THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If $\frac{1}{2}$ a e i d $\frac{1}{2}$ base to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.



SHENZHEN HEPALINK PHARMACEUTICAL GROUP CO., LTD. (深圳市海普瑞藥業集團股份有限公司)

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock code: 9989)

PROPOSED AMENDMENTS TO THE ARTICLES AND RELATED RULES OF PROCEDURES OF THE COMPANY AND NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular.

Notice of the extraordinary general meeting (the "EGM") to be held at 2:00 p.m. on Wednesday, January 10, 2024 at Fuyu Hall, B1, Tower A, Coolpad Building, No. 2 Mengxi Road, North District, High-tech Industrial Park, Nanshan District, Shenzhen, the PRC, is being dispatched to the Shareholders together with this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorised in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarized.

In the case of joint holders of the Shares, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM, either in person or by proxy in respect of such Shares.

For H Share Shareholders, please return the proxy form together with any documents of authority to the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. For information relating to attending the EGM for A Share Shareholders, please refer to the A Share announcement of the Company published on the website of the Shenzhen Stock Exchange. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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Note: If there are any discrepancies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

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

| "Articles" | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time |
|---|---|
| "Announcement" | the announcement of the Company dated December 15, 2023, in respect of the Proposed Amendments to the Articles |
| "A Share(s)" | domestic share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in Renminbi and are listed for trading on the Shenzhen Stock Exchange |
| "A Share Shareholders" | holders of A Share(s) |
| "Board" | the board of Directors |
| "Company" | Shenzhen Hepalink Pharmaceutical Group Co., Ltd (深圳市海普瑞藥業 集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose A Shares are listed on the Shenzhen Stock Exchange (stock code: 002399) and whose H Shares are listed on the main board of the Hong Kong Stock Exchange (stock code: 9989) |
| "Director(s)" | director(s) of the Company |
| "Extraordinary General Meeting" or "EGM" | the extraordinary general meeting of the Company to be convened and held on January 10, 2024 |
| "Group" | the Company and its subsidiaries |
| "HK dollars" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "H Share(s)" | overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and listed on the Hong Kong Stock Exchange |
| "H Share Shareholder(s)" | the holder(s) of the H Share(s) |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange |

DEFINITIONS

| "Notice of EGM" | the notice dated December 18, 2023 convening the EGM as set out on pages 50 to 51 of this circular |
|--|--|
| "PRC" | the People's Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| "Proposed Amendments to the Articles" | the proposed amendments to the Articles, the principal terms of which are set out under the section headed "I. PROPOSED AMENDMENTS TO THE ARTICLES" in the Letter from the Board |
| "RMB" or "Renminbi" | Renminbi, the lawful currency of the PRC |
| "Share(s)" | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising the A Share(s) and H Share(s) |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Shenzhen Stock Exchange" | the Shenzhen Stock Exchange (深圳證券交易所) |



LETTER FROM THE BOARD

Reference is made to the Announcement, in respect of, among other things, the Proposed Amendments to the Articles. Unless otherwise defined herein, capitalized terms used in this circular shall have the same meanings as those defined in the Announcement.

II. PROPOSED AMENDMENTS TO THE ARTICLES AND RELATED RULES OF PROCEDURES OF THE COMPANY

The Company convened the 2023 First Extraordinary General Meeting, A Shareholders' Class Meeting and H Shareholders' Class Meeting on December 15, 2023, to approve certain amendments to the Articles. As the proposed amendments to the articles was not duly passed by the H Shareholders' Class Meeting, the proposed amendments did not become effective, and the existing Articles remains valid.

The Board proposes to amend the existing Articles of Association by adopting a new set of articles of association of the Company in substitution for, and to the exclusion of, the existing Articles, in view of the below and to make some other slight amendments.

On February 14, 2023, the State Council (the "State C 🛛 ci") of the PRC issued the Decl (the "the "

LETTER FROM THE BOARD

The Board is of the view that the Proposed Amendments to the Articles will not compromise protection of the H Share Shareholders and will not have material impact on measures relating to shareholder protection. After the Proposed Amendments take effect, the Company will continue to comply with Appendix 3 to the Listing Rules to meet the core shareholder protection level through compliance with PRC laws in combination with its Articles and will further monitor its ongoing compliance with these rules.

Please also refer to the Rules of Procedures for the Shareholders' General Meeting; Rules of Procedures for the Board of Directors; Rules of Procedures of the Independent Directors; Rules of Procedures for External Guarantees; Rules of Procedures of the Connected Transactions; Rules of Procedures for Major Investments; Rules of Procedures of the Remuneration and Performance Appraisal System for Directors, Supervisors and Senior Management; Rules of Procedures of the Accounting Firm Selection System published on the websites of the Shenzhen Stock Exchange and the Company on November 20, 2023.

The Proposed Amendments to the Articles and proposed amendments to related Rules and Procedures shall be subject to the passing of a special resolution by the Shareholders at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

III. THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

The Company will convene the EGM for the Shareholders to consider and, if thought fit, to approve above relevant resolutions. A notice of the EGM to be held at 2:00 p.m. on Wednesday, January 10, 2024 at Fuyu Hall, B1, Tower A, Coolpad Building, No. 2 Mengxi Road, North District, High-tech Industrial Park, Nanshan District, Shenzhen, the PRC, is set out on pages 50 to 51 of this circular.

A proxy form to be used at the EGM is also enclosed herein and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). H Share Shareholders who intend to appoint a proxy to attend the EGM shall complete, sign and return the proxy form in accordance with the instructions printed thereon.

For H Share Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarized copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time for holding the EGM in order for such documents to be valid.

Pursuant to the Articles, for the purpose of holding the EGM, the register of members of H Shares will be closed from Friday, January 5, 2024 to Wednesday, January 10, 2024 (both days inclusive), during this period no transfer of H Shares will be registered. H Share Shareholders whose names appear on the H Shares register of members of the Company on Wednesday, January 10, 2024 are entitled to attend and vote at the EGM. For information relating to attending the EGM for A Share Shareholders, please refer to the A Share announcement of the Company published on the website of the Shenzhen Stock Exchange.

LETTER FROM THE BOARD

In order to attend the EGM, H Share Shareholders shall lodge all transfer documents together with the relevant share certificates to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, January 4, 2024.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolutions proposed at the EGM will be voted by poll.

IV. RESPONSIBILITY STATEMENTS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

V. RECOMMENDATION

The Directors believe that the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of such resolutions which will be proposed at the EGM.

By order of the Board She he He a i Pha ace aca G C ., L. Li Li Chairman

APPENDIX I

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF SHENZHEN HEPALINK PHARMACEUTICAL GROUP CO., LTD.

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| Cha 🏁 1 Ge e a Piaja | Cha 💯 1 Ge e a Piqi q |
| A Sec e 1 To protect the legitimate rights and interests of the Company, its shareholders and creditors thereof, and to regulate the organization and acts of the Company, the Articles of Association is formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the "Mandatory Provisions"), the Reply on Opinions concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1, hereinafter referred to as the "Zheng Jian Hai Han"), the Official Reply of the State Council on Adjusting the Provisions Governing Matters Including the Application of the Notice Period for the Convening of Shareholders' General Meetings by Companies Listed Overseas (hereinafter referred to as the "Reply on Adjusting the Notice Period"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and other relevant provisions. | A Ke e 1 To protect the legitimate rights and interests of the Company, its shareholders and creditors thereof, and to regulate the organization and acts of the Company, the Articles of Association is formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), See Ad i i Kak for e east for e east for a d Li for g f Seck iffee by D e for E is a field for a is (he ei affor efe ed K a Ke e) (he ei affor efe ed K a Ke e) (he ei affor special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the "Mandatory Provisions"), the Reply on Opinions concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1, hereinafter referred to as the "Zheng Jian Hai Han"), the Official Reply of the State Council on Adjusting the Provisions Governing Matters Including the Application of the Notice Period for the Convening of Shareholders' General Meetings by Companies Listed Overseas (hereinafter referred to as the "Reply on Adjusting the Notice Period"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Limited |

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|---|---|
| She A 🕱 ce st f A ss cia Sh | 20ae A 20ac e e f A e cia23/o |
| A Sice 2 The Company is a joint stock | A Size e 2 The Company is a joint stock |
| company with limited liability (hereinafter | company with limited liability (hereinafter |
| referred to as the "Company") incorporated in | referred to as the "Company") incorporated in |
| accordance with the Company Law, the Special | accordance with the Company Law, the Special |
| Regulations and other relevant laws and | Regulations and other relevant laws and |
| administrative regulations of the PRC. | administrative regulations of the PRC. |
| Upon approval by the Ministry of Commerce of | Upon approval by the Ministry of Commerce of |
| the People's Republic of China in Shang Zi Pi | the People's Republic of China in Shang Zi Pi |
| [2007] No. 2025 Document on December 6, 2007, | [2007] No. 2025 Document on December 6, 2007, |
| the Company was established by Shenzhen | the Company was established by Shenzhen |
| Hepalink Pharmaceutical Company Limited (a | Hepalink Pharmaceutical Company Limited (a |
| Sino-foreign joint venture) by promotion through | Sino-foreign joint venture) by promotion through |
| change according to the law and the original | change according to the law and the original |
| investors of Shenzhen Hepalink Pharmaceutical | investors of Shenzhen Hepalink Pharmaceutical |
| Company Limited were the promoters of the | Company Limited were the promoters of the |
| Company; the Company was registered with | Company; the Company was registered with |
| Shenzhen Administration for Industry and | Shenzhen Administration for Industry and |
| Commerce and obtained its business license on | Commerce and obtained its business license on |
| December 27, 2007, with social credit code | December 27, 2007, with social credit code |
| 91440300279544901A. | 91440300279544901A. |
| A Sec e 5 The address of the Company: No. 21 Langshan Road, Songpingshan, Nanshan District, Shenzhen; Postcode: 518057; Telephone number: +86755 2698 0200; Fax number: +86755 2698 0183. | A Sace 5 The address of the Company: No. 21 Langshan Road, Songpingshan, Nanshan District, Shenzhen; Postcode: 518057; Telephone number: +86755 2698 0200; Fax number: +86755 2698 0183. (The b a ch ffice i cased as N. 1 R gan R ad, Ke g i Store Pi g ha Di Store She he Cise, Ga gd g P i ce) |
| A Sec e 10 The Articles of Association shall take | A Stee 10 The Articles of Association shall take |
| effect after consideration and approval at the | effect after consideration and approval at the |
| Shareholders' general meeting and as from the | Shareholders' general meeting—and as from the |
| date on which the Company's H shares are listed | date on which the Company's H shares are listed |
| on the Hong Kong Stock Exchange. The original | on the Hong Kong Stock Exchange. The original |
| articles of association of the Company shall | articles of association of the Company shall |
| become null and void automatically on the date | become null and void automatically on the date |
| when the Articles of Association come into effect. | when the Articles of Association come into effect. |
| From the date on which the Articles of | From the date on which the Articles of |
| Association comes into effect, the Articles of | Association comes into effect, the Articles of |
| Association shall constitute a legally binding | Association shall constitute a legally binding |
| document that regulates the Company's | document that regulates the Company's |
| organization and actions, and governs the rights | organization and actions, and governs the rights |
| and obligations between the Company and each of | and obligations between the Company and each of |
| its shareholders and of the shareholders inter se. | its shareholders and of the shareholders inter se. |

