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JOINN LABORATORIES (CHINA) CO., LTD.

北京昭衍新藥研究中心股份有限公司

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

(Stock code: 6127)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS

The board (the “**Board**”) of directors (the “**Directors**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) hereby announces that, at the sixteenth meeting of the fourth session of the Board, the Board resolved and approved, among others: (i) proposed amendments to the articles of association of the Company (the “**Articles of Association**”); and (ii) proposed amendments to the rules of procedures for the general meeting of shareholders (the “**Rules of Procedures for the General Meeting of Shareholders**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association in view of the amendments to The Company Law of the People’s Republic of China (《中華人民共和國公司法》) coming into force on 1 July 2024. The main aspects of the proposed amendments of the Articles of Association are: (i) amend the number of Directors of the Board; and (ii) remove the establishment of the supervisory committee of the Company; and (iii) consequential amendments to the Articles of Association as a result of the legal and regulatory changes. The Board proposes to make the following amendments to the Articles of Association:

Original Articles	Amended Articles
<p>Article 1 To safeguard the legitimate rights and interests of the Company, the shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Guidelines on these Articles of Association of Listed Companies (《上市公司章程指引》), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) (the “Mandatory Provisions”), 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 (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) (Guo Han [2019] No. 97).....</p>	<p>Article 1 To safeguard the legitimate rights and interests of the Company, the shareholders, employees and creditors, and to regulate the organization and activities of the Company, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Guidelines on these Articles of Association of Listed Companies (《上市公司章程指引》), the Official Reply of the State Council on Adjusting the Provisions Governing Matters Including</p>

Original Articles	Amended Articles
<p>Article 8 The legal representative of the Company shall be the chairman who executes the Company’s affairs on behalf of the Company.</p>	<p>Article 8 The legal representative of the Company shall be the director (chairman) who executes the Company’s affairs on behalf of the Company. The chairman shall be elected by the Board.</p> <p>If the director serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time.</p> <p>If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of the resignation of the legal representative.</p>
<p>Newly added</p>	<p>Article 9 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company.</p> <p>The limitation on the functions and powers of the legal representative in the Articles of Association or by the shareholders’ general meeting shall not be asserted against a bona fide counterpart.</p> <p>Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall bear civil liability for such damage. The Company may, after bearing such civil liability, seek indemnification from the legal representative at fault in accordance with the laws or the Articles of Association.</p>
<p>Article 9 The total assets of the Company shall be divided into shares of equal value. The respective liability of the shareholders of the Company shall be limited to the shares held by them. The Company shall be held liable for its debts with all its assets.</p>	<p>Article 10 The respective liability of the shareholders of the Company shall be limited to the shares held by them. The Company shall be held liable for its debts with all its assets.</p>

Original Articles	Amended Articles
<p data-bbox="172 229 778 602">Article 10 These Articles of Association shall take effect from the date of listing and trading of the Company’s H Shares on the Hong Kong Stock Exchange after it has been considered and approved by the shareholders’ general meeting of the Company. The former Articles of Association of the Company shall become invalid automatically from the date of entry into force of these Articles of Association.</p> <p data-bbox="172 655 228 676">.....</p> <p data-bbox="172 719 778 793">These Articles of Association shall be binding upon the Company, its</p>	

Original Articles	Amended Articles
<p>Article 12 Within the scope permitted by the laws and regulations, the Company may invest in other limited liability companies or joint stock limited liability companies, and shall assume responsibilities to the invested companies with limitation to its capital contribution. Except as otherwise provided by law, the Company shall not become a contributor which is jointly and severally liable for the debts of invested companies.</p> <p>.....</p>	<p>Article 13 The Company may invest in other enterprises. Except as otherwise provided by law, the Company shall not become a contributor which is jointly and severally liable for the debts of invested companies.</p> <p>.....</p>
<p>Article 15 The Company always has ordinary shares. Subject to approval of the examination and approval department authorized by the State Council, the Company may have other kinds of shares according to its needs.</p> <p>The shares of the Company shall be in the form of stock.</p>	<p>Article 16 The shares of the Company shall be in the form of stock.</p>
<p>Article 16 The issuance of shares of the Company shall comply with the principle of openness, fairness and impartiality, and each share of the same category shall have equal rights.</p> <p>Each of the shares of the same category issued at the same time shall be issued on the same conditions and at the same price. All entities and individuals shall pay the same price for each share of the same category they subscribe for.</p>	<p>Article 17 The issuance of shares of the Company shall comply with the principle of openness, fairness and impartiality, and each share of the same class have equal rights.</p> <p>Each of the shares of the same class issued at the same time shall be issued on the same conditions and at the same price. All entities and individuals shall pay the same price for each share of the same category they subscribe for.</p>
<p>Article 17 All the shares issued by the Company shall have a par value dominated in RMB which shall be RMB1 for each share.</p>	<p>Article 18 The shares issued by the Company shall have a par value dominated in RMB which shall be RMB1 for each share.</p>

Original Articles	Amended Articles
<p>Article 25 Based on the needs of operation and development, the Company may increase capital by the following means in accordance with the provisions of the laws and regulations upon resolution of the shareholders’ general meeting:</p> <p>(I) public offering of shares;</p> <p>(II) non-public offering of shares;</p> <p>(III) placing new shares and distribution bonus shares to existing shareholders;</p> <p>(IV) conversion of provident fund into share capital;</p> <p>(V) placing shares to existing shareholders;</p> <p>(VI) other methods stipulated by the laws and administrative regulations and approved by relevant regulatory authorities such as the securities regulatory authorities of the State Council.</p> <p>.....</p>	<p>Article 26 Based on the needs of operation and development, the Company may increase capital by the following means in accordance with the provisions of the laws and regulations upon resolution of the shareholders’ general meeting:</p> <p>(I) issuing shares to non-specific investors;</p> <p>(II) issuing shares to specific investors;</p> <p>(III) distributing bonus shares to existing shareholders;</p> <p>(IV) conversion of provident fund into share capital;</p> <p>(V) other methods stipulated by the laws and administrative regulations and approved by relevant regulatory authorities such as the securities regulatory authorities of the State Council.</p> <p>.....</p>
<p>Article 27 If the Company decreases its registered capital, it shall prepare a balance sheet and a list of properties.</p> <p>The Company shall inform its creditors within 10 days and publish announcements at least three times in the newspaper within 30 days after the resolution approving the reduction in registered capital has been passed. Creditors may within 30 days after receiving the notice, or within 45 days of the public announcement if no notice has been received, require the Company to pay its debts or provide guarantees covering the debts.</p> <p>The registered capital of the Company after the reduction in capital shall not be less than the statutory minimum.</p>	<p>Deleted</p>

Original Articles	Amended Articles
<p>Article 28 Under any of the following circumstances, the Company may buy back its shares in accordance with the provisions of the laws, administrative regulations, regulations of the authorities, regulatory documents and listing rules of the stock exchange where the shares are listed and these Articles of Association:</p> <p>.....</p> <p>(IV) requesting the Company to buy back its shares from shareholders who vote against any resolutions adopted at the shareholders' general meeting concerning the merger and division of the Company;</p> <p>(V) to convert shares into corporate bond issued by the Company which is convertible to stock of the Company;</p> <p>.....</p> <p>In the case referred to in the preceding paragraph (VI), one of the following conditions shall be met:</p> <p>.....</p> <p>(III) other conditions as prescribed by the CSRC.</p> <p>The Company shall not engage in trading of the Company's shares except in the circumstances described above.</p>	<p>Article 28 Under any of the following circumstances, the Company may buy back its shares in accordance with the provisions of the laws, administrative regulations, regulations of the authorities, regulatory documents and listing rules of the stock exchange where the shares are listed and these Articles of Association:</p> <p>.....</p> <p>(IV) requesting the Company to buy back its shares from shareholders who vote against any resolutions adopted at the shareholders' general meeting concerning the merger and division of the Company;</p> <p>(V) to convert shares into corporate bond issued by the Company which is convertible to stock of the Company;</p> <p>.....</p> <p>In the case referred to in the preceding paragraph (VI), one of the following conditions shall be met:</p> <p>.....</p> <p>(III) the closing price of the Company's shares is below 50% of its highest closing price over the past year;</p> <p>(IV) other conditions as prescribed by the CSRC.</p> <p>The Company shall not engage in trading of the Company's shares except in the circumstances described above.</p>

Original Articles	Amended Articles
<p>Article 29 The purchase of its shares by the Company with the approval of the relevant competent state authorities may be carried out in one of the following ways:</p> <p>(I) buying back shares through public trading on the securities exchange;</p> <p>(II) making a buyback offer in the same proportion to all shareholders;</p> <p>(III) buying back shares by an agreement outside a stock exchange;</p> <p>(IV) in other ways permitted by the laws, administrative regulations and regulatory authorities such as the securities regulatory authorities of the State Council.</p> <p>.....</p>	<p>Article 29 Where the Company purchases its shares, a public and centralized trading method or other ways permitted by laws, administrative regulations and the CSRC shall be adopted.</p> <p>.....</p>
<p>Article 30 Where the Company buys back the shares by an agreement outside a stock exchange, it shall obtain prior approval at the shareholders' general meeting pursuant to the provisions of these Articles of Association. Likewise, subject to the prior approval of the shareholders' general meeting, the Company may cancel or amend the contract signed in the aforesaid manner or waive any of its rights in the contract.</p> <p>The contract that buys back the shares in the preceding paragraph includes (but is not limited to) an agreement that consents to undertake the obligation to buy back the shares and obtain the rights to buy them back.</p> <p>The Company shall not transfer any contract that buys back the shares or any rights conferred under the contract.</p>	<p>Deleted</p>

Original Articles	Amended Articles
<p>Article 31 The Company has the right to repurchase redeemable shares, but the price may not exceed a specific maximum price unless it repurchases them from the market or by means of bidding; if bidding is adopted, the bidding must be issued to all shareholders without discrimination.</p>	<p>Deleted</p>
<p>Article 32 The purchase by the Company of its shares on the grounds set out in (I) and under Article 28 of these Articles of Association shall require approval by way of a resolution passed by the shareholders' general meeting. For the Company's share buyback under any of the circumstances stipulated in (III), (V) or (VI) under Article 28 of these Articles of Association, a resolution of the Board meeting shall be made by a two-third majority of directors attending the meeting according to the provisions of these Articles of Association or as authorized by the shareholders' general meeting.</p> <p>.....</p> <p>If the Company cancels its shares due to the repurchase of such shares, it shall apply to the original company registration authority for registration of alteration of the registered capital in accordance with the laws. The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>Article 30 The purchase by the Company of its shares on the grounds set out in (I) and under Article 28 of these Articles of Association shall require approval by way of a resolution passed by the shareholders' general meeting. For the Company's share buyback under any of the circumstances stipulated in (III), (V) or (VI) under Article 28 of these Articles of Association, a resolution of the Board meeting shall be made by a two-third majority of directors attending the meeting according to the provisions of these Articles of Association or as authorized by the shareholders' general meeting.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 33 Unless the Company has entered into the liquidation process, it must observe the following provisions for the buyback of issued shares:</p> <p>(I) Where the Company buys back shares at book value, the funds shall be deducted from the book balance of its distributable earnings and the proceeds obtained from the issue of new shares to buy back the old shares;</p> <p>(II) Where the Company buys back the shares at a premium to the book value, the portion equivalent to book value shall be deducted from the book balance of its distributable earnings and the proceeds obtained from the issue of new shares made for the purpose of buying back of old shares, while the portion higher than book value shall be dealt with in the following manner:</p> <ol style="list-style-type: none"> 1. Where the shares bought back were issued at book value, the funds shall be deducted from the book balance of its distributable profits; 2. Where the shares bought back were issued at a premium to the book value, the funds shall be deducted from the book balance of its distributable profits and the proceeds obtained from the issue of new shares made for the purpose of buying back of old shares. However, the amount deducted from the proceeds obtained from the issue of new shares shall not exceed the total premium amount obtained when the shares bought back were issued or the amount in its capital reserve account when the old shares are bought back (including the premium amount of the issue of new shares); 	Deleted

