI) other obligations of diligence stipulated by laws, regulations and regulatory documents, the listing rules of the place where the Company’s shares are listed and the Articles of Association.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 124</p> <p>Article 121 of the Articles of Association concerning the fiduciary duties of directors and paragraphs (IV), (V) and (VI) of Article 123 of the Articles of Association concerning the diligent duties shall apply to senior management.</p>	<p>Article 124</p> <p>Article 121The provisions of the Articles of Association concerning the management system for resignations, the fiduciary duties of directors and paragraphs (IV), (V) and (VI) of Article 123 of the Articles of Association concerning the diligent duties of <u>directors</u> shall apply to senior management.</p>
<p>Article 132</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company no later than twenty-one days before the date of each annual general meeting. Each shareholder of the Company shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>Unless otherwise provided in the Articles of Association, the Company shall send to each holder of overseas listed foreign shares by prepaid mail at the address registered in the register of shareholders the aforesaid reports or reports of the board of directors together with the balance sheet (including each document to be attached to the balance sheet as required by laws) and income statement or statement of income and expenditure, or summary financial report not less than twenty-one days before the date of the annual general meeting. Subject to compliance with the laws, administrative regulations, departmental rules, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the Company’s shares are listed, the Company may proceed by way of announcement (including publication on the Company’s website and/or in newspapers).</p>	<p>Article 132</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company no later than twenty-one days before the date of each annual general <u>shareholders’</u> meeting. Each shareholder of the Company shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>Unless otherwise provided in the Articles of Association, the Company shall send to each holder of overseas listed foreign shares by prepaid mail at the address registered in the register of shareholders the aforesaid reports or reports of the board of directors together with the balance sheet (including each document to be attached to the balance sheet as required by laws) and income statement or statement of income and expenditure, or summary financial report not less than twenty-one days before the date of the annual general <u>shareholders’</u> meeting. Subject to compliance with the laws, administrative regulations, departmental rules, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the Company’s shares are listed, the Company may proceed by way of announcement (including publication on the Company’s website and/or in newspapers).</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 138</p> <p>The reserve fund of the Company shall be used to make up for the losses of the Company, expand the production and operation of the Company or increase the capital of the Company. The Company's reserve fund shall be used for the following purposes: (I) making up losses. Capital reserve fund shall not be used to make up losses. (II) conversion into capital. If the statutory reserve fund is converted into capital by way of capitalisation, the balance of such reserve fund shall not be less than 25% of the registered capital of the Company before the capitalization. (III) expanding the Company's production and operation.</p>	<p>Article 138</p> <p>The reserve fund of the Company shall be used to make up for the losses of the Company, expand the production and operation of the Company or increase the capital of the Company. <u>The</u> When the reserve fund is used to make up for the <u>Company's reserve fund shall be used for the following purposes: (I) making up losses. Capital, the discretionary reserve fund shall not and statutory reserve fund shall be utilised at first; if still insufficient, the capital reserve fund may be used to make up losses. (II) conversion into capital. If according to regulations. When the statutory reserve fund is converted into increased registered capital by way of capitalisation, the balance of such remaining reserve fund shall not be less than 25% of the Company's registered capital of the Company before the capitalization. (III) expanding the Company's production and operation prior to the increase.</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 140</p> <p>When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory reserve fund. When the accumulated statutory reserve fund of the Company is more than 50% of the registered capital of the Company, no further appropriation is required. If the statutory reserve fund of the Company is insufficient to make up for the losses of previous years, the Company shall first make up for the losses with the current year's profits before making allocations to the statutory reserve fund in accordance with the preceding paragraph. After making allocations to the statutory reserve fund from the after-tax profits, the Company may also make allocations to the discretionary reserve fund from the after tax profits upon the resolution of the general meeting. If the general meeting or the board of directors violates the provisions of the preceding paragraph and distributes profits to shareholders before the Company makes up for losses and makes allocations to the statutory reserve fund, the shareholders must return the profits distributed in violation of the provisions to the Company. Shares held by the Company shall not be distributed.</p>	<p>Article 140</p> <p>When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory reserve fund. When the accumulated statutory reserve fund of the Company is more than 50% of the registered capital of the Company, no further appropriation is required. If the statutory reserve fund of the Company is insufficient to make up for the losses of previous years, the Company shall first make up for the losses with the current year's profits before making allocations to the statutory reserve fund in accordance with the preceding paragraph. After making allocations to the statutory reserve fund from the after-tax profits, the Company may also make allocations to the discretionary reserve fund from the after-tax profits upon the resolution of the <u>shareholders' general meeting</u>. If After making up for the losses and withdrawing the reserve fund, the remaining after-tax profits shall be distributed to shareholders in proportion to their shareholdings, except for those not distributed according to the proportion of shareholdings as provided for in the Articles of Association. Where the <u>shareholders' general meeting</u> or the board of directors violates the provisions of the preceding paragraph and distributes profits to shareholders before <u>in violation of</u> the Company makes up for losses and makes allocations to the statutory reserve fund <u>Law</u>, the shareholders must <u>shall</u> return the profits distributed in violation of the provisions <u>regulations</u> to the Company; where any loss is caused to the company, the <u>shareholders and the responsible directors and senior management shall be liable for compensation</u>. Shares held by the Company shall not be distributed.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 141</p> <p>The Company implements an internal audit system with full-time auditors to conduct internal audit and supervision on the Company’s financial revenues and expenditures and economic activities. The internal audit system of the Company and the duties of the auditors shall be implemented upon approval by the board of directors. The person in charge of audit shall be accountable and report to the board of directors.</p>	<p>Article 141</p> <p>The Company implements an internal audit system with full-time auditors to conduct internal audit and supervision on the Company’s financial revenues and expenditures and economic activities. The internal audit system of the Company and the duties of the auditors shall be implemented upon approval by the board of directors. The person in charge of audit shall be accountable and report to the board of directors.<u>The internal audit institution is accountable to the board of directors. The internal audit institution should accept the supervision and guidance of the audit committee during the process of supervising and inspecting the Company’s business activities, risk management, internal control, and financial information. The internal audit institution should immediately report directly to the audit committee upon discovering any relevant major issues or clues.</u></p>