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| The Articles of Association shall be binding on | The Articles of Association shall be binding on |
| the Company, its Shareholders, directors, | the Company, its Shareholders, directors, |
| supervisors, general manager and other senior | supervisors, general manager and other senior |
| management, all of whom shall be entitled to claim their rights on any matters relating to the Company pursuant to the Articles of Association. Pursuant to the Articles of Association, a shareholder may take legal action against other shareholders, the Company's directors, supervisors, general manager and other senior management and the Company, and the Company may take legal action against its shareholders, directors, supervisors, general manager and other senior management. | management, all of whom shall be entitled to claim their rights on any matters relating to the Company pursuant to the Articles of Association. Pursuant to the Articles of Association, a shareholder may take legal action against other shareholders, the Company's directors, supervisors, general manager and other senior management and the Company, and the Company may take legal action against its shareholders, directors, supervisors, general manager and other senior management. |
| For the purpose of the preceding paragraph, the term "take legal action" shall include the instituting of legal proceedings with a court or filing with an arbitral authority for arbitration. | For the purpose of the preceding paragraph, the term "take legal action" shall include the instituting of legal proceedings with a court or filing with an arbitral authority for arbitration. |
| A Sec e 12 To the extent permitted by laws and regulations, the Company may invest in other limited liability companies or joint-stock companies, and shall be liable to the invested companies to the extent of its capital contribution. Unless otherwise provided by laws, the Company | A Sec e 12 To the extent permitted by laws and regulations, the Company may invest in other limited liability companies or joint-stock companies, and shall be liable to the invested companies to the extent of its capital contribution. Unless otherwise provided by laws, the Company |
| shall not be the capital contributor bearing joint liability for the debts of the invested companies. | shall not be the capital contributor bearing joint liability for the debts of the invested companies. |
| Upon approval by the company approval authority authorized by the State Council, the Company may invest and operate based on its management needs and in accordance with the Company Law. | Upon approval by the company approval authority authorized by the State Council, the Company may invest and operate based on its management needs and in accordance with the Company Law. |
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| Sec 1 I Sha e | Sector 1 I Ra ce f Sha e |
| A Sice 15 The Company shall have ordinary shares at all times. According to its needs, the Company may have other classes of shares upon approval of the department authorized by the State | A Sace 15 Shae fac a Sace f <u>f</u> for the Company shall have ordinary shares at all times. According to its needs, the Company may have other classes of shares upon |
| Council. | approval of the department authorized by the State Council. |

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| Overseas listed foreign shares issued by the Company and listed in Hong Kong are shares which have been admitted for listing on the Hong Kong Stock Exchange, the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars. | |
| Shareholders of domestic shares and shareholders of overseas listed foreign shares are both ordinary shareholders and shall have the same rights and bear the same obligations in any distribution in the form of dividends or other forms. | |
| A Sec e 23 Before the issuance of the H shares, the Company had a total of 1,247,201,704 shares, which were all ordinary shares. | |
| Upon approval by the CSRC on April 1, 2020, the Company issued 220,094,500 H shares to the | |
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| A Sec e 25 If the Company separately issues H shares and domestic shares within the total number specified in the plan for issuance, the said shares shall be issued respectively at one time; if it is impossible for the shares to be issued at one time for special reasons, the shares may be issued across several times upon approval by the securities regulatory authority of the State Council. | Deleted. |
| Sec ³³⁶ 2 I c ea e, Dec ea e a d Re d cha e f Sha e | Sec ³³⁶ 2 I c ea ₄ e, Dec ea ₄ e a d Re 🕅 cha ₄ e f Sha e ₄ |
| A Sice 29 The Company may repurchase its shares in the following circumstances according to laws, administrative regulations, departmental rules and the Articles of Association: (I) reduction of the Company's registered capital; (II) merging with another company holding shares in the Company; (III) use of its shares for carrying out an employee stock ownership plan or equity incentive; (IV) requests to the Company to acquire their shares by shareholders who have voted against the resolutions passed at a Shareholders' general meeting on the merger or division of the Company; (V) use of shares for conversion of convertible corporate bonds issued by a listed company; (VI) the share repurchase is necessary for a listed company to maintain its corporate value and protect its Shareholders' equity; and (VII) other circumstances permitted by laws and administrative regulations. | A <i>Sc</i> e 25 The Company may not repurchase its shares in the following circumstances according to laws, administrative regulations, departmental rules and the Articles of Association; <u>e ce <i>Sd</i></u> <u>e f <i>Sae</i> f <i>Si</i> g ci co <i>Sa</i> ce (I) reduction of the Company's registered capital; (II) merging with another company holding shares in the Company; (III) use of its shares for carrying out an employee stock ownership plan or equity incentive; (IV) requests to the Company to acquire their shares by shareholders who have voted against the resolutions passed at a Shareholders' general meeting on the merger or division of the Company; (V) use of shares for conversion of convertible corporate bonds issued by a listed company; (VI) the share repurchase is necessary for a listed company to maintain its corporate value and protect its Shareholders' equity; and (VII) other circumstances permitted by laws and administrative regulations.</u> |
| Except for the circumstances set out above, the Company shall not repurchase its shares. | Except for the circumstances set out above, the Company shall not repurchase its shares |

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| Sec ³³⁶ 3 T a de f Sha ed | Sec ³⁶ 3 Ta de fSha ed |
| A Sec e 39 Shares held by promoters shall not be transferred within one year from the date of establishment of the Company. Shares issued prior to the Company's initial public offering shall not be transferable within one year after the date on which the Company's shares are listed on the stock exchange. | A Sec e 35 Shares held by promoters shall not be transferred within one year from the date of establishment of the Company. Shares issued prior to the Company's initial public offering shall not be transferable within one year after the date on which the Company's shares are listed on the stock exchange. |
| The directors, supervisors and senior management of the Company shall notify the Company about their shareholdings and changes thereof and shall not transfer more than 25% of their shares per annum during their terms of office. Shares of the Company held by them shall not be transferred within one year after the shares of the Company are listed and within 6 months after their departure from the Company. In the period of twelve months commencing from the date on which the aforesaid six months expire, the shares disposed by them through the listing on stock exchange shall not exceed 50% of their total shareholding of the Company. | The directors, supervisors and senior management of the Company shall notify the Company about their shareholdings and changes thereof and shall not transfer more than 25% of their shares per annum during their terms of office. Shares of the Company held by them shall not be transferred within one year after the shares of the Company are listed and within 6 months after their departure from the Company. In the period of twelve months commencing from the date on which the aforesaid six months expire, the shares disposed by them through the listing on stock exchange shall not exceed 50% of their total shareholding of the Company. |
| A Sec e 40 If the directors, supervisors, senior management and shareholders holding more than 5% of the shares of the Company sell shares within six months after buying the same or buy shares within six months after selling the same, the gains arising therefrom shall belong to the Company and the Board of the Company shall recover the said gains. However, if a securities firm holds more than 5% of the shares by buying the shares remaining after exclusive selling, the said 6-month limitation for selling the said shares shall not apply. | A Sice 36 If the directors, supervisors, senior management and shareholders holding more than 5% of the shares of the Company sell shares Sie e Sign e eco is a within six months after buying the same or buy shares within six months after selling the same, the gains arising therefrom shall belong to the Company and the Board of the Company shall recover the said gains. However, if a securities firm holds more than 5% of the shares by buying the shares remaining after exclusive selling, the said 6-month limitation for selling the said shares shall not apply e ce Sif She ci co shares ce |
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| If the Board of the Company does not observe the | If the Board of the Company does not observe the |
| provision in the preceding paragraph, the | provision in the preceding first paragraph, the |
| shareholders have the right to require the Board to | shareholders have the right to require the Board to |
| execute the provision within 30 days. If the Board | execute the provision within 30 days. If the Board |
| fails to execute the provision within the aforesaid | fails to execute the provision within the aforesaid |
| period, the shareholders shall have the right to | period, the shareholders shall have the right to |
| directly institute legal proceedings in the people's | directly institute legal proceedings in the people's |
| court in their own names for the interest of the | court in their own names for the interest of the |
| Company. | Company. |
| If the Board fails to observe the provision in the first paragraph, the responsible directors shall bear joint liability according to the law. | If the Board fails to observe the provision in the first paragraph, the responsible directors shall bear joint liability according to the law. |
| Sec 326 4 Fia cia A egi 326 ce f 326 e Por cha e f Sha e f 326 e C a 25 | De e ^{gj} ed. |
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| Ge e a Mee 🎜 ga | Ge e a Mee 🌠 g |
| Section 1 Sha eh de | Section 1 Sha eh de |
| A Sinc e 56 Shareholders of the Company are | A Stac e 37 Shareholders of the Company are |
| persons lawfully holding shares of the Company, | persons lawfully holding shares of the Company, |
| with names (titles) recorded in the register of | with names (titles) recorded in the register of |
| shareholders. The Company shall keep a register | shareholders. The Company shall keep a register |
| of shareholders according to the vouchers | of shareholders according to the vouchers |
| provided by the securities registration authority. | provided by the securities registration authority. |
| Such a register bears adequate evidence of the | Such a register bears adequate evidence of the |
| shareholders holding shares of the Company. A | shareholders holding shares of the Company. A |
| shareholder shall enjoy rights and bear obligations | shareholder shall enjoy rights and bear obligations |
| according to the class and quantity of his/her | according to the class and quantity of his/her |
| shares. Shareholders of the same class shall enjoy | shares. Shareholders of the same class shall enjoy |
| the same rights and bear the same obligations. | the same rights and bear the same obligations. |
| A Since e 57 If the Company convenes a | A Stac e 38 If the Company convenes a |
| Shareholders' general meeting, distributes | Shareholders' general meeting, distributes |
| dividends commences liquidation or executes any | dividends commences liquidation or executes any |
| dividends, commences liquidation or executes any | dividends, commences liquidation or executes any |
| other act requiring identification the of | other act requiring identification of the |
| shareholders, the convener of the Board meeting | shareholders, the convener of the Board meeting |
| or the Shareholders' general meeting shall | or the Shareholders' general meeting shall |
| determine the record date, at the end of which the | determine the record date, at the end of which the |
| shareholders in the register shall be shareholders | shareholders in the register shall be shareholders |
| entitled to the relevant interests. | entitled to the relevant interests. |