Original Articles	Amended Articles
<p>(III) The funds paid by the Company for the following purposes shall be expensed from its distributable profits:</p> <ol style="list-style-type: none"> 1. to obtain the right to buy back its shares; 2. to modify contract to buy back its shares; 3. to release its obligation under the share buyback contract. <p>(IV) After the total book value of the cancelled shares is deducted from its registered capital pursuant to the relevant provisions, the amount deducted from the distributable earnings for buying back the book value portion of the shares shall be credited to its capital reserve account.</p> <p>If relevant regulations of the laws, administrative regulations and the securities regulatory authorities where the Company's shares are listed provide otherwise for the financial treatment involved in the aforementioned share repurchase, these provisions shall apply.</p>	

Original Articles	Amended Articles
<p>Article 34 Unless otherwise provided by the laws, administrative regulations, regulations of the authorities, regulatory documents or listing rules of the stock exchange where the Company's shares are listed, the Company's shares are freely transferable and free from any liens.</p> <p>.....</p>	<p>Article 31 The shares of the Company shall be transferred in accordance with the law.</p> <p>.....</p>
<p>Article 37 The Company does not accept the shares of the Company as the subject of pledge rights.</p>	<p>Article 34 The Company does not accept the shares of the Company as the subject of pledge rights.</p>
<p>Article 38 The shares of the Company held by the sponsors shall not be transferred within one year from the date of establishment of the Company. The shares issued before the Company's public offering of shares shall not be transferred within one year from the date of the Company's shares listing on the stock exchange.</p> <p>The directors, supervisors and senior management of the Company shall report to the Company the shares they held and the changes thereof, and the shares transferred each year during the term of office shall not exceed 25% of the total number of shares they held in the Company (save and except changes in shareholdings caused by judicial enforcement, inheritance, bequest and legal division of assets).....</p>	<p>Article 35 The shares issued before the Company's public offering of shares shall not be transferred within one year from the date of the Company's shares listing on the stock exchange.</p> <p>The directors and senior management of the Company shall report to the Company the shares they held and the changes thereof, and the shares transferred each year during the term of office determined upon appointment shall not exceed 25% of the total number of shares of the same class they held in the Company (save and except changes in shareholdings caused by judicial enforcement, inheritance, bequest and legal division of assets).....</p>

Original Articles	Amended Articles
<p>Article 39 If the directors, supervisors, senior management of the Company and shareholders holding more than 5% of the Company's shares sell the shares of the Company they held within six months after the purchase, or purchase again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of Directors of the Company will recover the proceeds and disclose the relevant situation in a timely manner. However, if a securities company holds more than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, the sale of the shares shall not be subject to a six-month time limit.</p> <p>If the Board of Directors of the Company does not comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the Board of Directors to execute within 30 days. If the Board of Directors of the Company fails to execute within the above-mentioned time limit, the shareholders shall have the right to file a lawsuit directly with the people's court in their own name for the benefit of the Company.</p> <p>If the Board of Directors of the Company does not comply with the provisions of the first paragraph, the responsible directors shall bear joint and several liability according to the laws.</p>	<p>Article 36 If the shareholders, directors, senior management of the Company holding more than 5% of the Company's shares sell the shares of the Company or other securities with an equity nature they held within six months after the purchase, or purchase again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of the Company will recover the proceeds. However, the circumstance that a securities company holds more than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, as well as other circumstances as prescribed by the CSRC are exempted.</p> <p>Shares or other securities with an equity nature held by directors, senior management and individual shareholders as mentioned in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents or children, and held by other people's accounts.</p>

Original Articles	Amended Articles
<p>Article 40 The Company or its subsidiaries (including the Company’s affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan and any others, to any person who purchases or proposes to purchase shares of the Company. The said purchaser of shares of the Company includes a person who directly or indirectly assumes any obligations due to the purchase of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by that person.</p> <p>This provision does not apply to the circumstances stated in Article 42 of these Articles of Association.</p>	<p>Article 37 The Company or its subsidiaries (including the Company’s affiliates) shall not provide financial assistance to other persons who are acquiring shares in the Company or its parent company by way of gift, advance, guarantee, borrowing or other means, except for the circumstance where the Company implements an employee stock ownership plan.</p> <p>For the interests of the Company, upon a resolution of shareholders’ general meeting, or a resolution of the Board in accordance with the Articles of Association or as authorized by the shareholders’ general meeting, the Company may provide financial assistance to other persons who are acquiring shares in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board shall be approved by more than two-thirds of all directors.</p>

Original Articles	Amended Articles
<p>Article 41 Financial assistance for the purpose of these Articles of Association includes, but is not limited to, the followings:</p> <p>(I) gifts;</p> <p>(II) guarantees (including acts of the guarantor assuming liabilities or providing properties to ensure that the obligor performs the obligations), compensation (but excluding compensation arising from mistakes of the Company), release or waiver of rights;</p> <p>(III) provision of loans or signing of contracts whereby the Company performs obligations before others, change of the parties to the loans or contracts as well as the assignment of the rights in the loans or contracts;</p> <p>(IV) financial assistance provided by the Company in any other manner when it is insolvent, has no net assets, or will suffer significant decreases in net assets.</p> <p>The term assuming obligations referred to in this chapter includes obligator undertaking obligations by way of entering into a contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or changing its financial status in any other manner.</p>	<p>Deleted</p>

Original Articles	Amended Articles
<p>Article 42 The following shall not be deemed to be behaviors as prohibited in Article 40 of these Articles of Association:</p> <ul style="list-style-type: none"> (I) related financial assistance provided by the Company which is in good faith in the interest of the Company and the main purpose of the financial assistance is not to acquire its shares or is an incidental part of a master plan of the Company; (II) the lawful distribution of the Company’s properties by way of dividend; (III) the allotment of bonus shares as dividends; (IV) reducing the registered capital, redeeming the shares or adjusting the equity structure pursuant to these Articles of Association; (V) the Company granting loans within its scope of business for its ordinary business activities, provided that such financial assistance shall not result in reduction in the net assets of the Company or even if the net assets are reduced, such financial assistance is paid from the profit available for distribution of the Company; and (VI) the Company providing the employee stock ownership plan with funds, provided that such financial assistance shall not result in reduction in the net assets of the Company or even if the net assets are reduced, such financial assistance is paid from the profit available for distribution of the Company. 	<p>Deleted</p>

Original Articles	Amended Articles
<p>Article 43 The share certificates of the Company shall be in registered form.</p> <p>The share certificates of the Company shall contain the followings:</p> <p>(I) name of the Company;</p> <p>(II) date of incorporation of the Company;</p> <p>(III) class of shares, par value thereof and the number of shares represented;</p> <p>(IV) serial number of the share certificate;</p> <p>(V) other matters as required to be specified by the laws and regulations such as the Company Law and the Special Regulations and the stock exchange where the Company’s shares are listed.</p> <p>If the share capital of the Company includes the shares without voting rights, such shares shall be titled the wording “without voting rights”. If the share capital includes the shares carrying different voting rights, the shares of each class (except for the shares carrying the most favorable voting rights) shall be titled the wording “restricted voting rights” or “restrictive voting rights”.</p> <p>The H Shares issued by the Company may be in the form of overseas depository receipts or other derivative forms of shares in accordance with the requirements of Hong Kong law or the Hong Kong Stock Exchange and practices for securities registration and depository.</p>	<p>Article 38 The H Shares issued by the Company may be in the form of overseas depository receipts or other derivative forms of shares in accordance with the requirements of Hong Kong law or the Hong Kong Stock Exchange and practices for securities registration and depository.</p>

Original Articles	Amended Articles
<p>Article 44</p> <p>.....</p> <p>(I) The acquirer of shares agrees with the Company and its shareholders, and the Company agrees with each shareholder, to observe and comply with relevant provisions of the laws and regulations such as the Company Law and the Special Regulations and these Articles of Association;</p> <p>(II) The acquirer of shares agrees with the Company and its shareholders, directors, supervisors, the general manager and other senior management, and the Company (for itself and on behalf of its directors, supervisors, the general manager and other senior management) agrees with its shareholders to refer all disputes and claims arising from these Articles of Association or any right or obligation conferred or imposed by the Company Law or other relevant laws or administrative regulations concerning the affairs of the Company to arbitration in accordance with these Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p> <p>.....</p>	<p>Article 39</p> <p>.....</p> <p>(I) The acquirer of shares agrees with the Company and its shareholders, and the Company agrees with each shareholder, to observe and comply with relevant provisions of the laws and regulations such as the Company Law and these Articles of Association;</p> <p>(II) The acquirer of shares agrees with the Company and its shareholders, directors, the general manager and other senior management, and the Company (for itself and on behalf of its directors, the general manager and other senior management) agrees with its shareholders to refer all disputes and claims arising from these Articles of Association or any right or obligation conferred or imposed by the Company Law or other relevant laws or administrative regulations concerning the affairs of the Company to arbitration in accordance with these Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 45 The share certificates of the Company shall be signed by the chairman of the Board of Directors. Where the signatures of other senior management of the Company are required by the stock exchange on which the shares of the Company are listed, the share certificates shall also be signed by such other relevant senior management. The share certificates shall take effect after the Company seal is affixed thereto or printed thereon. The share certificates shall only be affixed with the Company’s seal under the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors of the Company or other relevant senior management on the share certificates may also be in printed form.</p> <p>Under the condition that the shares of the Company are issued and traded without paper, the applicable provisions of the securities regulatory authorities and stock exchange where the Company’s shares are listed shall apply separately.</p>	Deleted

Original Articles	Amended Articles
<p>Article 46 The Company shall keep a register of shareholders which shall contain the following contents:</p> <p>(I) the name, address (domicile), occupation or nature of each shareholder;</p> <p>(II) the category and number of shares held by each shareholder;</p> <p>(III) the amount paid or payable in respect of shares held by each shareholder;</p> <p>(IV) the serial numbers of the shares held by each shareholder;</p> <p>(V) the date on which a person is registered as a shareholder;</p> <p>(VI) the date on which a person ceases to be a shareholder.</p> <p>The register of shareholders shall be the sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.</p> <p>.....</p>	<p>Article 40 The Company shall make a register of shareholders based on the vouchers provided by securities registration and settlement institution. The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 48 The Company must keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following:</p> <p>(I) register of shareholders kept at the Company’s residential address other than those specified in (II) and (III) of this article;</p> <p>(II) register of the holders of overseas listed foreign shares of the Company kept at the location of the stock exchange where such shares are listed;</p> <p>(III) register of shareholders kept in other locations according to the decision of the Board of Directors as required for the listing of the Company’s shares.</p>	Deleted
<p>Article 49 Different parts of the shareholders’ register shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not be registered elsewhere in the register of shareholders as long as the shares remain registered.</p> <p>Any alteration or rectification to any part of the register of shareholders shall be made in accordance with the laws in the place where such part of the register of shareholders is maintained.</p>	Deleted
<p>Article 50 If any laws, administrative regulations, departmental rules and regulatory documents, and relevant stock exchanges or regulatory agencies of the place where the Company’s shares are listed require a period of closure of the register of shareholders during which time no transfers of shares will be registered prior to the date of a general meeting or before the benchmark date set by the Company for the purpose of determination of distribution of dividends, such provisions shall apply.</p>	Deleted