<p>Article 142</p> <p>The Company shall engage an independent accounting firm which is in compliance with the laws, regulations, regulatory documents and the listing rules of the place where the Company’s shares are listed to audit the Company’s annual financial report and other financial reports.</p>	<p>Article 142</p> <p>The Company shall engage an independent accounting firm which is in compliance with the laws, regulations, regulatory documents and the listing rules of the place where the Company’s shares are listed to audit <u>accounting statements</u> the Company’s annual financial report statements, <u>verify net assets,</u> and provide other financial reports<u>related consulting services.</u></p>
<p>Article 145</p> <p>The audit fees of an accounting firm shall be determined by the shareholders’ general meeting.</p>	<p>Article 145</p> <p>The audit fees of an accounting firm shall be determined by the general<u>shareholders’</u> meeting.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 146</p> <p>Where the Company dismisses or does not renew the appointment of the accounting firm, it shall notify the accounting firm 30 days in advance. The accounting firm shall be allowed to make representations when the general meeting of the Company votes on the dismissal of the accounting firm. Where the accounting firm resigns, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p>	<p>Article 146</p> <p>Where the Company dismisses or does not renew the appointment of the accounting firm, it shall notify the accounting firm 30 days in advance. The accounting firm shall be allowed to make representations when the general <u>shareholders'</u> meeting of the Company votes on the dismissal of the accounting firm. Where the accounting firm resigns, it shall make clear to the general <u>shareholders'</u> meeting whether there is any impropriety on the part of the Company.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 147</p> <p>Merger of the Company may take the form of merger by absorption and merger by the establishment of a new company. A company that absorbs other company is known as merger by absorption whereby the company being absorbed shall be dissolved. The merger of two or more companies by the establishment of a new company is known as merger by the establishment of a new company whereby the merged companies shall be dissolved. In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from, and make announcement in the newspapers within thirty days from, the date of the Company’s resolution on merger. A creditor may, within thirty days from receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days from the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>After the merger, the credits’ rights and debts of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>Article 147</p> <p>Merger of the Company may take the form of merger by absorption and merger by the establishment of a new company. A company that absorbs other company is known as merger by absorption whereby the company being absorbed shall be dissolved. The merger of two or more companies by the establishment of a new company is known as merger by the establishment of a new company whereby the merged companies shall be dissolved. <u>The payment for the Company’s merger that does not exceed 10% of the Company’s net assets may be made without a resolution from the shareholders’ meeting.</u> <u>If the Company merges in accordance with the aforementioned provisions without a resolution from the shareholders’ meeting, it must be resolved by the board of directors.</u> In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from, and make announcement in the newspapers <u>or on the National Enterprise Credit Information Publicity System</u> within thirty days from, the date of the Company’s resolution on merger. A creditor may, within thirty days from receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days from the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>After<u>Upon</u> the merger, the credits’ rights and debts of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 148</p> <p>In the event of division of the Company, its assets shall be divided accordingly. In the event of division of the Company, the parties to the division shall sign a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the resolution on division and shall publish an announcement in newspapers within 30 days. The debts of the Company prior to the division shall be borne by the companies after the division according to the agreement reached.</p>	<p>Article 148</p> <p>In the event of division of the Company, its assets shall be divided accordingly. In the event of division of the Company, the parties to the division shall sign a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the resolution on division and shall publish an announcement in newspapers <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days. The debts of the Company prior to the division shall be borne <u>jointly and severally</u> by the companies after the division according to the agreement reached. <u>However, unless otherwise stipulated in any written agreement on the settlement of debts entered into by the Company and its creditors prior to the division.</u></p>
<p>Article 149</p> <p>When the Company needs to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days and publish an announcement in newspapers within 30 days after the resolution approving the reduction has been passed. The creditors shall have the right to require the Company to repay the debts or provide corresponding guarantees within 30 days from the date of receipt of the notice or within forty-five days from the date of announcement if the creditors have not received the notice. The registered capital of the Company after reduction shall not be less than the statutory minimum amount.</p>	<p>Article 149</p> <p>When the Company needs to reduce<u>reduces</u> its registered capital, it shall<u>will</u> prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days and publish an announcement in newspapers <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days after the resolution approving the reduction has been passed <u>by the shareholders' meeting</u>. The creditors shall have the right to require the Company to repay the debts or provide corresponding guarantees within 30 days from the date of receipt of the notice or within forty-five days from the date of announcement if the creditors have not received the notice. <u>The reduction of the Company's registered capital of the shall be made in accordance with the proportion of shares held by shareholders, except as otherwise provided by law or the Articles of Association.</u></p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