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| Zhe A Zic e 🕻 f A 🔩 ciaZh | She A Sice e f A e cialso |
| Sec 2 GeeaPiqi qf Shaeh de q' | Sec ³⁶ 2 Ge e a Piại _e f Sha eh de _e ' |
| GeeaMee 26 gq | Ge e a Mee ³⁶ g _e |
| A Sc e 67 The Shareholders' general meeting shall be the governing organ of the Company. It may exercise the following powers in accordance with the law: (I) to decide on the business policies and investment plans of the Company; (II) to elect and replace directors, and supervisors who are not appointed as representatives of the employees and to decide on the remuneration of the relevant directors and supervisors; (III) to consider and approve reports made by the Board; (IV) to consider and approve reports made by the Board; (IV) to consider and approve reports made by the Board; (IV) to consider and approve reports made by the Supervisory Committee; (V) to consider and approve the Company's annual financial budgets and final accounts; (VI) to consider and approve the Company's profit distribution plans and loss recovery plans; (VII) to resolve on the increase or reduction of the Company's registered capital; (VIII) to resolve on the increase or reduction of the Company's (X) to amend the Articles of Association; (XI) to resolve on the appointment or removal of any accounting firm by the Company; (XIII) to consider the proposals raised by the shareholders severally or jointly representing more than 3% of the voting shares of the Company; (XIII) to consider the guarantees stated in Article 68 of the Articles of Association; (XIV) to consider the acquisitions or disposals of any major assets by the Company of which the amount exceeds 30% of its latest audited total assets within the last year; (XV) to consider and approve any change of the use of proceeds raised; (XVI) to consider the Shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules, listing rules for stock exchanges where the Company's shares are listed or the Articles of Association. | A Sc e 48 The Shareholders' general meeting shall be the governing organ of the Company. It may exercise the following powers in accordance with the law: (1) to decide on the business policies and investment plans of the Company; (II) to elect and replace directors, and supervisors who are not appointed as representatives of the employees and to decide on the remuneration of the relevant directors and supervisors; (III) to consider and approve reports made by the Board; (IV) to consider and approve reports made by the Supervisory Committee; (V) to consider and approve the Company's annual financial budgets and final accounts; (VI) to consider and approve the Company's profit distribution plans and loss recovery plans; (VII) to resolve on the increase or reduction of the Company's registered capital; (VIII) to resolve on the issuance of bonds of the Company; (IX) to resolve on matters such as the merger, division, dissolution, liquidation or change of form of the Company; (X) to amend the Articles of Association; (XI) to resolve on the appointment or removal of any accounting firm by the Company; (XIII) to consider the proposals raised by the shareholders severally or jointly representing more than 3% of the voting shares of the Company; (XIII) (XIII) to consider the guarantees stated in Article 49 of the Articles of Association; (XIV) (XIII) to consider the acquisitions or disposals of any major assets by the Company of which the amount exceeds 30% of its latest audited total assets within the last year; (XV)-(XIV) to consider and approve any change of the use of proceeds raised; (XVI)-(XV) to consider the share incentive schemes a d e A a e b e b i a ; and (XVIII) (XVI) 'to consider such other matters to be resolved at the Shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules, listing rules for stock exchanges where the Company's shares are listed or the Articles of Association. |
| The foregoing functions and powers of the | The foregoing functions and powers of the |
| Shareholders' general meeting shall not be exercised | Shareholders' general meeting shall not be exercised |
| by the Board of Directors or any other body or | by the Board of Directors or any other body or |
| individual on its behalf by means of authorization. | individual on its behalf by means of authorization. |

| Ei & g Te , f | P _e ed A e d e 252% |
|---|--|
| She A She e , f A , cia Sho | Stae A Stice e f A e cia 356 |
| A Sec e 68 The provision of any of the following guarantee for any external party by the Company shall be considered and approved by the Shareholders' general meeting: (I) any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets; (II) guarantees where the amount of guarantees provided in the preceding 12 consecutive months exceeds 30% of the Company's latest audited total assets; (III) guarantees where the amount of guarantees provided in the preceding 12 consecutive months exceeds 50% of the Company's latest audited net assets, with the absolute amount exceeding RMB50 million; (IV) any guarantee provided for any entity with an asset-liability ratio of more than 70%; (V) any single guarantees which are subject to controller and their related parties; and (VII) other external guarantees which are subject to consideration at the Shareholders' general meeting in accordance with the laws, administrative regulations, departmental rules, regulatory documents, listing rules for stock exchanges where the Company's shares are listed. | A See e 49 The provision of any of the following guarantee for any external party by the Company shall be considered and approved by the Shareholders' general meeting: (I) any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets; (II) gNa a We ided affe Me X e Wa a gNa a We ided affe Me X a d iX h di g D idia ie e ceed 30% f Me affe Me X a gNa a We guarantees where the amount of guarantees provided in the preceding 12 consecutive months exceeds 30% of the Company's latest audited total assets; (III) guarantees where the amount of guarantees provided gifMi e Gea in the preceding 12 consecutive months exceeds <u>30%</u> 50% of the Company's latest audited net WMB 50 million; (IV) any guarantee provided for any entity with an asset-liability ratio of more than 70%; (V) any single guarantees which are subject to constitue and their related parties; and (VII) other external guarantees which are subject to consideration at the Shareholders' general meeting in accordance with the laws, administrative regulations, departmental rules, regulatory documents, listing rules for stock exchanges where the Company's shares are listed. |
| External guarantees to be considered at the | External guarantees to be considered at the |
| Shareholders' general meeting shall be considered | Shareholders' general meeting shall be considered |
| and approved by the Board before submission to the | and approved by the Board before submission to the |
| Shareholders' general meeting for consideration. | Shareholders' general meeting for consideration. |

APPENDIX I

| E i 🎜 g Te 💡 f | P ed A e d e 2020 | |
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| She A Sic e f A st ciasio | She A Sic e f A st ciaso | |
| Sec276 3C eig fShaeh de 🕻 | Sec🌠 3C eigfShaehde 🥇 | |
| Ge e a Meexo g | Ge e a Meeze g | |
| A Sec e 76 Where the Supervisory Committee or shareholders decide to convene a Shareholders' general meeting by itself/themselves, the Board of Directors shall be notified in writing, and the meeting shall be registered with the local branch of the CSRC at the location of the Company and the stock exchange where the Company's shares are listed. | A Sec e 57 Where the Supervisory Committee or shareholders decide to convene a Shareholders' general meeting by itself/themselves, the Board of Directors shall be notified in writing, and the meeting shall be registered with the local branch of the CSRC at the location of the Company and the stock exchange where the Company's shares are listed. | |
| The shareholder(s) convening the Shareholders' general meeting shall hold no less than 10% of the shares of the Company prior to the announcement of any resolution approved at the Shareholders' general meeting. | The shareholder(s) convening the Shareholders' general meeting shall hold no less than 10% of the shares of the Company prior to the announcement of any resolution approved at the Shareholders' general meeting. | |
| The Supervisory Committee or the convening shareholders shall, upon issuing the notice of Shareholders' general meeting and announcement of any resolution approved at such meeting, submit the relevant documentation to the CSRC office at the location of the Company and the stock exchange where the Company's shares are listed. | The Supervisory Committee or the convening shareholders shall, upon issuing the notice of Shareholders' general meeting and announcement of any resolution approved at such meeting, submit the relevant documentation to the <u>CSRC</u> office at the location of the <u>Company</u> and the stock exchange where the Company's shares are listed. | |
| Sec236 4 P ea e a d N 236ce f Shaeh de e'Ge e a Mee236 ge | Sec& 4P ea a d N & e f Shaeh de a' Ge e a Mee& ga | |
| A See e 81 The convener shall notify shareholders of the annual general meeting by announcement 20 working days before the meeting, and shall notify shareholders of the extraordinary general meeting by announcement 15 days (and at least 10 working days) before the meeting. | A See 62 The convener shall notify shareholders of the annual general meeting by announcement 20 working days before the meeting, and shall notify shareholders of the extraordinary general meeting by announcement 15 days (and at least 10 working days) before the meeting. | |

| Ei Kog Te y f | P edd e d e 25% |
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| Kate A Kate y f Ayy cia Ko | Zhe A Zhe e f A e e ciaZh |
| Where a Shareholders' general meeting is held | Where a Shareholders' general meeting is held |
| online or through other means, the designated | online or through other means, the designated |
| time and procedure for voting online or other | time and procedure for voting online or other |
| means shall be expressly stated in the notice of | means shall be expressly stated in the notice of |
| such meeting. | such meeting. |
| Notices and supplementary notices of | Notices and supplementary notices of |
| Shareholders' general meetings shall adequately | Shareholders' general meetings shall adequately |
| and completely disclose the specific contents of | and completely disclose the specific contents of |
| all proposals, as well as all the information or | all proposals, as well as all the information or |
| explanations necessary for the shareholders to | explanations necessary for the shareholders to |
| make a reasonable judgment in respect of the | make a reasonable judgment in respect of the |
| matters to be discussed. Where the opinions of an | matters to be discussed. Where the opinions of an |
| independent director are required in relation to the | independent director are required in relation to the |
| matters to be discussed, such opinions and reasons | matters to be discussed, such opinions and reasons |
| shall be disclosed when the notices or | shall be disclosed when the notices or |
| supplementary notices of Shareholders' general | supplementary notices of Shareholders' general |
| meetings are served. | meetings are served. |

| Ei 🎜 g Te 🖕 f She A Skc e 🗸 f A 🔩 cia Sk | P eed A e d e 255% Zhe A Zhe e f A ee cia256 | |
|---|---|--------------|
| A Sec e 85 Unless otherwise stipulated by laws, administrative regulations, listing rules for stock exchanges where the Company's shares are listed or the Articles of Association, the notice of a Shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless of whether they have voting rights at the Shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For shareholders of domestic shares, the notice of a Shareholders' general meeting may be in the form of an announcement. | | |
| The announcement referred to in the preceding paragraph shall be published in one or more newspapers specified by the securities regulatory authority of the State Council 20 to 25 working days prior to the date on which the annual general meeting is to be convened, and 15 to 20 days (and not less than 10 working days) prior to the date on which the extraordinary general meeting is to be convened, and all holders of domestic shares shall be deemed to have been notified of the forthcoming Shareholders' general meeting once the announcement is published. | | |
| Provided that such action complies with relevant laws and regulations and the listing rules for stock exchanges where the Company's shares are listed and fulfills relevant procedures, for shareholder of H shares, the Company may also send the aD 1f y ofyy6ordiny6ors' y6or6 (meetTEMC | | 025 Tc 0.217 |