Original Articles	Amended Articles
<p>Article 51 Any person who objects to the register of shareholders and requests to register his or her name (title) in the register of shareholders or to remove his or her name (title) from the register of shareholders may apply to the court with jurisdiction to amend the register of shareholders.</p>	Deleted
<p>Article 52 If any person whose name appears in the register of shareholders or requests to register his or her name (title) in the register of shareholders loses his or her share certificates (that is, “original share certificates”), he or she may apply to the Company to reissue new share certificates for those shares (that is, “relevant shares”).</p> <p>In the event holder of Domestic shares applies to the Company for a reissue after losing the share certificates, the matter shall be dealt with pursuant to Article 143 of the Company Law.</p> <p>In the event a H share shareholder applies to the Company for a reissue after losing the share certificates, the matter may be dealt with pursuant to the laws, regulations, rules of the stock exchange where the original register of H share shareholder is kept, or other related provisions.</p> <p>If a H shareholder loses share certificates and applies for a replacement issue, the share certificates shall be issued in compliance with the following requirements:</p> <p>(I) the applicant shall submit the application in the standard format designated by the Company and attach a notary certificate or legal declaration. The contents of the notary certificate or legal declaration shall include the reason for the applicant’s request, circumstances and evidence of loss of share certificates, as well as a statement that nobody else may request to be registered as a shareholder with respect to the relevant shares.</p>	Deleted

Original Articles	Amended Articles
<p>(II) before deciding to issue new share certificates, the Company does not receive any statement in which any person other than the applicant requests to be registered as the shareholder with respect to the shares.</p> <p>(III) if the Company decides to issue new share certificates to the applicant, the Company shall publish an announcement in a newspaper designated by the Board of Directors indicating that the Company plans to reissue new share certificates. The announcement period shall be 90 days and the announcement shall be published at least once every 30 days.</p> <p>(IV) before publishing the announcement indicating that the Company plans to re-issue new share certificates, the Company shall submit a copy of the announcement to be published to the stock exchange on which the shares are listed and may publish the announcement after receiving a reply from the stock exchange confirming that the announcement has been displayed at the stock exchange. The period of displaying the announcement at the stock exchange is 90 days.</p> <p>If the registered shareholders of the relevant shares do not approve the application for reissue of new share certificates, the Company shall mail the copy of the announcement to be published to the shareholders.</p>	

Original Articles	Amended Articles
<p>(V) in the event that nobody raises any objection to the reissue of new share certificates to the Company, upon expiration of the 90-day display period of the announcement specified in (III) and (IV) of this article, the new share certificates may be reissued according to the application made by the applicant.</p> <p>(VI) when re-issuing new share certificates according to this article, the Company shall immediately cancel the original share certificates and register the cancellation and replacement issue on the register of shareholders.</p> <p>(VII) all expenses incurred by the Company from the cancellation of the original share certificates and replacement issue of the new share certificates shall be borne by the applicant. Before the applicant has provided reasonable security, the Company shall have the right to refuse to take any action.</p>	
<p>Article 53 Where the Company re-issue new share certificates pursuant to these Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificates or a shareholder who thereafter registers as the owner of such shares (in the case that he/she is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	Deleted

Original Articles	Amended Articles
<p>Article 57 The rights of the Company's ordinary shareholders are as follows:</p> <p>.....</p> <p>(V) to obtain relevant information according to the provisions of these Articles of Association, including:</p> <p>.....</p> <p>(VII) to require the Company to acquire the shares from shareholders voting against any resolutions adopted at the shareholders' general meeting concerning the merger and division of the Company;</p> <p>(VIII) to submit an extraordinary proposal and submit it to the convener in writing 10 days before the meeting for shareholders who separately or jointly hold more than 3% of the shares of the Company;</p> <p>(IX) other rights conferred by the laws, administrative regulations, regulations of the authorities, regulatory documents and listing rules of the stock exchange where the Company's shares are listed or these Articles of Association.</p> <p>The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to any shares held by the person.</p>	<p>Article 45 Shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(V) to review and copy the Articles of Association, the register of the shareholders, minutes of the shareholders' general meeting, resolutions of the Board meetings and financial and accounting reports, to review the Company's accounting books and accounting documents (for shareholders who meet the requirements), and to obtain relevant information according to the provisions of these Articles of Association, including:</p> <p>.....</p> <p>(VII) to require the Company to acquire the shares from shareholders voting against any resolutions adopted at the shareholders' general meeting concerning the merger and division of the Company;</p> <p>(VIII) other rights conferred by the laws, administrative regulations, regulations of the authorities, regulatory documents and listing rules of the stock exchange where the Company's shares are listed or these Articles of Association.</p> <p>The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to any shares held by the person.</p>

Original Articles	Amended Articles
<p>Article 58 If any shareholder proposes to inspect the relevant information mentioned in the preceding article or asks for information, the said shareholder shall provide the Company with written documents bearing evidence of the class and number of shares held by the said shareholder, and the Company shall provide the information as required by the said shareholder upon verification of the said shareholder's identity.</p>	<p>Article 46 Where a shareholder requests to inspect or reproduce relevant materials of the Company, he or she shall comply with the Company Law, the Securities Law and other laws and administrative regulations.</p>
<p>Article 59 If any resolution of Article Tw [(the).6(</p>	<p>Article Tw [(the).6(</p>

Original Articles	Amended Articles
	<p>Where the Board, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgement or ruling, such as a cancellation of a resolution, the stakeholders shall execute the resolution of the shareholders' general meeting. The Company, its directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.</p> <p>Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with the requirements of laws, administrative regulations, provisions of the CSRC and the stock exchange, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfil its obligations to disclose the information accordingly.</p>

Original Articles	Amended Articles
Newly added	<p>Article 48 A resolution of the shareholders’ general meeting or Board meeting of the Company shall not be valid under any of the following circumstances:</p> <ul style="list-style-type: none"> (I) no shareholders’ general meeting or Board meeting has been convened to pass the resolution; (II) the resolution is not voted on at the shareholders’ general meeting or Board meeting; (III) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles of Association; (IV) the number of persons or the number of voting rights held by them voting for the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles of Association.

Original Articles	Amended Articles
<p>Article 60 In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or these Articles of Association by the directors or senior management when performing their duties in the Company, the shareholders holding 1% or more shares separately or jointly for over 180 consecutive days shall have the right to submit a written request to the Board of Supervisors to file an action with the people’s court. Where the Board of Supervisors violates the laws, administrative regulations or these Articles of Association in their duty performance and causes loss to the Company, the shareholders may submit a written request to the Board of Directors to file an action with the people’s court.</p> <p>.....</p>	<p>Article 49 In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or these Articles of Association by the directors or senior management other than Audit Committee members when performing their duties in the Company, the shareholders holding 1% or more shares separately or jointly for over 180 consecutive days shall have the right to submit a written request to the Audit Committee to file an action with the people’s court. Where the Audit</p>

Original Articles	Amended Articles
Article 62 The ordinary shareholders	

Original Articles	Amended Articles
<p>The Company shall not provide funds to the controlling shareholders, de facto controllers or their related parties, including</p> <ol style="list-style-type: none"> 1. lending the Company's capital at a consideration or nil consideration for use by the controlling shareholders, de facto controllers and other related parties; 2. providing entrusted loans to the controlling shareholders, de facto controllers and other related parties through a bank or a non-bank financial institution; 3. entrusting the controlling shareholders, de facto controllers and other related parties to carry out investment activities on its behalf; 4. issuing trade acceptance bills without a real transaction background for the controlling shareholders, de facto controllers and other related parties; 5. repaying debts for the controlling shareholders, de facto controllers and other related parties; 6. other means stipulated by relevant laws and regulations. <p>The controlling shareholders or de facto controllers of the Company shall not use their controlling status to expropriate the Company's assets. The Company shall regulate related party transactions and strictly prohibit such behavior of defaulting on balance of related party transactions.</p> <p>The directors, supervisors and senior management shall safeguard the Company's funds. If any director or senior management of the Company is found to have assisted or tolerated the controlling shareholder and its affiliates to misappropriate the assets of the Company, the Board of Directors of the Company shall punish the personnel who is directly accountable for such misconduct and discharge the director who is to assume material responsibility, subject to the seriousness of such events.</p>	

Original Articles	Amended Articles
<p>The Board of Directors of the Company shall set up a mechanism called “freezing upon misappropriation” on the Company’s shares held by the controlling shareholders. Under such mechanism, if in any case any asset embezzlement by any of its controlling shareholders is found, the Board of Directors of the Company shall immediately apply to the relevant people’s court for judiciary freeze of the shares held by such controlling shareholders according to law. In the event that the embezzled asset is unable to settled by the controlling shareholders in cash, those shares juridically frozen shall be disposed to repay the asset embezzled by such controlling shareholders through relevant legal procedures.</p> <p>The chairman of the Board of Directors of the Company shall act as the first accountable person for the “freezing upon misappropriation” mechanism, whose relevant work shall be assisted by the person-in-charge of finance and the secretary to the Board.</p>	
<p>Newly added</p>	<p>Article 53 The controlling shareholders and actual controllers of the Company shall exercise their rights and fulfil their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and the stock exchange to safeguard the interests of the listed company.</p>

Original Articles	Amended Articles
Newly added	<p>Article 54 The controlling shareholder and actual controllers of the Company shall comply with the following provisions:</p> <p>(I) To exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;</p>

Original Articles	Amended Articles
	<p>(VII) Not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means;</p> <p>(VIII) To ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;</p> <p>(IX) Other requirements stipulated by laws, administrative regulations, provisions of the CSRC, business rules of stock exchanges and the Articles of Association.</p> <p>If a controlling shareholder or actual controller of the Company does not act as a director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association on the duties of loyalty and diligence of directors shall apply.</p> <p>Where a controlling shareholder or actual controller of the Company instructs a director or senior management to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with the director or senior management.</p>

Original Articles	Amended Articles
Newly added	Article 55 A controlling shareholder or actual controller shall maintain control over the Company and the stability of its production and operations if they pledge the Company's shares held or effectively controlled by them.
Newly added	Article 56 In the event of any transfer of the Company's shares held by a controlling shareholder or actual controller, they shall comply with the restrictive provisions regarding the transfer of shares stipulated under the laws, administrative regulations, provisions of the CSRC and the stock exchange, as well as the undertakings they have made in respect of restrictions on share transfer.
<p>Article 66 The shareholders' general meetings are the Company's organ of power, which shall exercise the following powers in accordance with the law:</p> <p>(I) Decide on the Company's business policy and investment plan;</p> <p>(II) Elect and replace directors and supervisors who are not held by employee representatives, and decide on the remuneration of directors and supervisors;</p> <p>(III) Review and approve the report of the board of directors;</p> <p>(IV) Review and approve the report of the board of supervisors;</p> <p>(V) Review and approve the Company's annual financial budget plan and final account;</p> <p>(VI) Review and approve the Company's profit distribution and loss recovery plan;</p>	<p>Article 57 The shareholders' general meeting of the Company is composed of all shareholders. The shareholders' general meetings are the Company's organ of power, which shall exercise the following powers in accordance with the law:</p> <p>(I) Elect and replace directors, and decide on the remuneration of directors;</p> <p>(II) Review and approve the report of the board of directors;</p> <p>(III) Review and approve the Company's profit distribution and loss recovery plan;</p> <p>(IV) Make a resolution on the increase or decrease of the Company's registered capital;</p> <p>(V) Make resolutions on the issuance of corporate bonds;</p> <p>(VI) Make resolutions on company merger, division, dissolution, liquidation or the change of company form;</p>