	<p><u>After the Company after reduction has covered its losses in accordance with the provisions of paragraph 2 of Article 138 of the Articles of Association, if there are still losses, it may reduce its registered capital to cover the losses. The Company shall not be less than the distribute to shareholders or exempt shareholders from the obligation to contribute capital or pay shares when reducing registered capital to cover losses. Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of the paragraph 2 of this article shall not apply, but an announcement shall be made in newspapers or on the National Enterprise Credit Information Publicity System within 30 days after the resolution approving the reduction has been passed by the shareholders' meeting. The Company shall not distribute profits until the accumulated amount of statutory minimum amount reserve fund and discretionary reserve fund reaches 50% of the Company's registered capital after reducing the registered capital in accordance with the provisions of the preceding two paragraphs. In the event that the registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return the funds they have received, and any reduction in shareholders' contributions shall be restored to the original state; if any loss is caused to the Company, the shareholders and responsible directors and senior management shall be liable for compensation.</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 151</p> <p>The Company shall be dissolved and liquidated according to the laws in any of the following circumstances: (I) the term of business stipulated in the Articles of Association has expired or other reasons for dissolution stipulated in the Articles of Association have occurred; (II) the shareholders' general meeting resolves to dissolve; (III) dissolution is necessary due to merger or division of the Company; (IV) the business licence is revoked, or the Company is ordered to be closed down or revoked according to the laws; (V) where the Company encounters serious difficulties in its operation and management and its continuance will cause substantial losses to the interests of shareholders, and such difficulties cannot be resolved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company.</p>	<p>Article 151</p> <p>The Company shall be dissolved and liquidated according to the laws in any of the following circumstances<u>reasons</u>: (I) the term of business stipulated in the Articles of Association has expired or other reasons for dissolution stipulated in the Articles of Association have occurred; (II) the shareholders' general meeting resolves to dissolve; (III) dissolution is necessary due to merger or division of the Company; (IV) the business licence is revoked, or the Company is ordered to be closed down or revoked according to the laws; (V) where the Company encounters serious difficulties in its operation and management and its continuance will cause substantial losses to the interests of shareholders, and such difficulties cannot be resolved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company. <u>If the Company encounters the cause of dissolution as stipulated in the preceding paragraph, it shall publicise the reasons of dissolution through the National Enterprise Credit Information Publicity System within ten days.</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 152</p> <p>In the event of paragraph (I) of the preceding Article above, the Company may carry on its existence by amending the Articles of Association. Where the Company is dissolved pursuant to paragraphs (I), (II), (IV) and (V) of the preceding Article, a liquidation team shall be established within 15 days after the occurrence of the cause of dissolution, and the members of the liquidation team shall be determined by an ordinary resolution of the shareholders' general meeting. If a liquidation team is not established within the stipulated period, the creditors may apply to the people's court to designate relevant personnel to form a liquidation team to carry out liquidation. The people's court shall accept the application and organise the liquidation team to conduct liquidation in a timely manner.</p>	<p>Article 152</p> <p>In the event of paragraph (I), (II) of the preceding Article above, and where the property has not yet been distributed to shareholders, the Company may carry on its existence by amending the Articles of Association—<u>or by resolution of the shareholders' meeting. Amendments to the Articles of Association or resolutions of the shareholders' meeting pursuant to this paragraph shall be approved by more than two-thirds of the votes held by the shareholders present at the shareholders' meeting.</u> Where the Company is dissolved pursuant to paragraphs (I), (II), (IV) and (V) of the preceding Article, <u>it shall be liquidated. The directors are the Company's liquidators and shall establish a liquidation team shall—be established</u>to carry out the liquidation within 15 days after the occurrence of the cause <u>of</u> dissolution,and the members of the. <u>The liquidation team shall be determined by an ordinary resolution of the shareholders' general meeting. If a liquidation team is not established within the stipulated period, the creditors may apply to the people's court to designate relevant personnel to form a liquidation team to carry out liquidation. The people's court shall accept the application and organise the liquidation team</u>composed of directors, except where otherwise provided by the Articles of Association or resolved by the shareholders' meeting to <u>conduct</u>appoint others. If the liquidator fails to fulfill the liquidation obligations in a timely manner, <u>causing losses to the Company or creditors, they shall be liable for compensation.</u></p>
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APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 153</p> <p>The liquidation team shall notify creditors within ten days from, and make announcements in newspapers within 60 days from the date of its establishment. A creditor shall declare their claims to the liquidation team within 30 days after receiving the notice or within forty-five days after the announcement if the creditors have not received the notice. In claiming its rights, the creditor shall explain the matters related to their claims and provide evidential materials in respect thereof. The liquidation team shall register the claims in accordance with the laws. In the course of claiming of creditors’ rights, the liquidation team shall not repay the creditors.</p>	<p>Article 153</p> <p>The liquidation team shall notify creditors within ten days from, and make announcements in newspapers <u>or on the National Enterprise Credit Information</u> within 60 days from the date of its establishment. A creditor shall declare their claims to the liquidation team within 30 days after receiving the notice or within forty-five days after the announcement if the creditors have not received the notice. In claiming its rights, the creditor shall explain the matters related to their claims and provide evidential materials in respect thereof. The liquidation team shall register the claims in accordance with the laws. In the course of claiming of creditors’ rights, the liquidation team shall not repay the creditors.</p>