APPENDIX I

| Ei 🗱 g Te 🔥 f | P ed A e d e 28% |
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| She A Sic e, fA, ciaso | Mae A Mc e, f A, ciaMo |
| Sec ³⁵⁶ 5 H di g f Sha eh de s ' | Sec ³³⁶ 5 H di g f Sha eh de v |
| GeeaMee g | Geea Mee & g |
| Ge e a Meexe g A C e 102 Minutes of a Shareholders' general meeting shall be kept by the Secretary to the Board. The meeting minutes shall specify: (I) the time, venue and agenda of the meeting, and the name of the convener; (II) the names of the chairperson, and the directors, supervisors, general manager and other senior management attending or present at the meeting; (III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the percentage of these shares to the total number of shares of the Company; (IV) the consideration process, summaries of speeches and voting result for each proposal; (V) details of the inquiries or suggestions from shareholders, and the corresponding response or explanations; (VI) the name(s) of the lawyer(s), counting officer(s) and monitoring officer(s); and (VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association. | A Ke e 83 Minutes of a Shareholders' general meeting shall be kept by the Secretary to the Board. The meeting minutes shall specify: (I) the time, venue and agenda of the meeting, and the name of the convener; (II) the names of the chairperson, and the directors, supervisors, general manager and other senior management attending or present at the meeting; (III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the percentage of these shares to the total number of shares of the Company; (IV) the consideration process, summaries of speeches and voting result for each proposal; (V) details of the inquiries or suggestions from shareholders, and the corresponding response or explanations; (VI) the name(s) of the lawyer(s), counting officer(s) and monitoring officer(s); (VII) Me E be f ha e Min & g g ight he d by h de f d e & c ha e (i c di g ie f ha eh de) a d h de f d e & ca i i & d f eig ha e (i c di g ie f ha eh de) A h a & ded & he ge e a ee & g f ha eh de each acc & & g f Mae f & f & c & a & & & & & & & & & & & & & & & & |

| E i 🖉 g Te 🖕 f | P ed A e d e 2020 |
|---|--|
| Mae A Mic e f A u ciaMo | She A She e f A y ciaso |
| Sec 56 6 V 556 g a d Re (2015) also also | Sec 366 6 V 366 g a d Re (2016) al al a constant |
| Sha eh de ¿Ge e a Mee‰ g | Shaeh de ¿Geea Mee g |
| A Sice 108 The following matters shall be | A Stee 89 The following matters shall be |
| approved by special resolution at the | approved by special resolution at the |
| Shareholders' general meeting: (I) increase or | Shareholders' general meeting: (I) increase or |
| reduction of the registered capital and the | reduction of the registered capital and the |
| issuance of shares of any class, warrants and other | issuance of shares of any class, warrants and other |
| similar securities of the Company; (II) issuance of | similar securities of the Company; (II) issuance of |
| bonds by the Company; (III) merger, division, | bonds by the Company; (III) merger, division, |
| change in corporate form, dissolution and | <u>e ge</u> , change in corporate form, dissolution and |
| liquidation of the Company; (IV) amendments to | liquidation of the Company; (IV) amendments to |
| the Articles of Association; (V) purchase or | the Articles of Association (i c di g the e |
| disposal of substantial assets by the Company | <u>f</u> ced de f (Shegeea ee Shog f |
| within one year or guarantee within one year with | ₄haeh de ₄ ⊠ae ⊠re₄ f ced⊠re f ⊠ae |
| an amount exceeding 30% of the latest audited | Bad fDiec & ad Mae De f ced De |
| total assets of the Company; (VI) share incentive | f Mate B a d f a e i j ; (V) purchase or |
| schemes; (VII) adjustment or change of the profit | disposal of substantial assets by the Company |
| distribution policy; and (VIII) other matters | within one year or guarantee within one year with |
| stipulated by laws, administrative regulations, | an amount exceeding 30% of the latest audited |
| listing rules for stock exchanges where the | total assets of the Company; (VI) share incentive |
| Company's shares are listed or the Articles of | schemes; (VII) i - ff f bidia ie a d |
| Association, and specified by ordinary resolutions | i B g; (VIII) i B e ha e c e Bb e |
| of the Shareholders' general meeting that are | <u>c</u> a ³⁶ / ₂₆ b d ₄ efe ed ³⁶ / ₆ / ₆ a d ³⁶ / ₂₆ |
| considered to be significant to the Company and | eck ikke, ec g i ed ba khe CSRC; (IX) |
| shall be approved by special resolutions. | e 🗹 cha e cha e f 🖾 e f ed 🗹 g |
| | egi de ed ca ila; (X) aj a ela |
| | e & di i g; (XI) a i 🕼 e 🕼 di i a a d |
| | e 🛛 e a 🌃 f acc 🖾 🖾 g fi 🔥 and (XII) |
| | other matters stipulated by laws, administrative |
| | regulations, listing rules for stock exchanges |
| | where the Company's shares are listed or the |
| | Articles of Association, and specified by ordinary |
| | resolutions of the Shareholders' general meeting |
| | that are considered to be significant to the |
| | Company and shall be approved by special resolutions. |
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| Ei 🖧 g Te 🔥 f | P ed A e d e 2000 |
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| The A Sice of A of Cia Sic | Sine A Sice f f A q ciality |
| A Exc e 109 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. | A Sec e 90 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. |
| When the Shareholders' general meeting considers significant matters that could affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately. The results of such separate vote counting shall be disclosed promptly and publicly in accordance with relevant laws and regulations and the listing rules for stock exchanges where the Company's shares are listed. | When the Shareholders' general meeting considers significant matters that could affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately. The results of such separate vote counting shall be disclosed promptly and publicly in accordance with relevant laws and regulations and the listing rules for stock exchanges where the Company's shares are listed. |
| | If a cha ch de Cha ce Che Ca de Cade Cade Cade Cade Cade Cade Ca |
| The Company has no voting right for the shares it holds, and these shares shall be excluded from the total number of voting shares represented by the shareholders attending the Shareholders' general meeting. | The Company has no voting right for the shares it holds, and these shares shall be excluded from the total number of voting shares represented by the shareholders attending the Shareholders' general meeting. |
| The Board, independent directors and shareholders who satisfy relevant requirements may solicit voting rights from shareholders. Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting Shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights. | The Board, independent directors and shareholders who satisfy relevant requirements may solicit voting rights from shareholders h di g e Ma 1% f & g ha e i e & kock i & g ha e i e & kock i & kock e ego ak f & e & b i hed i acc da ce i i h a , ad i i & ak e ego ak f & e & f & e & b i hed i acc da ce i i h a , ad i i & ak e ego ak f & e & f & e & b i hed i acc da ce i i h a & a a d i i & ak e ego ak f & e & f & e & b i hed i acc da ce i i h a & a a d i i & ak e ego ak f & e & f & e & b i hed i acc da ce i i h a & a a d i i & ak e ego ak f & e & f & e & f & e & f & e & e ego ak f & e & f & e & f & f & e & e ego ak f & e & f & f & e & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & f & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & e ego ak f & e & f & f & e & f & e & f & e ego ak f & e & f & f & e & f & e & f & e & f & e & f & e & f & e & f & e & f & e & f & e & f & f |

| Ei 🎜 g Te 🖕 f | P ed A e d e 2026 |
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| She A She e t A 🙀 cia Sho | Zhe A Zhe e f A e ciaZh |
| A Sice e 110 When a related party transaction is | A Sec e 91 When a related party transaction is |
| considered at a Shareholders' general meeting, the | considered at a Shareholders' general meeting, the |
| related shareholders may attend the Shareholders' | related shareholders may attend the Shareholders' |
| general meeting and may express their views to | general meeting and may express their views to |
| the attending shareholders in accordance with | the attending shareholders in accordance with |
| meeting procedure, but shall not vote, and the | meeting procedure, but shall not vote, and the |
| voting shares represented by them shall not be | voting shares represented by them shall not be |
| counted in the total number of valid votes; the | counted in the total number of valid votes; the |
| announcement of any resolution made at the | announcement of any resolution made at the |
| Shareholders' general meeting shall adequately | Shareholders' general meeting shall adequately |
| disclose information relating to voting by | disclose information relating to voting by |
| non-related shareholders. | non-related shareholders. |
| The chairperson of the meeting shall, before any | The chairperson of the meeting shall, before any |
| proposal on related party transactions is | proposal on related party transactions is |
| considered at the Shareholders' general meeting, | considered at the Shareholders' general meeting, |
| inform related shareholders that they are not | inform related shareholders that they are not |
| entitled to vote on the proposal, and announce the | entitled to vote on the proposal, and announce the |
| number of attending shareholders and proxies | number of attending shareholders and proxies |
| other than related shareholders and the total | other than related shareholders and the total |
| number of their voting shares. | number of their voting shares. |
| The votes cast by any related shareholder on | The votes cast by any related shareholder on |
| related party transactions in violation of this | related party transactions in violation of this |
| Article shall be invalid. | Article shall be invalid. |
| Resolution at a Shareholders' general meeting on | Resolution at a Shareholders' general meeting on |
| a related party transaction shall be passed by | a related party transaction shall be passed by |
| votes representing more than one half of the | votes representing more than one half of the |
| voting rights held by non-related shareholders | voting rights held by non-related shareholders |
| attending the Shareholders' general meeting. | attending the Shareholders' general meeting. |
| However, if the related party transaction involves | However, if the related party transaction involves |
| any of the matters specified in Article 108 of the | any of the matters specified in Article <u>89</u> 108 of |
| Articles of Association, a resolution at a | the Articles of Association, a resolution at a |
| Shareholders' general meeting on the related party | Shareholders' general meeting on the related party |
| transaction shall be passed by votes representing | transaction shall be passed by votes representing |
| more than two thirds of the voting rights held by | more than two thirds of the voting rights held by |
| non-related shareholders attending the | non-related shareholders attending the |
| Shareholders' general meeting. | Shareholders' general meeting. |
| A Exc e 111 The Company shall provide convenience to shareholders to attend Shareholders' general meetings by whatever means including preferentially providing modern IT means such as online voting platform, provided that the Shareholders' general meetings shall be held legally and validly. | Deleted. |

| Ei Kog Te ef | P ed A e d e 28% |
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| Kate A Kate ef A eg cia Ko | Zhe A Zhe e f A e ciaZh |
| A Sec e 114 A cumulative voting system shall be adopted for the election of more than one director or supervisor at the Shareholders' general meeting. | A $\bigotimes e 94$ A cumulative voting system shall be adopted for the election of director or supervisor at the Shareholders' general meeting. Whe \bigotimes be be feec $\bigotimes i$ i e, a i ge a habe $\bigotimes b$ i i e, a i ge a |
| The cumulative voting system referred to in the | The cumulative voting system referred to in the |
| preceding paragraph means that each share shall | preceding paragraph means that each share shall |
| be entitled to the number of votes equivalent to | be entitled to the number of votes equivalent to |
| the number of directors or supervisors to be | the number of directors or supervisors to be |
| elected at the Shareholders' general meeting, and | elected at the Shareholders' general meeting, and |
| shareholders may consolidate their votes for one | shareholders may consolidate their votes for one |
| or more directors or supervisors. The Board of | or more directors or supervisors. The Board of |
| Directors shall provide shareholders with the brief | Directors shall provide shareholders with the brief |
| biographies and background information of the | biographies and background information of the |
| candidates for the roles of directors or supervisors. | candidates for the roles of directors or supervisors. |