Original Articles	Amended Articles
<p>(VII) Review and approve the Company’s annual report;</p> <p>(VIII) Make a resolution on the increase or decrease of the Company’s registered capital;</p> <p>(IX) Make resolutions on the issuance and listing of corporate bonds or other securities;</p> <p>(X) Make resolutions on company merger, division, dissolution, liquidation or the change of company form;</p> <p>(XI) Amend the Articles of Association;</p> <p>(XII) Make a resolution on the Company’s hiring, dismissal or no longer hiring an accounting firm;</p> <p>(XIII) Consider proposals by shareholders who individually or collectively hold more than 3% of the Company’s voting shares;</p> <p>(XIV) Review and approve the guarantee matters stipulated in Article 67 of the Articles of Association;</p> <p>(XV) Deliberate the Company’s purchase or sale of major assets within one year that exceed 30% of the Company’s total assets listed in the most recent audit report;</p>	<p>(VII) Amend the Articles of Association;</p> <p>(VIII) Make a resolution on the Company’s hiring or dismissal of the accounting firm which provides audit services to the Company;</p> <p>(IX) Review and approve the guarantee matters stipulated in Article 58 of the Articles of Association;</p> <p>(X) Deliberate the Company’s purchase or sale of major assets within one year that exceed 30% of the Company’s total assets listed in the most recent audit report;</p> <p>(XI) Review and approve matters concerning the use of raised funds of A Shares;</p> <p>(XII) Review the equity incentive plan and the employee stock ownership plan;</p> <p>(XIII) Review other matters that should be decided by the shareholders’ meeting as stipulated in laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company’s shares are listed, or the Articles of Association.</p> <p>The shareholders’ general meeting may authorize the board of directors to resolve the issuance of corporate bonds.</p>

Original Articles	Amended Articles
<p>(XVI) Consider and approve related party transactions or connected transactions in which the Company's transactions with related or connected persons amount to more than RMB30 million and account for more than 5% of the absolute value of the Company's most recent audited net assets (except for the cash assets and guarantees company receives and debts that simply reduce or exempt the Company's obligations), and related transactions or connected transactions between the Company and the Company's directors, supervisors, senior managers and their spouses;</p> <p>(XVII) Review and approve matters concerning the use of raised funds of A Shares;</p> <p>(XVIII) Review the equity incentive plan;</p> <p>(XIX) Review other matters that should be decided by the shareholders' meeting as stipulated in laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, or the Articles of Association.</p> <p>The above-mentioned powers of the general meeting of shareholders shall not be exercised by the board of directors or other institutions or individuals through authorization.</p>	

Original Articles	Amended Articles
<p>Article 67 The following guarantee matters incurred by the Company shall be submitted to the general meeting of shareholders for deliberation after the board of directors has approved it.</p> <p>(I) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 50% of the Company's most recent audited net assets;</p> <p>(II) Any guarantee that exceeds 30% of the Company's most recent audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for twelve consecutive months;</p> <p>(III) Any guarantee provided for those whose asset-liability ratio exceeds 70%;</p> <p>(IV) Any single guarantee with an amount exceeding 10% of the Company's most recent audited net assets;</p> <p>(V) According to the principle of accumulative calculation of the guarantee amount for twelve consecutive months, any guarantee that exceeds 50% of the Company's most recent audited net assets, and the absolute amount exceeds RMB50 million;</p> <p>(VI) Guarantees provided to shareholders, actual controllers and their related parties;</p>	<p>Article 58 The following guarantee matters incurred by the Company shall be submitted to the general meeting of shareholders for deliberation after the board of directors has approved it.</p> <p>(I) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the Company's most recent audited net assets;</p> <p>(II) Any guarantee provided after the total amount of external guarantees of the Company exceeds 30% of the Company's most recent audited total assets;</p> <p>(III) Any guarantee that exceeds 30% of the Company's most recent audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for twelve consecutive months;</p> <p>(IV) Any guarantee provided for those whose asset-liability ratio exceeds 70%;</p> <p>(V) Any single guarantee with an amount exceeding 10% of the Company's most recent audited net assets;</p> <p>(VI) Guarantees provided to shareholders, actual controllers and their related parties;</p> <p>.....</p>

Original Articles	Amended Articles
<p>(VII) Where the Company provides guarantees to related parties, regardless of the amount, it shall be disclosed in a timely manner after the board of directors has approved it and submitted to the general meeting of shareholders for deliberation; the above-mentioned regulation shall be followed if the Company provides guarantees for shareholders holding less than 5% of the shares, and the relevant</p>	<p>general meeting of shareholders for</p>

Original Articles	Amended Articles
<p>Article 70</p> <p>.....</p> <p>The time and venue of the on-site meeting should be convenient for shareholders to attend. After the notice of the general meeting of shareholders is issued, the venue of the on-site meeting of the general meeting of shareholders shall not be changed without proper reason. If it is necessary to change, the convener shall make an announcement and explain the reason at least 2 working days before the on-site meeting.</p> <p>When the general meeting of shareholders considers one of the following matters, the Company shall arrange to adopt an online voting system:</p> <p>(I) The company issues stocks, convertible corporate bonds and other types of securities approved by the China Securities Regulatory Commission;</p> <p>(II) The company’s major asset reorganization;</p> <p>(III) The company temporarily uses idle raised funds exceeding 10% of the current raised funds to supplement working capital;</p> <p>(IV) The company has used over-raised funds of RMB100 million or more than 10% (inclusive) of the actual net funds raised in a single transaction or within 12 months;</p>	<p>Article 61</p> <p>.....</p> <p>The time and venue of the on-site meeting should be convenient for shareholders to attend. After the notice of the general meeting of shareholders is issued, the venue of the on-site meeting of the general meeting of shareholders shall not be changed without proper reason. If it is necessary to change, the convener shall make an announcement and explain the reason at least 2 working days before the on-site meeting.</p>

Original Articles	Amended Articles
<p>(V) Significant related transactions where the Company intends to purchase assets of related parties at a price exceeding 100% of the book value;</p> <p>(VI) The company's equity incentive plan;</p> <p>(VII) Shareholders repay the debts owed to the Company by the equity of the Company held by them;</p> <p>(VIII) Relevant matters that have a major impact on the interests of the Company and public shareholders;</p> <p>(IX) Matters required by the Company's Articles of Association to provide online voting;</p> <p>(X) Other matters required by the China Securities Regulatory Commission and exchanges to provide online voting.</p>	
<p>Article 72 Independent directors have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. Independent directors shall obtain at least 1/2 of all independent directors' consent when exercising the above-mentioned powers.</p> <p>.....</p>	<p>Article 63 The Board shall timely convene the shareholders' general meeting within the timeframe as required.</p> <p>With the approval by a majority of all independent directors, the independent directors are entitled to propose to the Board to hold an extraordinary general meeting of shareholders.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 74 Shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting have the right to request in writing the board of directors to convene an extraordinary general meeting of shareholders or a class shareholders' meeting, in which they should also list the topic of the meeting. The board of directors shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of this Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary general meeting of shareholders or a class shareholders' meeting within 10 days after receiving the written request.</p> <p>.....</p> <p>If the board of directors does not agree, or fails to provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting shall have the right to propose to the board of supervisors, in writing, to convene an extraordinary general meeting of shareholders or a class shareholders' meeting.</p> <p>.....</p> <p>If the board of supervisors fails to issue a notice of a general meeting of shareholders or a class shareholders meeting within the prescribed time limit, it shall be deemed that the board of supervisors does not convene and preside over the general meeting of shareholders or class shareholders meeting, and shareholders holding individually or collectively more than 10% of the shares that have voting rights at the proposed meeting for more than 90 consecutive days can convene and preside over relevant general meetings by themselves.</p>	<p>Article 65 Shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) have the right to request in writing the board of directors to convene an extraordinary general meeting of shareholders or a class shareholders' meeting, in which they should also list the topic of the meeting. The board of directors shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of this Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary general meeting of shareholders or a class shareholders' meeting within 10 days after receiving the written request.</p> <p>.....</p> <p>If the board of directors does not agree, or fails to provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) shall have the right to propose to the Audit Committee, in writing, to convene an extraordinary general meeting of shareholders or a class shareholders' meeting.</p> <p>.....</p> <p>If the Audit Committee fails to issue a notice of a general meeting of shareholders or a class shareholders meeting within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting of shareholders or class shareholders meeting, and shareholders holding individually or collectively more than 10% of the shares that have voting rights at the proposed meeting (including preference shares with voting rights resumed) for more than 90 consecutive days can convene and preside over relevant general meetings by themselves.</p>

Original Articles	Amended Articles
<p>Article 75 Where the board of supervisors or shareholders decide to convene a shareholders’ meeting on their own, they must notify the board of directors in writing, and at the same time file with the agency of the Chinese securities regulatory authority where the Company is located and the stock exchange where the Company’s shares are listed.</p> <p>Prior to the announcement of the resolutions on the general meeting of shareholders, the shareholding ratio of the convening shareholders shall not be less than 10% of the total shares of the Company. The convening shareholders shall apply for locking the shares held by them during the aforementioned period before issuing the notice of the general meeting.</p> <p>The convening shareholders shall submit relevant certification materials to the office of the Chinese securities regulatory authority where the Company is located and the exchange where the Company’s shares is listed when issuing the notice of the shareholders meeting and the announcement of the resolutions on the shareholders meeting.</p> <p>If an emergency occurs during the shareholders’ general meeting that prevents the meeting from being held normally, the Company shall immediately report to the stock exchange where the Company’s shares are listed, explain the reason and disclose the relevant circumstances and the special legal opinion issued by the lawyer.</p>	<p>Article 66 Where the Audit Committee or shareholders decide to convene a shareholders’ meeting on their own, they must notify the board of directors in writing, and at the same time file with the stock exchange.</p> <p>Prior to the announcement of the resolutions on the general meeting of shareholders, the shareholding ratio of the convening shareholders (including preference shares with voting rights resumed) shall not be less than 10% of the total shares of the Company.</p> <p>The Audit Committee or the convening shareholders shall submit relevant certification materials to the stock exchange when issuing the notice of the shareholders meeting and the announcement of the resolutions on the shareholders meeting.</p>
<p>Article 77 For the general meeting of shareholders convened by the board of supervisors or by the shareholders, the expenses necessary for the meeting shall be borne by the Company and deducted from the amount owed to the negligent director by the Company.</p>	<p>Article 68 For the general meeting of shareholders convened by the Audit Committee or by the shareholders, the expenses necessary for the meeting shall be borne by the Company.</p>

Original Articles	Amended Articles
<p>Article 79 When the Company convenes a general meeting of shareholders, the board of directors, supervisors and shareholders who individually or collectively hold more than 3% of the Company's shares have the right to make proposals to the Company.</p> <p>Shareholders who individually or collectively hold more than 3% of the Company's shares may submit an interim proposal 10 days before the general meeting of shareholders to the convener in writing. The convener shall issue a supplementary notice of the general meeting of shareholders within 2 days after receiving the proposal to announce the content of the temporary proposal. The content of the interim proposal should fall within the scope of the shareholders' general meeting, and have clear topics and specific resolutions.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener may not modify the proposals listed in the notice of the shareholders meeting or add new proposals after issuing the notice of the shareholders meeting.</p> <p>For proposals that are not listed in the notice of the general meeting of shareholders or that do not meet the requirements of Article 78 of these Articles of Association, the general meeting of shareholders shall not vote and make resolutions.</p>	<p>Article 70 When the Company convenes a shareholders' general meeting, the Board, the Audit Committee and shareholders who individually or collectively hold more than 1% of the Company's shares (including preference shares with voting rights resumed) have the right to make proposals to the Company.</p> <p>Shareholders who individually or collectively hold more than 1% of the Company's shares (including preference shares with voting rights resumed) may submit an interim proposal 10 days before the shareholders' general meeting to the convener in writing. The convener shall issue a supplementary notice of the shareholders' general meeting within 2 days after receiving the proposal to announce the content of the interim proposal, and submit the interim proposal to the shareholders' general meeting for consideration, unless the interim proposal violates any laws, administrative regulations or the Articles of Association, or falls outside the terms of reference of the shareholders' general meeting. The content of the interim proposal should fall within the scope of the shareholders' general meeting, and have clear topics and specific resolutions.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener may not modify the proposals listed in the notice of the shareholders' general meeting or add new proposals after issuing the notice of the shareholders' general meeting.</p> <p>For proposals that are not listed in the notice of the shareholders' general meeting or that do not meet the requirements of these Articles of Association, the shareholders' general meeting shall not vote and make resolutions.</p>