<p>Article 155</p> <p>Upon liquidation of the Company’s assets and the preparation of the balance sheet and inventory of assets, the liquidation team shall formulate a liquidation plan and submit it to the shareholders’ general meeting or the people’s court for confirmation.</p> <p>The remaining assets of the Company after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the Company’s debts shall be distributed to shareholders in proportion to their shareholdings.</p> <p>During the liquidation period, the Company shall continue to exist but shall not carry out any business activities irrelevant to the liquidation. The Company’s property shall not be distributed to shareholders before repayment is made in accordance with the preceding paragraph.</p>	<p>Article 155</p> <p>Upon liquidation of the Company’s assets and the preparation of the balance sheet and inventory of assets, the liquidation team shall formulate a liquidation plan and submit it to the general <u>shareholders’</u> meeting or the people’s court for confirmation.</p> <p>The remaining assets of the Company after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the Company’s debts shall be distributed to shareholders in proportion to their shareholdings.</p> <p>During the liquidation period, the Company shall continue to exist but shall not carry out any business activities irrelevant to the liquidation. The Company’s property shall not be distributed to shareholders before repayment is made in accordance with the preceding paragraph.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 156</p> <p>In the event of liquidation as a result of dissolution of the Company, the liquidation team shall immediately apply to the people’s court for a declaration of insolvency if it discovers that the Company’s assets are insufficient to repay its debts after liquidation of the Company’s assets and preparation of the balance sheet and inventory of assets. After the Company is declared bankrupt by the people’s court, the liquidation team shall hand over the liquidation matters to the people’s court.</p>	<p>Article 156</p> <p>In the event of liquidation as a result of dissolution of the Company, the liquidation team shall immediately apply to the people’s court for a declaration of insolvency if it discovers that the Company’s assets are insufficient to repay its debts after liquidation of the Company’s assets and preparation of the balance sheet and inventory of assets. After the Company is declared bankrupt by the people’s court <u>accepts the bankruptcy application</u>, the liquidation team shall hand over the liquidation matters to the <u>bankruptcy administrator appointed by the</u> people’s court.</p>
<p>Article 157</p> <p>Upon completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report which shall be submitted to the shareholders’ general meeting or the people’s court for confirmation and submitted to the company registration authority to apply for cancellation of the Company’s registration and publish an announcement relating to the termination of the Company.</p>	<p>Article 157</p> <p>Upon completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report which shall be submitted to the shareholders’ general meeting or the people’s court for confirmation and submitted to the company registration authority to apply for cancellation of the Company’s registration and publish an announcement relating to the termination of the Company.</p>
<p>Article 158</p> <p>Members of the liquidation team shall faithfully perform their duties and perform their liquidation obligations in accordance with the laws. Members of the liquidation team are prohibited from abusing their powers to accept bribes or other illegal income and from misappropriating the Company’s properties. Members of the liquidation team shall be liable to indemnify the Company or its creditors for any loss arising from their willful or material default.</p>	<p>Article 158</p> <p>Members of the liquidation team shall faithfully perform their duties and perform their liquidation <u>duties and bear the obligations in accordance with the laws of fiduciary and diligence</u>. Members of the liquidation team are prohibited from abusing their powers to accept bribes or other illegal income and from misappropriating the Company’s properties. Members of the liquidation team <u>who fail to fulfill their liquidation duties and cause losses to the Company shall be liable for compensation; members of the liquidation team shall be liable to indemnify the</u> Company or its creditors for any loss arising from their willful or material default.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 160</p> <p>The Company may amend the Articles of Association in accordance with the laws, administrative regulations and the Articles of Association. The Company shall amend the Articles of Association in any of the following circumstances:</p> <p>(I) After the Company Law or relevant laws and administrative regulations are amended, the matters stipulated in the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations;</p> <p>(II) The Company’s situation has changed, which is inconsistent with the matters recorded in the Articles of Association;</p> <p>(III) The shareholders’ general meeting decided to amend the Articles of Association.</p>	<p>Article 160</p> <p>The Company may amend the Articles of Association in accordance with the laws, administrative regulations and the Articles of Association. The Company shall amend the Articles of Association in any of the following circumstances:</p> <p>(I) After the Company Law or relevant laws and administrative regulations are amended, the matters stipulated in the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations;</p> <p>(II) The Company’s situation has changed, which is inconsistent with the matters recorded in the Articles of Association;</p> <p>(III) The general <u>shareholders’</u> meeting decided to amend the Articles of Association.</p>
<p>Article 161</p> <p>The amendments to the Articles of Association approved by the shareholders’ general meeting shall be submitted to the competent authority for approval if necessary; if the amendments involve the registration of the Company, the change shall be registered according to the laws.</p>	<p>Article 161</p> <p>The amendments to the Articles of Association approved by the general <u>shareholders’</u> meeting shall be submitted to the competent authority for approval if necessary; if the amendments involve the registration of the Company, the change shall be registered according to the laws.</p>
<p>Article 162</p> <p>The board of directors shall amend the Articles of Association in accordance with the resolutions of the shareholders’ general meeting and the approval opinions of the relevant competent authorities.</p> <p>Amendments to the Articles of Association shall be announced as required by laws and regulations.</p>	<p>Article 162</p> <p>The board of directors shall amend the Articles of Association in accordance with the resolutions of the general <u>shareholders’</u> meeting and the approval opinions of the relevant competent authorities.</p> <p>Amendments to the Articles of Association shall be announced as required by laws and regulations.</p>