| | (|
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| E i 💯 g Te 📢 f | P ed A e d e 2020 |
| E i g Te f ge A ge f A ge i ge re f A ge i ge re i f de de re i f de de re i f de de re i de de f de de de re de de de de de de de d | P ed A e d e Marc A Marc e f A ciaMarcia The principles below shall be followed for voting at a Shareholders' general meeting under the cumulative voting system: (I) the number of candidates for the roles of directors, <u>i de e de Marcia</u> di ecMarcia or supervisors may be greater than that of the directors or supervisors to be elected at the Shareholders' general meeting, but the number of candidates to be voted by each shareholder shall not exceed the number of directors, <u>i de e de Marcia</u> di ecMarcia or supervisors to be elected at the Shareholders' general meeting, and the total number of votes allocated to the shareholders shall not exceed the number of votes held by them; otherwise, the votes shall be invalid; (II) voting for independent directors and non-independent directors shall be carried out separately. For the election of independent directors, the number of votes each shareholder is entitled to shall be equal to the number of shares |

| Ei Stog Te e f | P ed A e d e 282% |
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| State A Stace e f A e cia Sto | Zhe A Zice e f A e e ciaZió |
| A Sec e 124 An on-site Shareholders' general meeting shall not conclude earlier than that held online or by other means, and the chairperson of the meeting shall be responsible for determining whether a proposal is passed or not at the Shareholders' general meeting according to the | |

| E: W ~ T ~ f | |
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| Eid & gTe ef She A She e f A e cia Sho | P ed A e d e 282% Zhe A Zhe e f A e ciaZh |
| Cha Sto 5 B a d f Di ec Sto 4 | Cha Ste 5 B a d f Di ec 36 |
| L | |
| Secto 2 B a d f Di ecto A to c e 151 The Board shall exercise the following functions and powers: (I) to convene Shareholders' general meetings and report to the Shareholders' general meeting; (II) to implement resolutions passed at the Shareholders' general meetings; (III) to determine the Company's business plans and investment plans; (IV) to formulate the Company's annual financial budgets and final accounting plans; (V) to formulate the Company's profit distribution plans and loss recovery plans; (VI) to formulate the proposals for increase or decrease of the Company's registered capital, and proposals for the issuance of bonds or other securities and listing; (VII) to formulate plans for any substantial acquisition by the Company, repurchase of Shares or merger, division, dissolution and change in form of the Company; (VIII) to decide matters relating, but not limited to, to the Company's external investments, purchase and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management and connected transactions within the scope of authority granted by the Shareholders' general meeting; (IX) to decide the establishment of the Company's internal management structure; (X) to appoint or dismiss the Company's general manager and Secretary to the Board and, based on nomination by the general manager, to appoint or dismiss senior management including the deputy general manager and chief financial officer of the Company and to determine their remuneration, incentives and penalties; (XII) to formulate the basic management policies of the Company; (XII) to formulate the proposals for any amendment to the Articles of Association; (XIII) to manage matters relating to information disclosure of the Company; (XIV) to propose to the Shareholders' general meeting the appointment or change of the company; (XIV) to consider and review the working report and the work of the general manager of the Company; and (XVI) to perform other functions and powers specified by the laws, administrative regulation | Sec& 2 B a d f Di ec% A % c e 123 The Board shall exercise the following functions and powers: (I) to convene Shareholders' general meetings and report to the Shareholders' general meeting; (II) to implement resolutions passed at the Shareholders' general meetings; (III) to determine the Company's business plans and investment plans; (IV) to formulate the Company's annual financial budgets and final accounting plans; (V) to formulate the Company's profit distribution plans and loss recovery plans; (VI) to formulate the proposals for increase or decrease of the Company's registered capital, and proposals for the issuance of bonds or other securities and listing; (VII) to formulate plans for any substantial acquisition by the Company, repurchase of Shares or merger, division, dissolution and change in form of the Company; (VIII) to decide matters relating, but not limited to, to the Company's external investments, purchase and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, and connected transactions <u>a d d</u> <u>a</u> within the scope of authority granted by the Shareholders' general meeting; (IX) to decide the establishment of the Company's internal management structure; (X) <u>% decide</u> to appoint or dismiss the Company's general manager and Secretary to the Board and <u>b <u>a</u> <u>a</u> <u>a</u> <u>a</u> <u>a</u> <u>a</u> <u>a</u> <u>a</u> <u>a</u> <u>a</u></u> |

| Ei 🖧 g Te 🝾 f | P ed Aede 2020 |
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| She A Sic e f A st ciaso | She A She e f A n ciash |
| The Board may resolve on the issues specified in the preceding paragraph by approval of more than one half of the directors save for the issues specified in (VI), (VII) and (XII) and other issues specified by the laws, administrative regulations, departmental rules, listing rules for stock exchanges where the Company's shares are listed or the Articles of Association, for which approval of two thirds of the directors is required. | The Board may resolve on the issues specified in the preceding paragraph by approval of more than one half of the directors save for the issues specified in (VI), (VII) and (XII) and other issues specified by the laws, administrative regulations, departmental rules, listing rules for stock exchanges where the Company's shares are listed or the Articles of Association, for which approval of two thirds of the directors is required. |
| The Board of the Company may have an Audit Committee and other special committees on strategy, nomination, remuneration and evaluation as needed. The special committees shall be accountable to the Board and fulfill duties as specified in the Articles of Association and as authorized by the Board, and proposals of the committees shall be submitted to the Board for examination and decision. The special committees shall all consist of directors. In the Audit Committee, Nomination Committee, and Remuneration and Evaluation Committee, independent directors shall be the majority and shall act as conveners, and the convener of the Audit Committee shall be an accountant. The Board shall be responsible for formulating the procedures governing the work of the special committees and regulate their operations. | The Board of the Company may have an Audit Committee and other special committees on strategy, nomination, remuneration and evaluation as needed. The special committees shall be accountable to the Board and fulfill duties as specified in the Articles of Association and as authorized by the Board, and proposals of the committees shall be submitted to the Board for examination and decision. The special committees shall all consist of directors. In the Audit Committee, Nomination Committee, and Remuneration and Evaluation Committee, independent directors shall be the majority and shall act as conveners, and the convener of the Audit Committee shall be an accountant. The Board shall be responsible for formulating the procedures governing the work of the special committees and regulate their operations. |
| A Sec e 152 The Board shall not dispose of or agree to dispose of any fixed assets without the approval of the Shareholders' general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months prior to such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest balance sheet considered and approved by the Shareholders' general meeting. Disposal of fixed assets referred to in this Article include the transfer of some asset interests, but do not include guarantees provided by the pledge of | Deleted. |
| not include guarantees provided by the pledge of fixed assets. The effectiveness of the Company's transaction of disposing fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 1 of this Article. | |

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| | |
| A Sac e 155 The Board shall establish strict | A Sice 126 The Board shall establish strict |
| review and decision-making procedures for the | review and decision-making procedures for the |
| Company's external investment, purchase and disposal of assets asset mortgage external | Company's external investment, purchase and disposed of assets asset mortgage external |
| disposal of assets, asset mortgage, external guarantee, entrusted wealth management and | disposal of assets, asset mortgage, external guarantee, entrusted wealth management, and |
| connected transactions. Specifically, the Board | connected transactions $\mathbf{a} \mathbf{d} \mathbf{d} \mathbf{a} \mathbf{X} \mathbf{b}$. |
| has the authority to examine and approve the | Specifically, the Board has the authority to |
| following matters: (I) investments of a single | examine and approve the following matters: (I) |
| amount below 30% and above 10% of the total | investments of a single amount below 30% and |
| asset value on the Company's consolidated | above 10% of the total asset value on the |
| accounting statements of the most recent financial | Company's consolidated accounting statements of |
| year, including equity investments (excluding | the most recent financial year, including equity |
| venture capital), operating investments, entrusted | investments (excluding venture capital), operating |
| wealth management and entrusted loans; venture | investments, entrusted wealth management and |
| capital other than securities investment with an | entrusted loans; venture capital other than |
| amount below RMB50 million. For investments | securities investment with an amount below |
| with funds raised from the issuance of securities | RMB50 million. For investments with funds |
| that require approval by the Shareholders' general meeting in accordance with the departmental rules | raised from the issuance of securities that require approval by the Shareholders' general meeting in |
| of the CSRC and the normative documents of the | accordance with the departmental rules of the |
| Shenzhen Stock Exchange, approval from the | CSRC and the normative documents of the |
| Shareholders' general meeting shall be obtained; | Shenzhen Stock Exchange, approval from the |
| (II) asset collateral or pledge, the cumulative | Shareholders' general meeting shall be obtained; |
| amount of which is less than 50% of the total | Mae Man a e No f Mae Ma e ac Mo ab e 10% f |
| asset value on the Company's consolidated | Mae Matha a et a le Mae i Mad c a 🖉 🖕 |
| accounting statements of the most recent financial | c ida Stédacc 🛛 🖾 g 🌋 🕉 e 🖾 f Stae 🏾 🖉 |
| year; (III) other external guarantees other than | ece Zafi a cia Zea, Zhe Zazh a eze i ed |
| those required to be submitted to the | i She Ska acts hae b Shab a Sead |
| Shareholders' general meeting for consideration | a ai ed a Me, Ahiche e i highe ; (II) asset |
| and approval in accordance with Article 68 of the | collateral or pledge, the cumulative amount of |
| Articles of Association; (IV) debt financing | which is less than 50% of the total asset value on the Company's consolidated accounting |
| matters (excluding bond issuance) with a single amount below 10% of the net asset value on the | statements of the most recent financial year She |
| Company's consolidated statements of the most | elloa ello file lloa acido la gello de cha |
| recent financial year, and the debt ratio to the | e Mixe) ab e 10% f kae eka eka a ke |
| Company's assets remains under 60% after such | Mae i Med c a X c idaMed acc X Mo g |
| financing; (V) purchase and disposal of assets that | A a f Mae No ece Mi a cia Sea, |
| are not required by laws, administrative | 🕅 🕅 🕅 🕅 🖉 🖉 🖓 ab e RMB10'ii, a d 🖾 ae |
| regulations, relevant documents of the CSRC and | <u>e Mage Mai edi Mae Maagac Mae bi Ma</u> |
| the Rules Governing the Listing of Shares on | b a da ai ed a de, Whiche e i |
| Shenzhen Stock Exchange to be submitted to the | highe ; (III) other external guarantees other than |
| Shareholders' general meeting for consideration | those required to be submitted to the |
| and approval; (VI) fixed asset and long-term | Shareholders' general meeting for consideration |
| equity investments with losses of more than RMB80 million and a single amount below 10% | and approval in accordance with Article 68 of the Articles of Association: When a 20% g i c a f |
| RMB80 million and a single amount below 10% | Articles of Association; State e a Storg i c e f State Stor a c Stor State (State a c State) f State |
| of the net asset value on the Company's consolidated statements of the most recent | <u>Mae Maa acMa Ma geMa Maa e Mini f Mae</u> <u>Ma</u> o ece Mafi a cia Kea ab e 10% f Mae |
| financial year; (VII) related party transactions that | e allo g i c , e 'la a i lo c i lo // i late |
| are not required by the laws, administrative | c ida Med acc X No g Mar e Me f Mae |
| regulations, relevant documents of the CSRC and | ece Zofi a cia Zea , Zilla a a Z Zoab e |
| the Rules Governing the Listing of Shares on | RMB10 i i ; (IV) debt financing matters |
| Shenzhen Stock Exchange to be submitted to the | (excluding bond issuance) with a single amount |
| Shareholders' general meeting for consideration | below 10% of the net asset value on the |
| and approval; related party transactions between | Company's consolidated statements of the most |
| the Company and a related natural person | recent financial year, and the debt ratio to the |