Original Articles	Amended Articles
<p>Article 80</p> <p>.....</p> <p>When calculating the aforementioned starting period, it does not include the day of the meeting and the day of notification. The business day mentioned above refers to the day when the Hong Kong Stock Exchange opens for securities trading.</p>	<p>Article 71</p> <p>.....</p> <p>When calculating the aforementioned starting period, it does not include the day of the meeting and the day of notification.</p>
<p>Article 82 The notice of the shareholders meeting shall meet the following requirements:</p> <p>(I) Made in writing;</p> <p>(II) Designate the time, place and duration of the meeting;</p> <p>(III) Explain the matters and proposals submitted to the meeting for deliberation;</p> <p>(IV) Provide shareholders with information and explanations needed to enable shareholders to make wise decisions on the matters to be discussed; this includes but is not limited to when the Company proposes a merger, repurchase of shares, capital reorganization or other reorganization, it shall provide the specific conditions and contracts (if any) of the transaction, and a detailed explanation of its causes and consequences;</p> <p>(V) If any directors, supervisors, general managers and other senior managers have important interests in the matters to be discussed, the nature and extent of their interests shall be disclosed; if the impact of the matters to be discussed have on the directors, supervisors, general managers and the influence of other senior managers as shareholders is different from that on other shareholders of the same category, the difference shall be explained;</p>	<p>Article 73 The notice of the shareholders meeting shall include the following contents:</p> <p>(I) The time, place and duration of the meeting;</p> <p>(II) The matters and proposals submitted to the meeting for deliberation;</p> <p>(III) Explain in clear text: all ordinary shareholders (including preferred shareholders with restored voting rights), and shareholders with special voting rights have the right to attend the shareholders' meeting, and may entrust an agent in writing to attend the meeting and participate in voting. The shareholder's agent does not need to be a shareholder of the Company;</p> <p>(IV) The equity registration date of shareholders entitled to attend the general meeting;</p> <p>(V) The name and phone number of the permanent contact person for conference affairs;</p> <p>(VI) The time and procedure for online voting or other voting methods.</p> <p>The notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose all the specific contents of all proposals.</p> <p>.....</p>

Original Articles	Amended Articles
<p>(VI) The full text of any special resolutions contained, which propose to be passed at the meeting;</p> <p>(VII) Explain in clear text: all shareholders have the right to attend the shareholders' meeting, and may entrust an agent in writing to attend the meeting and participate in voting. The shareholder's agent does not need to be a shareholder of the Company;</p> <p>(VIII) State the convener of the meeting;</p> <p>(IX) State the time and place of the service of the proxy voting agent at the meeting;</p> <p>(X) Designate the equity registration date of shareholders entitled to attend the general meeting;</p> <p>(XI) The name and phone number of the permanent contact person for conference affairs.</p> <p>The notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose all the specific contents of all proposals. Where the matters to be discussed require independent directors to express their opinions, the independent directors' opinions and reasons shall be disclosed at the same time when the notice or supplementary notice of the general meeting is issued.</p> <p>.....</p>	

Original Articles	Amended Articles
<p>Article 83 Where the general meeting of shareholders intends to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(I) Personal information such as educational background, work experience, and part-time job;</p> <p>(II) Whether there is an associated relationship with the Company, shareholders holding more than 5% of the Company’s shares (including controlling shareholders), actual controllers, other directors, supervisors, and senior managers of the Company;</p> <p>(III) Whether there is any situation as specified in Article 209 of the Articles of Association;</p> <p>(IV) Disclosure of the number of shares of the Company the candidates hold;</p> <p>(V) Whether the candidate has been punished by China’s securities regulatory authority and other relevant departments and the stock exchange;</p> <p>(VI) Information about newly appointed, re-elected or transferred directors or supervisors required to be disclosed under the Hong Kong Listing Rules.</p> <p>In addition to the cumulative voting system for electing directors and supervisors, each candidate for directors and supervisors shall be proposed in a single proposal.</p>	<p>Article 74 Where the general meeting of shareholders intends to discuss the election of directors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors, including at least the following:</p> <p>(I) Personal information such as educational background, work experience, and part-time job;</p> <p>(II) Whether there is an associated relationship with the Company or the controlling shareholders and the actual controllers of the Company;</p> <p>(III) Disclosure of the number of shares of the Company the candidates hold;</p> <p>(IV) Whether the candidate has been punished by China’s securities regulatory authority and other relevant departments and the stock exchange;</p> <p>(V) Information about newly appointed, re-elected or transferred directors required to be disclosed under the Hong Kong Listing Rules.</p> <p>In addition to the cumulative voting system for electing directors, each candidate for directors shall be proposed in a single proposal.</p>

Original Articles	Amended Articles
<p>Article 84 Except as otherwise provided by laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed, or the Articles of Association, the notice of the shareholders meeting shall be sent to shareholders (regardless of whether they have voting rights at the shareholder meeting) by a dedicated person or mail with prepaid postage, and the address of the recipient shall be the address registered in the register of shareholders. For domestic shareholders, the notice of the general meeting may also be made by public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council or on the website of the Shanghai Stock Exchange or on the media that meets the requirements of the securities regulatory agency of the State Council within 20 days before the annual general meeting and 15 days before the extraordinary shareholders meeting. Once the announcement is made, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders meeting. When calculating the above-mentioned starting period, the Company shall not include the date of announcement.</p> <p>Subject to the requirements of laws, administrative regulations, departmental rules and the listing rules and the implementation of relevant procedures of the stock exchange where the Company’s shares are listed, for H-share shareholders, the Company can also issue the notice of the general meeting of shareholders by the Company’s website and the website designated by the Hong Kong Stock Exchange, or other methods permitted by Hong Kong Listing Rules and this Articles of Association, instead of sending it by designated person or by postage paid mail. Once the announcement is made, all H-share shareholders shall be deemed to have received the notice of the relevant general meeting.</p>	<p>Article 75 Subject to the requirements of laws, administrative regulations, departmental rules and the listing rules and the implementation of relevant procedures of the stock exchange where the Company’s shares are listed, for H-share shareholders, the Company can also issue the notice of the shareholders’ general meeting by the Company’s website and the website designated by the Hong Kong Stock Exchange, or other methods permitted by Hong Kong Listing Rules and this Articles of Association, instead of sending it by designated person or by postage paid mail. Once the announcement is made, all H-share shareholders shall be deemed to have received the notice of the relevant general meeting.</p>

Original Articles	Amended Articles
<p>Article 87 All shareholders or their proxies registered on the equity registration date shall have the right to attend the general meeting of shareholders and exercise their voting rights in accordance with relevant laws, regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the Articles of Association.</p> <p>.....</p> <p>Any shareholder who has the right to attend and vote at the shareholders’ meeting may attend the shareholders’ meeting in person, or appoint one or more person (the person may not be a shareholder) as his proxy to attend and vote on his behalf.</p> <p>.....</p>	<p>Article 78 All shareholders or their proxies registered on the equity registration date shall have the right to attend the general meeting of shareholders and exercise their voting rights in accordance with relevant laws, regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the Articles of Association.</p> <p>A Shareholder may attend and vote at the shareholders’ general meeting in person or by proxy.</p> <p>.....</p> <p>Any shareholder who has the right to attend and vote at the shareholders’ meeting may attend the shareholders’ meeting in person or virtually via technologies, or appoint one or more person (the person may not be a shareholder) as his proxy to attend and vote on his behalf.</p> <p>.....</p>
<p>Article 88 Individual shareholders who attend the meeting in person shall present their ID card or other valid certificates and stock account card that can show their identity; if they authorize others to attend the meeting, the agent shall present their valid ID and shareholder’s power of attorney.</p> <p>.....</p>	<p>Article 79 Individual shareholders who attend the meeting in person shall present their ID card or other valid certificates that can show their identity; if a proxy attends the meeting, he/she shall present their valid ID and shareholder’s power of attorney.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 89</p> <p>.....</p> <p>The power of attorney issued by shareholders to authorize others to attend the general meeting of shareholders shall contain the following contents:</p> <p>(I) The name of the agent;</p> <p>(II) Whether it has the right to vote;</p> <p>(III) The amount of shares represented by the representative;</p> <p>(IV) Instructions to vote for, against or abstain from voting for each item included in the agenda of the general meeting of shareholders;</p> <p>(V) The issuance date and validity period of the power of attorney;</p> <p>(VI) Signature (or seal) of the shareholder, If the shareholder is a legal person, its official seal shall be affixed.</p>	<p>Article 80</p> <p>.....</p> <p>The power of attorney issued by shareholders to authorize others to attend the general meeting of shareholders shall contain the following contents:</p> <p>(I) The name or title of the shareholder, and the class and number of shares held in the Company;</p> <p>(II) The name or title of the agent;</p> <p>(III) Specific instructions from shareholders, including instructions to vote for, against or abstain from voting for each item included in the agenda of the general meeting of shareholders;</p> <p>(IV) The issuance date and validity period of the power of attorney;</p> <p>(V) Signature (or seal) of the shareholder, If the shareholder is a legal person, its official seal shall be affixed.</p>
<p>Article 90 The format of any power of attorney issued by the Company’s board of directors to shareholders for appointing proxies shall allow shareholders to freely choose to instruct the proxies to vote for or against, and to vote on each issue of the meeting separately. The power of attorney should state whether the shareholder’s proxies can vote according to their will if the shareholder does not give specific instructions.</p>	<p>Article 81 The format of any power of attorney issued by the Company’s board of directors to shareholders for appointing proxies shall allow shareholders to freely choose to instruct the proxies to vote for or against, and to vote on each issue of the meeting separately.</p>

Original Articles	Amended Articles
<p>Article 91 The voting proxy form shall be placed at the Company’s residence or other places specified in the notice of the meeting at least 24 hours before the relevant meeting entrusted to vote by the power of attorney, or 24 hours before the designated voting time. If the proxy voting power of attorney is signed by someone authorized by the shareholder, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorized documents, and the voting proxy power of attorney must be placed in the Company’s residence or other places specified in the notice of the meeting.</p> <p>If the shareholder is a legal person, his legal representative or a person authorized by the resolution of the board of directors or other decision-making organs may attend the Company’s shareholders meeting as a representative.</p>	Deleted
<p>Article 93 The meeting register of participants shall be prepared by the Company. The register contains the name of the participants (or the name of organizations), ID number (or business license registration number), address, the amount of voting shares held or represented, and the name of the principal (or the name of organizations), etc..</p>	<p>Article 83 The meeting register of participants shall be prepared by the Company. The register contains the name of the participants (or the name of organizations), ID number (or business license registration number), the amount of voting shares held or represented, and the name of the principal (or the name of organizations), etc..</p>
<p>Article 95 When the general meeting of shareholders is held, all directors, supervisors and board secretary of the Company shall attend the meeting, and the general manager and other senior management personnel shall attend the meeting as nonvoting delegates.</p>	<p>Article 85 In the event of directors and senior management personnel are required to attend the meeting, the directors and senior management personnel shall attend the meeting for answering inquiries raised by the shareholder.</p>