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 163</p> <p>.....</p> <p>Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communications to shareholders, in respect of the means by which the Company provides and/or dispatches its corporate communications to shareholders in accordance with the Hong Kong Listing Rules, if the Company has obtained the shareholders' prior written consent or implied consent in accordance with the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communications to the shareholders of the Company by electronic means or by publishing the same on the Company's website. corporate communications include but are not limited to circulars, annual reports, interim reports, notices of shareholders' general meetings and other corporate communications listed in the Hong Kong Listing Rules.</p>	<p>Article 163</p> <p>.....</p> <p>Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communications to shareholders, in respect of the means by which the Company provides and/or dispatches its corporate communications to shareholders in accordance with the Hong Kong Listing Rules, if the Company has obtained the shareholders' prior written consent or implied consent in accordance with the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communications to the shareholders of the Company by electronic means or by publishing the same on the Company's website. corporate communications include but are not limited to circulars, annual reports, interim reports, notices of general<u>shareholders'</u> meetings and other corporate communications listed in the Hong Kong Listing Rules.</p>
<p>Article 166</p> <p>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 are integral to the Articles of Association and shall have the same legal effect as the Articles of Association.</p>	<p>Article 166</p> <p>The rules of procedure of the general<u>shareholders'</u> meeting, the rules of procedure of the board of directors and the rules of procedure of the Supervisory Committee are integral to the Articles of Association and shall have the same legal effect as the Articles of Association.</p>
<p>Article 167</p> <p>The Articles of Association shall be interpreted by the board of directors of the Company, and shall be effective and implemented from the date when the shares of the Company are listed and traded on the Hong Kong Stock Exchange upon consideration and approval at the shareholders' general meeting.</p>	<p>Article 167</p> <p>The Articles of Association shall be interpreted by the board of directors of the Company, and shall be effective and implemented from the date when the shares of the Company are listed and traded on the Hong Kong Stock Exchange upon consideration and approval at the shareholders' general meeting.</p>