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| involving an amount of more than RMB300,000 (inclusive), and related party transactions between the Company and a related legal person the amount of which exceeds RMB3 million (inclusive) or accounts for more than 0.5% (inclusive) of the latest audited absolute value of the net asset of the Company but is less than RMB30 million or 5% of the latest audited absolute value of the net asset of the Company. | Company's assets remains under 60% after such financing; The e% fil% e all f The %a ack is ges fil a i a i file e i file a cia cea ab e 10% f The e file a cia cea ab e 10% f The e file a cia cea ab e 10% f The e file a cia cea a b e 10% f The e file a cia cea a file a a b soab e RMBT i i ; (V) purchase and disposal of assets that are not required by laws, administrative regulations, relevant documents of the CSRC and the Rules Governing the Listing of Shares on Shenzhen Stock Exchange to be submitted to the Shareholders' general meeting for consideration and approval; The sea acts a file e c idaded acc for a cea cea a file e ece for a cia cea a d e e ce ab e 10% f the edited acc for a cea cea cea cea cea cea cea cea cea c |
| External guarantees that are required to be | External guarantees that are required to be |
| examined and approved by the Board must be | examined and approved by the Board must be |
| approved by more than one half of all the | approved by more than one half of all the |
| directors of the Company and more than two | directors of the Company and more than two |
| thirds of all independent directors, and shall be | thirds of all independent directors, and shall be |
| passed by more than two thirds of the directors | passed by more than two thirds of the directors |
| present at the Board meeting. | present at the Board meeting. |

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| A Sace 160 Interim Board meetings may be convened upon proposal by the shareholders | A Stee 131 Interim Board meetings may be convened upon proposal by the shareholders | |
| representing at least one-tenth of the total voting | representing at least one-tenth of the total voting | |
| rights, by at least one-third of the directors, by at | rights, <u>chai</u> , by at least one-third of the | |
| least one-half of the independent directors, by the | directors, by at least one-half of the independent | |
| Supervisory Committee, or by the general | directors, by the Supervisory Committee or by the | |
| manager. The chairman shall convene and chair a Board meeting within 10 days after receipt of the | general manager. The chairman shall convene and chair a Board meeting within 10 days after receipt | |
| proposal. | of the proposal. | |
| Cha 🏾 Cha 🖉 6 Ge e a Ma age a d O 🏾 Cha e Se i Ma age e 🕅 co | Cha & 6 Ge e a Ma age a d O&ae Se i Ma age e & | |
| A Sice 172 Staff of the controlling shareholders | A Sec e 143 Staff of the controlling shareholders | |
| of the Company who serve administrative | of the Company who serve administrative | |
| positions other than as director or supervisor shall | positions other than as director or supervisor shall | |
| not serve as senior management of the Company. | not serve as senior management of the Company.o | r shall re B DC |
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| (VII) to determine the appointment or dismissal of responsible management except for those who should be appointed or dismissed by the Board; | (VII)to determine the appointment or dismissal of responsible management except for those who should be appointed or dismissed by the Board; |
| (VIII) to formulate the plans for the salary, benefits, rewards and punishments of the Company's employees, and to determine the employment and dismissal of the Company's employees; and | (VIII) to formulate the plans for the salary, benefits, rewards and punishments of the Company's employees, and to determine the employment and dismissal of the Company's employees; |
| (IX) to exercise other powers conferred by the Articles of Association or the Board. | (IX) ⁽³⁰ de ⁽³⁰⁾ i e ³⁰ a e hiig, ³⁰ a d <u>de ³⁰ , a a gic caaea a deceaea e</u> <u>egada</u> <u>Biah e ³⁰ a d dia iaa f</u> <u>c a ge geea</u> ; |
| | (X) Stoa a fai 🛛 e e e e i c de ed i dai de e a stoa a daage e Stof Stae c a de esta a daage e stof Stae |
| | (XI) ⊠ó decide ⊠he die ea fc a È e ⊠e a d⊠he ⊠ chae ffied age©a ⊠i⊠hi ⊠he i i⊠∞a⊠Mh i ed bÈ ⊠he b a d fdiec‱i |
| | $(XII) \boxtimes o a \qquad a \qquad f \boxtimes a e \qquad c \qquad a \bigotimes i \qquad fi \ a \ cia \\ e \qquad e \ di \boxtimes e \qquad i \ \boxtimes a a \qquad i \ ed \\ b \boxtimes a \ d \ f \ di \ e \bigotimes i \ e \ a \ di \ di \ e \boxtimes o \\ \& a \ de \ cia \ d \ f \ di \ e \boxtimes o \\ e \ de \ de \ d \ d \ d \ d \ e \ d \ d$ |
| | (XIII) 💯 _e ig ai 🖾 e c 🌌 ac 🎘 ad ag ee e 🖾 e behaf f 🍱 e c a 🛱 ae a 🖾 a i ed b 🛱 ae b ad f di ec 🖾 ei |
| | (XIV)⊠o is de dai dad i is Zoa Zoe a db⊠si ess dc⊠ e ⊠ss a d |
| | (XV)to exercise other powers conferred by the Articles of Association or the Board. |
| The general manager may be present at a Board meeting. The general manager has no voting rights at the Board meetings unless he/she is also a director. | The general manager may be present at a Board meeting. The general manager has no voting rights at the Board meetings unless he/she is also a director. |

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| A Sec e 176 The working rules of the general manager shall specify: (I) the conditions, procedures and attendees for convening general manager's meetings; (II) the respective duties and division of responsibilities among the general manager and other senior management; (III) use of funds and assets of the Company, limits of his/ her authority to enter into important contracts, and the system to report to the Board and the Supervisory Committee; and (IV) other matters deemed necessary by the Board. | A Sec e 147 The working rules of the general manager shall specify: (I) the conditions, procedures and attendees for convening general manager's meetings; (II) the respective duties and division of responsibilities among the general manager and other senior management; (III) use of funds and assets of the Company, limits of his/ her authority to enter into important contracts, and the system to report to the Board and the Supervisory Committee; and (IV) other matters deemed necessary by the Board. |
| A Etc e 181 If any member of senior | A Exec e 152 If any member of senior |
| management violates the laws, administrative | management violates the laws, administrative |
| regulations, departmental rules or the Articles of | regulations, departmental rules or the Articles of |
| Association in fulfilling his/her duties to the | Association in fulfilling his/her duties to the |
| Company, thereby causing the Company to incur | Company, thereby causing the Company to incur |
| any loss, the said member shall be liable for | any loss, the said member shall be liable for |
| compensation. | compensation. |
| If a member of senior management provides | IC a mail b2B03.5557 ior management 258013 ide |
| guarantee for others with the property of the | guarantee for others with the property of the |
| Company without the approval of the Board or the | Company without the approval of the Board or the |
| Shareholders' general meeting, the Company shall | Shareholders' general meeting, the Company shall |
| dismiss the said member from all his/her posts in | dismiss the said member from all his/her posts in |
| the Company; and if the Company has suffered | the Company; and if the Company has suffered |
| any loss arising therefrom, the said member shall | any loss arising therefrom, the said member shall |
| be liable for compensation. | be liable for compensation. |
| | The C a d' e e i a age e do h d d fai 20 f d e f 20 f d a fegda d She be do i 20 e d f d f d f d a fegda d ha eh de f f d f d f d f d f d f d f C a d fai 20 f a d f d f d f d f d f d f d f d f d f |
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| | convene and chair Shareholders' general meeting when the Board fails to perform the duty of convening and chairing Shareholders' general meetings \mathbf{X} de \mathbf{X} he C a \mathbf{X} La \mathbf{X} ; (VI) to examine the financial information such as the financial reports, operating reports and profit distribution plans to be submitted by the Board to the Shareholders' general meetings and, should any irregularities be found, to engage, in the name of the Company, certified public accountants or certified auditors for a re-examination of the aforesaid information at the cost of the Company; (VIII) to make proposals to the Shareholders' general meeting; (IX) to bring actions against the directors and senior management according to Article 152 of the Company Law; and (X) to exercise other powers stipulated by the Articles of Association. to investigate the Company should any abnormal operation situation arise; to engage accounting firms, law firms and other professional institutions to assist in the investigation if necessary, and the fees shall be borne by the Company. |
| Cha & 8 Q a ifica & a d Ob iga & f Di ec & S e i e e Ge e a Ma age a d O a age S e i Ma age e & | De e ^g éd. |
| Cha & 9 Fiaciaad Acc & & g g g g g g g g g g g g g g g g g | Cha & SFiaciaad Acc & & gS gK & g Pfi®Di & ad Acc & Addi®o |
| Section 1 Fia cia a d Acc & to g State | Section 1 Fia cia a d Acc 🕅 🖾 g S 🛱 🌠 |
| A Sic e 214 The Company shall submit an annual financial report to the CSRC and the stock exchange within four months from the end of each financial year, submit an interim financial report to the CSRC offices and the stock exchange within two months from the end of the first six months of each financial year, and submit a quarterly financial report to the CSRC offices and the stock exchange within one month from the end of the first three months and nine months respectively of each financial year. | A Sec e 167 The Company shall submit a d b i h an annual financial report to the CSRC and the stock exchange within four months from the end of each financial year, submit a d b i h an interim financial report to the CSRC offices and the stock exchange within two months from the end of the first half of each financial year and submit a quarterly financial report to the CSRC offices and the stock exchange within one month from the end of the first three months and nine months respectively of each financial year. |
| The aforesaid financial reports shall be prepared in accordance with relevant laws, administrative regulations and departmental rules. | The aforesaid financial a a d i b i reports shall be prepared in accordance with relevant laws, administrative regulations, <u>CRSC</u> and <u>b</u> a e cha g e departmental rules. |