Original Articles	Amended Articles
<p>Article 96</p> <p>.....</p> <p>A general meeting of shareholders convened by shareholders shall be presided over by a representative elected by the conveners. If, for any reason, the convener is unable to elect a representative to preside over the meeting, the shareholder with the most voting shares among the conveners (including shareholders' proxies) shall preside over the meeting.</p> <p>.....</p>	<p>Article 86</p> <p>.....</p> <p>A general meeting of shareholders convened by shareholders shall be presided over by the conveners or the representative elected by the them.</p> <p>.....</p>
<p>Article 97 The company shall formulate the rules of procedures for the general meeting of shareholders, and specify in detail the convening and voting procedures of the general meeting of shareholders, including notification, registration, review of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signs, announcements, etc., as well as the principle of authorization of the shareholders meeting to the board of directors (the authorization should be clear and specific). The rules of procedure of the general meeting of shareholders shall be drafted by the board of directors, approved by the general meeting of shareholders and attached to the Articles of Association.</p>	<p>Article 87 The company shall formulate the rules of procedures for the general meeting of shareholders, and specify in detail the convening and voting procedures of the general meeting of shareholders, including notification, registration, review of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signs, announcements, etc., as well as the principle of authorization of the shareholders meeting to the board of directors (the authorization should be clear and specific).</p>
<p>Article 101 The general meeting of shareholders shall have meeting minutes, and the board secretary shall be responsible for it. The minutes of the meeting shall record the following:</p> <p>(I) Meeting time, place, agenda and name of the convener;</p> <p>(II) The names of the chairperson of the meeting and the directors, supervisors, secretary of the board of directors, general manager and other senior management personnel who attend the meeting;</p> <p>.....</p>	<p>Article 91 The general meeting of shareholders shall have meeting minutes, and the board secretary shall be responsible for it. The minutes of the meeting shall record the following:</p> <p>(I) Meeting time, place, agenda and name of the convener;</p> <p>(II) The names of the chairperson of the meeting and the directors, management personnel who attend the meeting;</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 102</p> <p>.....</p> <p>The minutes of the meeting shall be kept together with the signature book of the shareholders present at the scene, the proxy forms, and effective materials obtained from the network and other channels, with a retention period of 10 years.</p>	<p>Article 92</p> <p>.....</p> <p>The minutes of the meeting shall be kept together with the signature book of the shareholders present at the scene, the proxy forms, and effective materials obtained from the network and other channels, with a retention period of not less than 10 years.</p>
<p>Article 106 The following matters shall be passed by ordinary resolutions of the general meeting of shareholders:</p> <p>(I) Work reports of the board of directors and the board of supervisors;</p> <p>(II) The profit distribution plan and loss recovery plan drawn up by the board of directors;</p> <p>(III) The appointment and removal of members of the board of directors and the board of supervisors, as well as their remuneration and payment methods;</p> <p>(IV) The company’s annual budget plan, final accounts, balance sheet, profit statement and other financial statements;</p> <p>(V) The company’s annual report;</p> <p>(VI) Matters other than those should be passed by a special resolution according to laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed, or the Articles of Association.</p>	<p>Article 96 The following matters shall be passed by ordinary resolutions of the general meeting of shareholders:</p> <p>(I) Work reports of the board of directors;</p> <p>(II) The profit distribution plan and loss recovery plan drawn up by the board of directors;</p> <p>(III) The appointment and removal of members of the board of directors as well as their remuneration and payment methods;</p> <p>(IV) Matters other than those should be passed by a special resolution according to laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed, or the Articles of Association.</p>

Original Articles	Amended Articles
<p>Article 107 The following matters shall be passed by a special resolution of the general meeting of shareholders:</p> <p>(I) The company increases or decreases its registered capital and issues any kind of stocks, warrants and other similar securities;</p> <p>(II) Issuing corporate bonds;</p> <p>(III) Division, merger, dissolution and liquidation of the Company;</p> <p>(IV) Amendments to the Articles of Association;</p> <p>(V) The company purchases or sells major assets within one year or the amount of guarantee exceeds 30% of the Company's most recent audited total assets;</p> <p>(VI) A guarantee that exceeds 30% of the Company's most recent audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for twelve consecutive months;</p> <p>.....</p>	<p>Article 97 The following matters shall be passed by a special resolution of the general meeting of shareholders:</p> <p>(I) The company increases or decreases its registered capital;</p> <p>(II) Division, merger, dissolution and liquidation of the Company;</p> <p>(III) Amendments to the Articles of Association;</p> <p>(IV) Where the amount of major assets purchased or sold by the Company or guarantees provided to others within one year exceeds 30% of the Company's latest audited total assets;</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 108</p> <p>.....</p> <p>The board of directors, independent directors and shareholders who meet the relevant requirements may solicit shareholders’ voting rights, in which they shall fully disclose specific voting intentions and other information to the solicited. It is prohibited to solicit shareholders’ voting rights in a paid or disguised form of compensation. The company shall not impose restrictions on the minimum shareholding ratio for the solicitation of voting rights.</p>	<p>Article 98</p> <p>.....</p> <p>If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders’ general meeting for 36 months after the purchase.</p> <p>The Company’s Board, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC, may publicly solicit shareholders’ voting rights. When soliciting shareholders’ voting rights, specific voting intentions and other information shall be fully disclosed to the person solicited. It is prohibited to solicit shareholders’ voting rights in a paid or disguised form of compensation. The Company shall not impose restrictions on the minimum shareholding ratio for the solicitation of voting rights.</p>
<p>Article 110 The company shall, on the premise of ensuring that the general meeting of shareholders is legal and effective, through various methods and channels, give priority to providing modern information technology such as online voting platforms to facilitate shareholders’ participation in the general meeting.</p>	<p>Deleted</p>

Original Articles	Amended Articles
<p>Article 112 The list of candidates for directors and supervisors shall be submitted to the shareholders meeting for voting by proposals. In addition to the cumulative voting system for electing directors and supervisors, each candidate for directors and supervisors shall be proposed by a single proposal. The board of directors shall disclose the resumes and basic information of directors and supervisor candidates to shareholders.</p> <p>When the general meeting of shareholders votes on the election or replacement of two or more directors and supervisors, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting of shareholders. That is, when the general meeting of shareholders elects directors or supervisors, each share has the same voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders can be used collectively.</p> <p>.....</p>	<p>Article 101 The list of candidates for directors shall be submitted to the shareholders' general meeting for voting by proposals.</p> <p>When the shareholders' general meeting votes on the election of directors, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting. When electing two or more independent directors at a shareholders' general meeting, or when a single shareholder and its concert party hold an equity interest of 30% or more, the cumulative voting system shall be implemented. That is, when the shareholders' general meeting elects directors, each share has the same voting rights as the number of directors to be elected, and the voting rights owned by shareholders can be used collectively.</p> <p>.....</p>
<p>Article 122 The conclusion time of the on-site shareholders meeting shall not be earlier than the that of meetings held through Internet or other methods. The chairperson of the meeting is responsible for deciding whether the resolutions of the shareholders meeting shall be passed according to the voting situations and results of each proposal. The decision shall be final and shall be made public at the meeting and included in the minutes of the meeting. The company must appoint its accounting firm, share registrar or an external accountant qualified as its accounting firm, as the scrutineer of the counting of votes.</p> <p>.....</p>	<p>Article 111 The conclusion time of the on-site shareholders meeting shall not be earlier than the that of meetings held through Internet or other methods. The chairperson of the meeting shall announce the voting situation and result of each proposal, and declare whether the resolutions shall be passed according to the results of each proposal.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 125 The resolutions of the general meeting of shareholders shall be announced in a timely manner. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held, and the proportion to the total voting shares of the Company, the voting method, and the voting results of the proposal and the details of the resolutions passed. In the announcement, the attendance and voting of domestic shareholders and H share shareholders shall be separately counted and announced.</p> <p>Major issues that have not been disclosed shall not be notified to shareholders at the general meeting of shareholders.</p>	<p>Article 114 The resolutions of the general meeting of shareholders shall be announced in a timely manner. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held, and the proportion to the total voting shares of the Company, the voting method, and the voting results of the proposal and the details of the resolutions passed. In the announcement, the attendance and voting of domestic shareholders and H share shareholders shall be separately counted and announced.</p>
<p>Article 134 When the Company is to convene a class shareholders meeting, the Company shall inform all registered shareholders of the classified shares at least 21 days before convening an annual general meeting, or 15 days before convening an extraordinary general meeting. In calculating the above starting period, it should not include the date convening the meeting and the date of the notice. The above business day refers to a day on which the Hong Kong Stock Exchange is open for trading in securities.</p> <p>.....</p>	<p>Article 123 When the Company is to convene a class shareholders meeting, the Company shall, with reference to Article 71 of the Articles of Association regarding the notice time limit for annual shareholders meeting and extraordinary shareholders meeting, issue a written notice informing all registered shareholders of the class of shares of the matters to be considered at the meeting and the date and place of the meeting.</p> <p>.....</p>

Original Articles	Amended Articles
Newly added	<p>Article 126 The director of the Company shall be a natural person. A person may not serve as a director of the Company if any of the following circumstances applies:</p> <p>(I) Persons who have no or restricted capacity for civil conduct;</p> <p>(II) Persons who were sentenced to criminal punishment due to corruption, bribery, embezzlement of property, misappropriation of property or disrupting the socialist market economic order, or who have been deprived of political rights due to any criminal offenses, where less than five years have lapsed since the expiration of the execution period, or two years have not elapsed since the expiration of the probation period for suspended sentence;</p> <p>(III) Persons who served as a director, factory manager or manager of a company or an enterprise that declared insolvent and liquidated and were personally liable for the insolvency of such company or enterprise, and less than three years have lapsed since the date of completion of the insolvency and liquidation of that company or enterprise;</p> <p>(IV) Persons who served as the legal representative of a company or an enterprise of which the business license was revoked and was ordered to close down due to violation of laws and who was personally liable for such revocation and order, where less than three years have lapsed since the date of such company's or enterprise's revocation of business license or being ordered to close down;</p>

Original Articles	Amended Articles
	<p>(V) A person who is listed as defaulter subject to enforcement by the People’s Court for being liable for a larger amount of debts that are overdue;</p> <p>(VI) Persons who are penalized by CSRC to be prohibited from participating in the securities markets with a period yet to be expired;</p> <p>(VII) A person who has been publicly declared by the stock exchange to be unsuitable for serving as the directors and senior management of any listed company with a period yet to be expired;</p> <p>(VIII) Other circumstances stipulated in laws, administrative regulations or departmental rules.</p> <p>If the election or appointment of a director has violated this article, such election, appointment or employment shall be invalid. If any of the circumstances under this article occur during the period of employment of a director, the Company shall dismiss the director from his/her post and cease his/her duties.</p>
<p>Article 137 Directors shall be elected or changed by the general meeting. The term of office of a director is three years. A director may serve consecutive terms if re-elected.</p> <p>Any director with unexpired term of office may be removed by the general meeting by an ordinary resolution in accordance with relevant laws and regulations and the listing rules of the stock exchange where the shares of the Company are listed provided that the director’s right to claim damages based on any contract shall not be affected.</p> <p>A director is not required to hold shares of the Company.</p>	<p>Article 127 Directors shall be elected or changed by the general meeting and may be removed from office by the general meeting before the expiration of their terms of office. The term of office of a director is three years. A director may serve consecutive terms if re-elected.</p> <p>Any director with unexpired term of office may be removed by the general meeting by an ordinary resolution in accordance with relevant laws and regulations and the listing rules of the stock exchange where the shares of the Company are listed provided that the director’s right to claim damages based on any contract shall not be affected.</p>