NOTICE OF EXTRAORDINARY GENERAL MEETING



Wise Living Technology Co., Ltd

慧居科技股份有限公司

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

(Stock Code: 2481)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Wise Living Technology Co., Ltd (the “**Company**”) will be held at 2:00 p.m. on Thursday, 6 March 2025 at the Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People's Republic of China to transact the following business. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 18 February 2025 issued by the Company (the “**Circular**”):

AS ORDINARY RESOLUTIONS

1. To appoint Mr. Liu Zhigang as an executive Director.

AS SPECIAL RESOLUTIONS

2. To consider and approve the amendments to the Articles of Association and relevant authorisation.

By order of the Board
Wise Living Technology Co., Ltd
LI Baoshan
Chairman and Executive Director

Hong Kong, 18 February 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 18 February 2025.
2. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hjkj.cn>) in accordance with the Listing Rules.
3. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by holders of H Shares not less than 48 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Tuesday, 4 March 2025) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For determining the entitlement to attend and vote at the EGM, the Register of Members will be closed from Wednesday, 5 March 2025 to Thursday, 6 March 2025, both dates inclusive, during which period no transfer of shares of the company will be registered. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration by holders of H Shares not later than 4:30 p.m. on Tuesday, 4 March 2025.
7. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the EGM. If a corporate Shareholder appoints an authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board of Directors or other authorised parties of the corporate Shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
8. The on-site EGM is expected to take less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
9. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the Company's circular dated 18 February 2025.