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| The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations, as well as in accordance with international accounting standards or the accounting standards of the overseas locality where the Company's shares are listed. If there are any material differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. When distributing the after-tax profits of the relevant financial year, the Company shall take as final the smaller amount of after-tax profits out of the aforesaid two kinds of financial statements. | |
| The interim results or financial information published or disclosed by the Company shall be | |
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| The after-tax profits remaining after makeup of losses and withdrawal of reserves funds shall be distributed by the Company to the shareholders in proportion to their shareholding. | The after-tax profits remaining after makeup of losses and withdrawal of reserves funds shall be distributed by the Company to the shareholders in proportion to their shareholding. <u>H \boxtimes e e , \boxtimes i A \boxtimes c e f A cia\boxtimes \boxtimes a\boxtimes \boxtimes a\boxtimes \boxtimes a\boxtimes \boxtimes e \boxtimes i be di \boxtimes ib \boxtimes a c di g \boxtimes \boxtimes he ha eh di g a\boxtimes.</u> |
| If the Shareholders' general meeting, in violation of the provision in the preceding paragraph, distributes profits to shareholders before recovering losses and withdrawing the statutory reserve fund, the profits thus distributed shall be returned to the Company. | If the Shareholders' general meeting, in violation of the provision in the preceding paragraph, distributes profits to shareholders before recovering losses and withdrawing the statutory reserve fund, the profits thus distributed shall be returned to the Company. |
| The Company shall not be entitled to any distribution of profits in respect of shares held by it. | The Company shall not be entitled to any distribution of profits in respect of shares held by it. |
| A Sace 220 The Company's profit distribution policy: | A Sec e 173 The Company's profit distribution policy: |
| (I) The Company's profit distribution policy | (I) The Company's profit distribution policy |
| The Company adopts a consistent and stable profit distribution policy, which shall emphasize reasonable investment returns to investors, take into account the Company's sustainable development and adhere to the following principles: | The Company adopts a consistent and stable profit distribution policy, which shall emphasize reasonable investment returns to investors, take into account the Company's sustainable development and adhere to the following principles: |
| 1. Profits must be distributed in the statutory order; | 1. Profits must be distributed in the statutory order; |
| 2. No profits shall be distributed if there is any unrecovered loss; | 2. No profits shall be distributed if there is any unrecovered loss; |
| 3. The Company shall not be entitled to any distribution of profits in respect of shares held by it. | 3. The Company shall not be entitled to any distribution of profits in respect of shares held by it. |
| (II) Form of profit distribution | (II) Form of profit distribution |
| The Company may distribute profits in the form of cash, shares, a combination of cash and shares and other forms as permitted by laws and regulations. If the conditions for distribution of cash dividends are met, the Company shall first distribute profits in cash dividends. | The Company may distribute profits in the form of cash, shares, a combination of cash and shares and other forms as permitted by laws and regulations. If the conditions for distribution of cash dividends are met, the Company shall first distribute profits in cash dividends. |

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| Cash dividends distributed by the Company | Cash dividends distributed by the Company |
| shall be stated and announced in RMB. Cash | shall be stated and announced in RMB. Cash |
| dividends distributed by the Company to | dividends distributed by the Company to |
| holders of domestic shares shall be paid in | holders of domestic shares shall be paid in |
| RMB; cash dividends distributed by the | RMB; cash dividends distributed by the |
| Company to holders of foreign shares shall | Company to holders of foreign shares shall |
| be paid in foreign currencies. | be paid in foreign currencies. |
| The sums in foreign currencies which the | The sums in foreign currencies which the |
| Company needs to pay to holders of foreign | Company needs to pay to holders of foreign |
| shares shall be obtained pursuant to relevant | shares shall be obtained pursuant to relevant |
| state regulations on foreign exchange. The | state regulations on foreign exchange. The |
| exchange rate between a foreign currency | exchange rate between a foreign currency |
| and RMB shall be the official price of the | and RMB shall be the official price of the |
| said currency announced by the PBOC on | said currency announced by the PBOC on |
| the date of payment of the dividends. | the date of payment of the dividends. |
| (III) Conditions for distribution in cash | (III) Conditions for distribution in cash |
| The Company's earnings per share of | The Company's earnings per share of |
| the current year is not less than | the current year is not less than |
| RMB0.1; | RMB0.1; |
| 2. The audit institution produces a standard unqualified audit report on the Company's financial reports of the current year; and | 2. The audit institution produces a standard unqualified audit report on the Company's financial reports of the current year; and |
| 3. The Company does not have any material investment plans or major cash expenditures (excluding fundraising projects). | 3. The Company does not have any material investment plans or major cash expenditures (excluding fundraising projects). |
| Material investment plans or major cash | Material investment plans or major cash |
| expenditures refer to circumstances under | expenditures refer to circumstances under |
| which the Company's accumulated | which the Company's accumulated |
| expenditure for intended external | expenditure for intended external |
| investment, asset acquisition or equipment | investment, asset acquisition or equipment |
| procurement in the following 12 months | procurement in the following 12 months |
| reaches or exceeds 30% of the latest audited | reaches or exceeds 30% of the latest audited |
| net assets of the Company. | net assets of the Company. |

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| | rtion of distribution in cash | (IV) Proportion of distribution in cash |
| (t t c () 3 2 2 | The profits distributed in cash by the Company every year shall not be less than 10% of the distributable profits in the current year, and the profits cumulatively distributed in cash by the Company in any three consecutive years shall not be less than 30% of the annual average distributable profits realized in these three years; | The profits distributed in cash by t Company every year shall not be le than 10% of the distributable profits the current year, and the profi cumulatively distributed in cash by t Company in any three consecuti years shall not be less than 30% of t annual average distributable profi realized in these three years; |
| r a ł | The Company's profit distribution shall neither exceed the range of the accumulated distributable profits nor harm the Company's ability to operate sustainably; and | The Company's profit distribution shaneither exceed the range of the accumulated distributable profits n harm the Company's ability to operative sustainably; and |
| c c t c F c | The Board shall formulate differentiated cash dividend policies in different development stages taking into account the Company's industrial characteristics, development stages, business model, profitability, whether there are major capital expenditure arrangements and other factors: | 3. The Board shall formulate differentiat cash dividend policies in differe development stages taking into accou the Company's industrial characteristic development stages, business mode profitability, whether there are maj capital expenditure arrangements an other factors: |
| (| If the Company is fully developed and has no major capital expenditure arrangements, cash dividends shall take up a minimum of 80% in the profit distribution; | (1) If the Company is fully develop and has no major capital expenditu arrangements, cash dividen shall take up a minimum of 80 in the profit distribution; |
| (| (2) If the Company is fully developed and has major capital expenditure arrangements, cash dividends shall take up a minimum of 40% in the profit distribution; | (2) If the Company is fully develop and has major capital expenditu arrangements, cash dividen shall take up a minimum of 40 in the profit distribution; |
| (| (3) If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in the profit distribution; | (3) If the Company is in a growth sta and has major capital expenditu arrangements, cash dividends sh take up a minimum of 20% in t profit distribution; |
| stage major | is difficult to define the development of the Company, but the Company has capital expenditure arrangements, the ding provisions may still be followed. | If it is difficult to define the developme stage of the Company, but the Company h major capital expenditure arrangements, t preceding provisions may still be followed |

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| Mae A Mac e f A s ciam | She A Skc e f A t ciast |
| (V) Period of profit distribution | (V) Period of profit distribution |
| The Company distributes profits once every year in principle in compliance with the profit distribution policy to ensure the Company's normal operation and long-term development; the Board of the Company may propose and implement (upon consideration and approval by the Shareholders' general meeting) an interim profit distribution plan according to the Company's profitability and capital demand. | The Company distributes profits once every year in principle in compliance with the profit distribution policy to ensure the Company's normal operation and long-term development; the Board of the Company may propose and implement (upon consideration and approval by the Shareholders' general meeting) an interim profit distribution plan according to the Company's profitability and capital demand. |
| (VI) Conditions for share dividend distribution | (VI) Conditions for share dividend distribution |
| The Company may propose and implement a share dividend distribution plan while proposing the cash dividend distribution plan when it meets the conditions for cash dividend distribution and the Board believes that the Company has a reasonable share capital size and shareholding structure. | The Company may propose and implement a share dividend distribution plan while proposing the cash dividend distribution plan when it meets the conditions for cash dividend distribution and the Board believes that the Company has a reasonable share capital size and shareholding structure. |
| (VII)Decision-making procedure and mechanism of profit distribution | (VII)Decision-making procedure and mechanism of profit distribution |
| 1. The Company's profit distribution plan shall be proposed and formulated by the Company's management and the Board based on the Company's profitability, capital demand and Shareholders' returns plan and considered at a Shareholders' general meeting after consideration and approval by the Board. Independent directors shall provide, announce and disclose their independent opinions in this regard. The cash dividend distribution plan shall be passed by votes representing more than one half of the voting rights represented by the shareholders' general meeting; the share dividend distribution plan and the plan for distribution by integrating cash and shares shall be passed by votes representing more than two thirds of the voting rights represented by the shareholders or their proxies attending the Shareholders' general meeting; the shareholders or their proxies attending the Shareholders' proxies attending the shareholders' of the voting rights represented by the shareholders or their proxies attending the Shareholders' general meeting; | 1. The Company's profit distribution plan shall be proposed and formulated by the Company's management and the Board based on the Company's profitability, capital demand and Shareholders' returns plan and considered at a Shareholders' general meeting after consideration and approval by the Board. Independent directors shall provide, announce and disclose their independent opinions in this regard. The cash dividend distribution plan shall be passed by votes representing more than one half of the voting rights represented by the shareholders' general meeting; the share dividend distribution plan and the plan for distribution by integrating cash and shares shall be passed by votes representing more than two thirds of the voting rights represented by the shareholders or their proxies attending the Shares shall be passed by votes representing more than two thirds of the voting rights represented by the shareholders or their proxies attending the Shareholders or their proxies attending the Shareholders' general meeting; |

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| 2. In determining the specific pr distribution plan, the Board s carefully study and discuss the tim conditions, minimum ratio of o dividends of the Company, conditions for adjustment of the and the Company's decision- mal procedure and other matters, independent directors shall pro- definite opinions in this reg- Independent directors may sol o pinions from the minor shareholders, put forward proposals dividends and submit them direct the Board for consideration. Divid distribution plans shall be submitte the Shareholders' general meeting consideration after being conside- and approved by the Board; | halldistribution plan, the Board shall carefully study and discuss the timing, conditions, minimum ratio of cash dividends of the Company, the conditions for adjustment of the plan and the Company's decision-making procedure and other matters, and independent directors shall provide definite opinions in this regard.licitIndependent directors may solicit opinions from the minority shareholders, put forward proposals for dividends and submit them directly to the Board for consideration.dSin e i C interest interest |
| 3. When making relevant decisions formulating a profit distribution p the Board shall record in detail summaries of speeches of attend directors, opinions of independ directors, voting results of the Bo and other contents, and shall prod written records properly kept as Company's archives; | olan, the formulating a profit distribution plan, the Board shall record in detail the summaries of speeches of attending directors, opinions of independent directors, voting results of the Board duce and other contents, and shall produce |