Original Articles	Amended Articles
<p>Article 145 Directors shall comply with the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association, and shall fulfill obligations to the Company as follows:</p> <p>(I) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company;</p> <p>(II) not to misappropriate the funds of the Company;</p> <p>(III) not to set up accounts in his/her own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;</p> <p>(IV) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the general meeting or the Board of Directors in contravention of the provisions of these Articles of Association;</p> <p>(V) not to enter into contracts or carry out transactions with the Company in contravention of the provisions of these Articles of Association or without the consent of the general meeting;</p> <p>(VI) not to, without the consent of the general meeting, abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons;</p> <p>.....</p>	<p>Article 135 Directors shall comply with the provisions of laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association, shall take measures to avoid conflicts between their own interests and the Company's interests and shall not use their powers to seek improper benefits. Directors shall fulfill obligations to the Company as follows:</p> <p>(I) not to misappropriate the Company's properties or divert the funds of the Company;</p> <p>(II) not to deposit the Company's funds in an account under their own name or the name of other individuals;</p> <p>(III) not to abuse their authority in bribes or accepting other unlawful income;</p> <p>(IV) not to enter into any contract or perform any transaction, directly and indirectly, with the Company without reporting to the Board or the shareholders' general meeting and obtaining approval through resolutions by the Board or the shareholders' general meeting as stipulated in the Articles of Association;</p> <p>(V) not to make use of their position as Director to procure business opportunities that should otherwise belong to the Company for themselves or others, unless such business opportunities are not available to the Company upon reporting to the Board or the shareholders' general meeting and obtaining approval through resolutions by the shareholders' general meeting or as required in laws, administrative regulations or the Articles of Association;</p>

Original Articles	Amended Articles
<p>Any income derived by a director in violation of the provisions of this article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.</p>	<p>(VI) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the Board or the shareholders' general meeting and obtaining approval through resolutions by the shareholders' general meeting;</p> <p>.....</p> <p>Any income derived by a director in violation of the provisions of this article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.</p> <p>The provisions of the item (IV) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and senior management or enterprises directly or indirectly controlled by the directors and senior management or their close relatives, as well as persons who are otherwise related to the directors and senior management.</p>
<p>Article 146 Directors shall observe laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association, and fulfill the following obligations of diligence to the Company:</p> <p>(I) to attend the Board meetings in person in principle, act in a normally and reasonably prudent and diligent manner and express explicit opinions over the matters considered. If they cannot attend the Board meetings in person for certain reasons, they shall prudently select and appoint other directors in writing to attend such meetings. Independent directors shall not appoint non-independent directors to attend such meetings;</p>	<p>Article 136 Directors shall observe laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association, and fulfill the following obligations of diligence to the Company:</p> <p>(I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company in compliance with the laws, administrative regulations and economic policies of the state, not beyond the business scope specified in the business license;</p>

Original Articles	Amended Articles
<p>(II) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company in compliance with the laws, administrative regulations and economic policies of the state, not beyond the business scope specified in the business license;</p> <p>(III) to treat all shareholders impartially;</p> <p>(IV) to keep informed of the business operation and management of the Company; carefully read all commercial and financial reports, and reports related to the Company on public media, and keep timely informed of and continuously pay attention to the business operation and management situation and significant events occurred or may occur and their impact, timely report the issues existing in the Company’s operation activities to the Board of Directors, and shall not shirk their responsibilities on the grounds of not directly engaging in operation and management or not aware of the relevant issues and situations;</p> <p>(V) to sign written opinions on the regular reports of the Company; and to ensure the information disclosed by the Company being truthful, accurate and complete;</p> <p>(VI) to honestly provide the Supervisory Committee with relevant circumstances and information, and not to prevent the Supervisory Committee or supervisors from exercising their functions and powers; and</p> <p>(VII) to fulfill other obligations of diligence stipulated by laws, administrative regulations, department rules, the listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association.</p>	<p>(II) to treat all shareholders impartially;</p> <p>(III) to keep informed of the business operation and management of the Company;</p> <p>(IV) to sign written opinions on the regular reports of the Company; and to ensure the information disclosed by the Company being truthful, accurate and complete;</p> <p>(V) to honestly provide the Audit Committee with relevant circumstances and information, and not to prevent the Audit Committee from exercising their functions and powers; and</p> <p>(VI) to fulfill other obligations of diligence stipulated by laws, administrative regulations, department rules, the listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association.</p>

Original Articles	Amended Articles
<p>Article 147 A director may resign prior to the expiry of his/her term of office. A director shall submit a written resignation to the Board of Directors in resigning his/her duties. The Board of Directors will disclose relevant information within two days.</p> <p>If the number of members of the Board of Directors of the Company falls below the quorum as a result of the resignation of any director or the number of independent directors is less than one third of members of the Board of Directors or there are no accounting professionals among independent directors as a result of the resignation of any independent director, such director's resignation shall not become effective until the vacancy resulting from such resignation is filled up by a succeeding director. The proposed resigning director shall continue to perform his/her duties in accordance with laws, administrative regulations, department rules, the listing rules of the stock exchange where the Company's shares are listed and these Articles of Association before the resignation takes effect.</p> <p>Save as provided in the preceding paragraph, a director's resignation shall take effect upon the delivery of the written resignation to the Board of Directors.</p>	<p>Article 137 A director may resign prior to the expiry of his/her term of office. A director shall submit a written resignation to the Board of Directors in resigning his/her duties. The resignation will take effect on the day the Company receives the resignation report and the Company shall make disclosure of relevant information within two trading days in accordance with the listing rules of the stock exchange where the Company's shares are listed.</p> <p>Where the number of members of the Board falls below the minimum requirement due to the resignation of any director, before a newly elected director takes office, the original director shall perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules regulations and the Articles of Association.</p>

Original Articles	Amended Articles
<p>Article 152 The Company shall establish the Board of Directors which shall be accountable to the general meeting. The Board of Directors shall comprise 9 directors and shall have 1 chairman. Of which, at least 4 shall be independent directors, who account for no less than one third of all the directors.</p>	<p>Article 143 The Company shall establish the Board of Directors which shall be accountable to the general meeting. The Board of Directors shall comprise 10 directors, including 1 employee director and 1 chairman. Of which, at least 4 shall be independent directors, who account for no less than one third of all the directors.</p>
<p>Article 153 The Board of Directors exercises the following powers:</p> <p>(I) convene the general meeting and report on work to the general meeting;</p> <p>(II) implement the resolutions of the general meeting;</p> <p>(III) determine the business and investment plans of the Company;</p> <p>(IV) formulate the annual financial budget and closing account plans of the Company;</p> <p>.....</p> <p>(X) based on the nomination of the chairman, appoint or dismiss the general manager of the Company and the secretary of the Board of Directors; based on the nomination of the general manager, appoint or dismiss senior management of the Company such as the vice manager, the person-in-charge of finance, and determine their remuneration, rewards and punishment;</p> <p>.....</p>	<p>Article 144 The Board of Directors exercises the following powers:</p> <p>(I) convene the general meeting and report on work to the general meeting;</p> <p>(II) implement the resolutions of the general meeting;</p> <p>(III) determine the business and investment plans of the Company;</p> <p>.....</p> <p>(IX) determine to appoint or dismiss the general manager of the Company and the secretary of the Board of Directors and other senior management, and determine their remuneration and rewards and punishments; based on the nomination of the general manager, appoint or dismiss senior management of the Company such as the vice manager, the person-in-charge of finance, and determine their remuneration, rewards and punishment;</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 154 When disposing fixed assets, the Board of Directors shall not, without prior approval of the general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate amount of the expected consideration for the proposed disposal and the proceeds from any such disposal of any fixed assets of the Company completed within 4 months immediately preceding the proposed disposal exceeds 33% of the value of fixed assets of the Company as shown in the latest balance sheet considered at the general meeting.</p> <p>For the purposes of this article, disposal of fixed assets includes the transfer of interest in assets but does not include the charge of fixed assets as security.</p> <p>The validity of a disposal of fixed assets by the Company shall not be affected by any breach of the first paragraph of this article.</p>	<p>Deleted</p>
<p>Article 157</p> <p>.....</p> <p>When a transaction of the Company only meets the standards as set out in the item 3 or item 5 above, and the absolute value of the earnings per share in the latest financial year of the Company is less than RMB0.05, the Company may apply to the stock exchange for waiver from the review provisions at the general meeting as set out in the item 3 or item 5.</p> <p>.....</p> <p>When the transaction satisfies the standard for submitting to the general meeting for consideration in this paragraph and if the stock exchange deems necessary, the Company shall provide an audit report or a valuation report issued by an accounting firm or an asset valuer.</p>	<p>Article 147</p> <p>.....</p> <p>When a transaction of the Company only meets the standards as set out in the item 4 or item 6 specified in this Article that requires submission to the general meeting for consideration, and the absolute value of the earnings per share in the latest financial year of the Company is less than RMB0.05, the Company may be exempted from the consideration procedure of the general meeting.</p> <p>.....</p> <p>Where the counterparty to a transaction provides non-cash assets as consideration or to offset the Company's debts, the Company shall disclose the audit report or valuation report pertaining to such assets in accordance with the aforementioned provisions.</p>

Original Articles	Amended Articles
<p>When the Company conducts the provision of financial assistance, entrusted wealth management and other matters, the amount incurred shall be used as the calculation standard.</p> <p>With regard to the same transactions of the</p>	

Original Articles	Amended Articles
	<p>The provisions in the preceding two paragraphs shall not apply where the recipient is a controlled subsidiary within the scope of the Company’s consolidated financial statements, and the other shareholders of such controlled subsidiary do not include the controlling shareholder, actual controller, or their affiliates of the listed company.</p> <p>With regard to the same transactions of the Company on the transaction subject within 12 months, the principle of aggregate calculation shall apply to the provisions of this article. If relevant obligations are completed in accordance with this article, the transactions will not be included in the calculation of the total amount.</p> <p>.....</p>
<p>Article 159 The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over the general meetings and to convene and preside over the Board meetings;</p> <p>(II) to supervise and examine the implementation of the resolutions of the Board of Directors;</p> <p>(III) to sign the documents of the Board of Directors and other documents which shall be signed by the legal representative of the Company;</p>	<p>Article 149 The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over the general meetings and to convene and preside over the Board meetings;</p> <p>(II) to supervise and examine the implementation of the resolutions of the Board of Directors;</p> <p>(III) other powers and duties authorized by the Board of Directors.</p>

Original Articles	Amended Articles
<p>(IV) to sign the share certificates, corporate bonds and other marketable securities of the Company;</p> <p>(V) to exercise the functions and powers as a legal representative;</p> <p>(VI) to nominate the general manager and the person-in-charge of finance;</p> <p>(VII) in the event of emergency situations such as the occurrence of large-scale natural disasters, to take special steps in handling the Company’s business according to the laws and the Company’s interest; and to report to the Board of Directors of the Company and the general meetings afterwards; and</p> <p>(VIII) Subject to the laws, regulations and other provisions of these Articles of Association and for the purchase or disposal of assets; external investments (including entrusted wealth management, consigned loans, etc.); provision of financial assistance; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee and other transaction activities, please refer to the provisions of paragraph (I) of Article 157 of these Articles of Association for the approval authority of the chairman authorized by the Board of Directors.</p>	