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| 4. | Where an audit institution includes | 4. | Where an audit institution includes |
| | explanatory statements, expresses | | explanatory statements, expresses |
| | qualified opinion, refuses to give an | | qualified opinion, refuses to give an |
| | opinion, or gives an adverse opinion on | | opinion, or gives an adverse opinion on |
| | the financial reports of the Company in | | the financial reports of the Company in |
| | its audit report, the Board of the | | its audit report, the Board of the |
| | Company shall explain at the | | Company shall explain at the |
| | Shareholders' general meeting the | | Shareholders' general meeting the |
| | relevant issues which led the audit | | relevant issues which led the audit |
| | institution to express the aforesaid | | institution to express the aforesaid |
| | comments and the effect on such on the | | comments and the effect on such on the |
| | financial and operating conditions of | | financial and operating conditions of |
| | the Company. Where such issues have | | the Company. Where such issues have |
| | direct impact on the profit for the | | direct impact on the profit for the |
| | current period, the Board of the | | current period, the Board of the |
| | Company shall determine the profit | | Company shall determine the profit |
| | distribution plan on the basis that | | distribution plan on the basis that |
| | whichever is lower is preferred; | | whichever is lower is preferred; |
| 5. | When the detailed cash dividend plan is | 5. | When the detailed cash dividend plan is |
| | considered by the Shareholders' | | considered by the Shareholders' |
| | general meeting, the Company shall | | general meeting, the Company shall |
| | actively communicate and exchange | | actively communicate and exchange |
| | ideas with the shareholders, especially | | ideas with the shareholders, especially |
| | minority shareholders, by various | | minority shareholders, by various |
| | means (including but not limited to | | means (including but not limited to |
| | providing online voting means and | | providing online voting means and |
| | inviting minority shareholders to attend | | inviting minority shareholders to attend |
| | the meeting), take into full account the | | the meeting), take into full account the |
| | opinions and requests of minority | | opinions and requests of minority |
| | shareholders and address their concerns | | shareholders and address their concerns |
| | in time. | | in time. |
| | closure of information on profit | | closure of information on profit |
| distr | ibution | dist | ribution |
| 1. | The Company shall disclose the | 1. | The Company shall disclose the |
| | contents and implementation of its | | contents and implementation of its |
| | profit distribution plan and plan for | | profit distribution plan and plan for |
| | conversion of capital reserve fund into | | conversion of capital reserve fund into |
| | share capital, and independent directors | | share capital, and independent directors |
| | shall provide their independent | | shall provide their independent |
| | opinions on the contents of the said | | opinions on the contents of the said |
| | plans; | | plans ; |

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| State A State of A of the cia Sto | She A Sice q f A qq cia 336 |
| 2. Where the management and the Board do not propose or formulate any cash dividend distribution plan for the Company's profits of the current year, the Company shall disclose, in its summaries of regular reports, relevant reasons, including reasons for not distributing dividends, the use and plan of use of the funds not included in the dividend distribution and retained by the Company. Independent directors shall provide and disclose their independent opinions in this respect. | Where the management and the Board do not propose or formulate any cash dividend distribution plan for the Company's profits of the current year, the Company shall disclose, in its summaries of regular reports, relevant reasons, including reasons for not distributing dividends, the use and plan of use of the funds not included in the dividend distribution and retained by the Company. Independent directors shall provide and disclose their independent opinions in this respect. |
| (IX) Principle of adjustment in profit distribution policies | (IX) Principle of adjustment in profit distribution policies |
| Where a Company needs to adjust its profit | Where a Company needs to adjust its profit |
| distribution policies according to the | distribution policies according to the |
| production and operation conditions, | production and operation conditions, |
| investment planning, long-term | investment planning, long-term |
| development, or due to the substantial | development, or due to the substantial |
| changes in the external operating | changes in the external operating |
| environment and its own operating | environment and its own operating |
| conditions, the adjusted profit distribution | conditions, the adjusted profit distribution |
| policies shall not contravene the relevant | policies shall not contravene the relevant |
| laws and regulations, regulatory documents | laws and regulations, regulatory documents |
| and the provisions of the Articles of | and the provisions of the Articles of |
| Association. Proposals on adjustment to the | Association. Proposals on adjustment to the |
| profit distribution policies, in relation to | profit distribution policies, in relation to |
| which independent directors and the | which independent directors and the |
| Supervisory Committee shall provide written | Supervisory Committee shall provide written |
| opinions. Such opinions shall be submitted | opinions. Such opinions shall be submitted |
| to the Shareholders' general meeting for | to the Shareholders' general meeting for |
| deliberation after deliberation by the Board | deliberation after deliberation by the Board |
| of the Company, and shall be approved by | of the Company, and shall be approved by |
| more than two- thirds of the voting rights | more than two- thirds of the voting rights |
| held by the shareholders attending the | held by the shareholders attending the |
| meeting. | meeting. |
| (X) The Supervisory Committee shall supervise | (X) The Supervisory Committee shall supervise |
| the implementation and decision-making | the implementation and decision-making |
| procedures of the Company's profit | procedures of the Company's profit |
| distribution policies and Shareholders' return | distribution policies and Shareholders' return |
| plans by the Board and the management of | plans by the Board and the management of |
| the Company, and shall issue special | the Company, and shall issue special |
| explanations and opinions on the | explanations and opinions on the |
| implementation of the relevant policies and | implementation of the relevant policies and |
| plans if any profits are made in a year but no | plans if any profits are made in a year but no |
| profit distribution plan is proposed. | profit distribution plan is proposed. |

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| She A She e t A 📢 cia Sho | Zhe A Sice e f A e e cia 36 |
| (XI) After the profit distribution plan is adopted | (XI) After the profit distribution plan is adopted |
| at the Shareholders' general meeting, the | at the Shareholders' general meeting, the |
| Board shall complete the distribution of | Board shall complete the distribution of |
| dividends (or shares) within 2 months after | dividends (or shares) within 2 months after |
| conclusion of the Shareholders' general | conclusion of the Shareholders' general |
| meeting. | meeting. |
| Section 3 A i the contract of | Section 3 A i the line of Acc is the grid A the ce 179 The Company shall engage accounting firms "qualified for securities business" c is a line Section is to audit its accounting statements, verify its net assets, and provide other relevant consulting services. The term of appointment shall be one year which commences on the date of conclusion of the current Shareholders' general meeting and ends on the date of conclusion of the subsequent Shareholders' general meeting. The term of office may be renewed. |
| A Sec e 232 The remuneration of the accounting | A C e 185 The remuneration of the accounting |
| firm or the manner in which the firm is to be | firm or the manner in which the firm is to be |
| remunerated shall be determined by the | remunerated shall be determined by the |
| Shareholders' general meeting. The remuneration | Shareholders' general meeting. The remuneration |
| of the accounting firm appointed by the Board | of the accounting firm appointed by the Board |
| shall be determined by the Board. | shall be determined by the Board. |
| Cha (%) 10 N (%) (%) <t< th=""><th>Cha (%) 9 N %) (%) (%) Sec(%) 2 A 2 Ce 8)</th></t<> | Cha (%) 9 N %) (%) (%) Sec(%) 2 A 2 Ce 8) |
| A Gace 243 The Company shall designate at least one newspaper and one website to issue the Company's announcement and other information to the holders of domestic shares within the media designated by the laws, regulations and the securities regulatory authority of the State Council. If the announcement shall be made to holders of H shares in accordance with the Articles of Association, the relevant announcement shall also be published in accordance with the methods prescribed in the Hong Kong Listing Rules. | A Sector 2 A La ce e so A La ce e so A La ce e so A La ce e so A La ce e so C a La capacitation on the sector information to the holders of domestic shares within the media designated by the laws, regulations and the securities regulatory authority of the State Council C a La council C a La councement shall be made to holders of H shares in accordance with the Articles of Association, the relevant announcement shall also be published in accordance with the methods prescribed in the Hong Kong Listing Rules. |
| The information disclosed by the Company in | The information disclosed by the Company in |
| other public media shall not precede the | other public media shall not precede the |
| disclosure in the designated newspapers and | disclosure in the designated newspapers and |
| websites, and the announcement of the Company | websites, and the announcement of the Company |
| shall not be replaced by press release or press | shall not be replaced by press release or press |
| conference, or other forms. | conference, or other forms. |

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| The Board shall have the right to decide to adjust the designated media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by the relevant laws and regulations in the PRC and in Hong Kong, as well as the securities regulatory authority of the State Council, the overseas regulatory authority and the stock exchanges where the Company's shares are listed. Cha Ko 12 A e d e Kake A Kace f | The Board shall have the right to decide to adjust the designated media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by the relevant laws and regulations in the PRC and in Hong Kong, as well as the securities regulatory authority of the State Council <u>CSRC</u> , the overseas regulatory authority and the stock exchanges where the Company's shares are listed. Cha So 11 A e d e Solv She A Sce f |
| A y ciallo | A q ciallo |
| A Size e 262 The Company shall not make any amendment to the provisions of paragraph 2 of Article 35 of the Articles of Association. | Deleted. |
| A Cac e 267 Amendments of the Articles of Association which involve the contents of the Mandatory Provisions shall become effective upon receipt of approvals from the company approval authority authorized by the State Council and the securities regulatory authority of the State Council (if applicable); if the amendments involve registered particulars of the Company, registration of the change shall be carried out in accordance with the law. | Deleted. |
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APPENDIX I

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| Cha (266 14 S) e e (266 (37 P i 4) | Cha & 12 S e e & P i i |
| A Sec e 269 Definitions (1) Controlling shareholder: when acting alone or jointly with other parties, such a person can elect more than half of the Company's directors; when acting alone or jointly with other parties, such a person holds more than 30% (inclusive) of the outstanding shares of the Company; when acting alone or jointly with other parties, such a person can exercise more than 30% (inclusive) of the voting rights of the Company, or control the exercise of more than 30% (inclusive) of the voting rights of the Company; when acting alone or jointly with other parties, such a person has de facto control of the Company. (II) De facto controller refers to a person who is not a shareholder of the Company but can effectively control the Company through investment, agreement or other arrangements. (III) Connected relations refer to the relations between a controlling shareholder, de facto controller, director, supervisor or senior management of the Company and the enterprises directly or indirectly controlled by the same, and such other relationships which may give rise to a transfer of interests of the Company, provided however that there should be no connected relations between | |

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| A See e 273 The Articles of Association shall be | A Ste e 223 The Articles of Association shall be |
| subject to the interpretation of the Board of the | subject to the interpretation of the Board of the |
| Company and shall take effect after adoption at | Company and shall take effect after adoption at |
| the Shareholders' general meeting and shall be | the Shareholders' general meeting and shall be |
| effective from the date on which the overseas | effective from the date on which the overseas |
| listed foreign shares (H shares) issued by the | listed foreign shares (H shares) issued by the |
| Company are listed on the Hong Kong Stock | Company are listed on the Hong Kong Stock |
| Exchange. The original articles of association | Exchange. The original articles of association |
| shall become null and void on the date the | shall become null and void on the date the |
| Articles of Association enters into effect. | Articles of Association enters into effect. |

Note: As a result of the foregoing amendments, the numbering of each clause of the amended Articles of Association will be rearranged and the numbering of other clauses in the document referred to in the clauses will be amended accordingly.

The Articles of Association are prepared in Chinese. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

- 4. In order to be valid, the proxy form must be deposited, for H Share Shareholders, to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the EGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarized copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
- 5. Shareholders shall produce their identification documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorized representative shall produce his/her identification documents and a notarized copy of the relevant authorization instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarized documents allowed by the Company. Proxies shall produce their identification documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
- 6. The EGM is expected to take for less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
- 7. All voting at the EGM will be conducted by poll.