Original Articles	Amended Articles
<p>Article 161 Where the chairman is unable or fails to perform his or her duties, more than one half of the directors shall elect a director to discharge the duties of the chairman.</p>	<p>Article 151 Where the chairman is unable or fails to perform his or her duties, more than half of the directors shall elect a director to discharge the duties of the chairman.</p>
<p>Article 163 Any shareholder(s) holding more than one-tenth voting rights, more than one third of the directors, more than one half of independent directors or the Supervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board of Directors. The chairman shall convene and preside over a Board meeting within 10 days after receipt of such proposal.</p>	<p>Article 153 Any shareholder(s) holding more than one-tenth voting rights, more than one third of the directors or Audit Committee may propose the holding of an extraordinary meeting of the Board of Directors. The chairman shall convene and preside over a Board meeting within 10 days after receipt of such proposal.</p>
<p>Article 166 A Board meeting shall be attended by more than one half of the directors. Resolutions made by the Board of Directors shall be passed by more than half of all directors.</p> <p>If the votes for and against a resolution are the same, the chairman shall be entitled to an additional vote.</p>	<p>Article 156 A Board meeting shall be attended by more than one half of the directors. Resolutions made by the Board of Directors shall be passed by more than half of all directors.</p> <p>Voting on the resolutions of the board of directors shall be conducted on a one-person-one-vote basis.</p>
<p>Article 168 As for the voting on a Board resolution, each director shall have one vote. If a director has a connected relationship with an enterprise or individual involved in a matter on which a resolution is to be made at a Board meeting, he/she may not exercise his or her right to vote regarding such resolution, nor may he/she exercise the voting right of another director as such director's proxy thereon.</p> <p>.....</p>	<p>Article 158 If a director has a connected relationship with an enterprise or individual involved in a matter on which a resolution is to be made at a Board meeting, the said director shall promptly report the situation in writing to the Board. A director with a connected relationship shall not vote on the said resolution for himself/herself or on behalf of another director.</p> <p>.....</p>

Original Articles	Amended Articles

Original Articles	Amended Articles
Newly added	<p>Article 165 Independent directors shall maintain independence. None of the following persons may serve as independent directors:</p> <ul style="list-style-type: none"> (I) persons working in the Company or its subsidiary and their spouses, parents, children and major social relations; (II) natural person shareholders who directly or indirectly hold more than 1% of the Company’s issued shares or who are among the Company’s top ten shareholders, and their spouses, parents and children; (III) persons who work for shareholders who directly or indirectly hold more than 5% of the Company’s issued shares or who work for entities of the Company’s top five shareholders, and their spouses, parents, and children; (IV) persons serving in the subsidiaries of the Company’s controlling shareholders and actual controllers and their spouses, parents and children; (V) persons who have significant business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiaries, or who serve in entities with significant business dealings and their controlling Shareholders or actual controllers;

Original Articles	Amended Articles
	<p>(VI) persons providing financial, legal, consulting and sponsorship and other services to the Company, its controlling shareholders, actual controllers or their respective subsidiaries; including, but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management and principals;</p> <p>(VII) persons who have been in the situations listed in items (I) to (VI) within the last twelve months;</p> <p>(VIII) other persons who do not possess independence as stipulated by laws, administrative regulations, provisions of the CSRC, business rules of stock exchanges and the Articles of Association.</p> <p>The subsidiaries of the Company’s controlling shareholders and actual controllers referred to in items (IV) to (VI) of the preceding paragraph shall not include enterprises that are under the control of the same state-owned asset management institution as the Company and are not deemed related parties to the Company in accordance with relevant regulations.</p> <p>The independent directors shall conduct an annual self-examination of their independence and submit such examination results to the Board. The Board shall evaluate the independence of the existing independent directors annually and issue a special opinion, and disclose the same in</p>

Original Articles	Amended Articles
Newly added	<p>Article 166 An independent director of the Company shall fulfill the following conditions:</p> <ul style="list-style-type: none"> (I) be qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions; (II) comply with the independence requirements stipulated in the Articles of Association; (III) possess basic knowledge of the operation of a listed company and be familiar with relevant laws, regulations and rules; (IV) have at least five years of working experience in law, accounting or economics necessary for the fulfillment of his/her duty as an independent director; (V) possess good personal integrity and no major breach of trust or other adverse records; (VI) other conditions as stipulated by laws, administrative regulations, provisions of the CSRC, business rules of stock exchanges and the Articles of Association.

Original Articles	Amended Articles
Newly added	<p data-bbox="818 229 1426 412">Article 167 The independent directors, as members of the Board, shall owe a duty of loyalty and diligence to the Company and all Shareholders, and shall prudently fulfill the following duties:</p> <ul style="list-style-type: none"> <li data-bbox="818 455 1426 566">(I) participating in the decision-making of the Board and express their definite opinions on the matters discussed; <li data-bbox="818 608 1426 902">(II) supervising matters relating to potential material conflicts of interest between the Company and its controlling shareholders, actual controller, directors and senior management and protecting the legitimate rights and interests of minority shareholders; <li data-bbox="818 944 1426 1127">(III) providing professional and objective advice on the Company’s operation and development, and promoting the improvement of the decision-making level of the Board; <li data-bbox="818 1170 1426 1310">(IV) other duties as stipulated by laws, administrative regulations, provisions of the CSRC and the Articles of Association.

Original Articles	Amended Articles
Newly added	<p>Article 168 The independent directors shall exercise the following special powers and duties:</p> <ul style="list-style-type: none"> (I) independently engaging intermediary organizations to conduct audits, consultations or verifications on specific matters of the Company; (II) proposing to the Board to convene an extraordinary shareholders' meeting; (III) proposing the convening of a meeting of the Board; (IV) openly soliciting shareholders' rights from shareholders in accordance with the law; (V) expressing independent opinions on matters that may jeopardize the interests of the Company or the minority shareholders; (VI) other powers and duties as stipulated by laws, administrative regulations, provisions of the CSRC and the Articles of Association. <p>The exercise by an independent director of the powers and duties set out in preceding paragraphs (I) to (III) shall be approved by a majority of all independent directors.</p> <p>The Company shall disclose in a timely manner any exercise of the powers and duties listed in the first paragraph by an independent director. In the event that the aforesaid powers and duties cannot</p>

Original Articles	Amended Articles
Newly added	<p>Article 169 The following matters shall be submitted to the Board for consideration after being approved by a majority of all independent directors of the Company:</p> <ul style="list-style-type: none"> (I) related party transactions that should be disclosed; (II) the proposal of the Company and related parteproposaevrttof allrof the C75J01.890

Original Articles	Amended Articles
	<p>The specialized meeting of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; in the event that the convener is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene the specialized meeting on their own and elect a representative to preside over the meeting.</p> <p>Minutes of specialized meetings of independent directors shall be prepared in accordance with the regulations, and the opinions of the independent directors shall be set out in the minutes. The independent directors shall sign to confirm the minutes.</p> <p>The Company facilitates and supports the convening of specialized meetings of independent directors.</p>
Newly added	<p>Article 171 The Board of the Company has established an Audit Committee to exercise the powers and functions of the supervisory committee as stipulated in the Company Law.</p>
Newly added	<p>Article 172 The Audit Committee shall be appointed by the Board from among its members and shall consist of three or more non-executive directors, and accounting professionals among the independent directors shall act as conveners.</p>

Original Articles	Amended Articles
<p>Article 175 The primary duties of the Strategic Development Committee are to study and advise on the long-term strategy and major investment decisions of the Company.</p>	<p>Article 176 The Strategic Development Committee of the Company’s Board of Directors consists of 4 directors, among whom at least 1 is an independent director. The primary duties of the Strategic Development Committee are to study and advise on the long-term strategy and major investment decisions of the Company.</p>
<p>Article 177 The Nomination Committee of the Company shall be responsible for formulating the selection standards and procedures for Directors and senior management personnel, conducting selection and examination of the candidates and their qualifications, and making recommendations to the Board of Directors on the following matters: (1) nomination or appointment or dismissal of Directors; (2) appointment or dismissal of senior management personnel; (3) any other matters stipulated by the laws, administrative regulations, the CSRC, and the Articles of Association. If the Board of Directors does not adopt, or does not fully adopt, the recommendations of the Nomination Committee, the opinion of the Nomination Committee and the specific reasons for not adopting the recommendations shall be recorded in the Board resolutions and disclosed.</p>	<p>Article 177 The Nomination Committee of the Company’s Board of Directors consists of 3 directors, including 2 independent directors. The Nomination Committee shall be responsible for formulating the selection standards and procedures for Directors and senior management personnel, conducting selection and examination of the candidates and their qualifications, and making recommendations to the Board of Directors on the following matters:</p> <ol style="list-style-type: none"> (1) nomination or appointment or dismissal of Directors; (2) appointment or dismissal of senior management personnel; (3) any other matters stipulated by the laws, administrative regulations, the CSRC, and the Articles of Association. <p>In considering the composition of the Board, a balanced composition of executive and non-executive directors (including independent directors) should be ensured on the Board, and board diversity should be considered from various aspects, including but not limited to gender, age, cultural and educational background and professional experience of the directors; to develop and review the policy for board diversity.</p> <p>If the Board of Directors does not adopt, or does not fully adopt, the recommendations of the Nomination Committee, the opinion of the Nomination Committee and the specific reasons for not adopting the recommendations shall be recorded in the Board resolutions and disclosed.</p>

Original Articles	Amended Articles
<p>Article 178 The Remuneration and Evaluation Committee of the Company shall be responsible for formulating the appraisal criteria and conduct appraisal on the Directors and senior management personnel, formulate and review the remuneration policies and plans for the Directors and senior management personnel, and make recommendations to the Board of Directors in respect of the following matters: (1) remuneration of the Directors and senior management personnel; (2) establishment or change of equity incentive scheme or employee stock ownership plan, deciding the conditions for the granting of and the exercise of the awards by the eligible participants; (3) arrangement of the shareholding plans for Directors and senior management personnel in the subsidiary to be spun off; (4) any other matters stipulated by the laws, administrative regulations, the CSRC, and the Articles of Association. If the Board of Directors does not adopt, or does not fully adopt, the recommendations of the Remuneration and Evaluation Committee, the opinion of the Remuneration and Evaluation Committee and the specific reasons for not adopting the recommendations shall be recorded in the Board resolutions and disclosed.</p>	<p>Article 178 The Remuneration and Evaluation Committee of the Company’s Board of Directors consists of 3 directors, including 2 independent directors. The Remuneration and Evaluation Committee shall be responsible for formulating the appraisal criteria and conduct appraisal on the Directors and senior management personnel, formulating and reviewing the remuneration decision mechanism, decision-making process, payment and stop payment of recourse arrangements for Directors and senior management and other remuneration policies and plans and make recommendations to the Board of Directors in respect of the following matters:</p> <ol style="list-style-type: none"> (1) remuneration of the Directors and senior management personnel; (2) establishment or change of equity incentive scheme or employee stock ownership plan, deciding the conditions for the granting of and the exercise of the awards by the eligible participants; (3) arrangement of the shareholding plans for Directors and senior management personnel in the subsidiary to be spun off;

Original Articles	Amended Articles
	<p>(4) review and/or approve matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules, including any share options or awards granted to directors or senior management or other participants, and ensure appropriate disclosure and explanation in the corporate governance report regarding the appropriateness of approving such material matters (if any);</p> <p>(5) any other matters stipulated by the laws, administrative regulations, the CSRC, and the Articles of Association.</p> <p>If the Board of Directors does not adopt, or does not fully adopt, the recommendations of the Remuneration and Evaluation Committee, the opinion of the Remuneration and Evaluation Committee and the specific reasons for not adopting the recommendations shall be recorded in the Board resolutions and disclosed.</p>
<p>Article 180 All the special committees shall be accountable to the Board of Directors and the proposals of all special committees shall be submitted to the Board of Directors for review and approval.</p>	<p>Deleted</p>
<p>Article 182 The provisions under Article 145 in relation to the fiduciary duties of directors and paragraphs (IV), (V) and (VI) under Article 146 of these Articles of Association in relation to the due diligence obligations shall be applicable to the senior management.</p>	<p>Article 181 The circumstances under these Articles of Association where a person may not serve as a director, and the provisions of the system for managing the termination of employment, shall also be applicable to the senior management.</p> <p>The provisions under these Articles of Association regarding the fiduciary obligations of the directors and regarding due diligence obligations shall be applicable to the senior management.</p>

Original Articles	Amended Articles
<p>Article 183 The senior management of the Company shall not hold any post other than director or supervisor in the Company, or receive salaries from, its controlling shareholder, de facto controller or any other enterprises under their control.</p>	<p>Article 182 Any person who holds executive positions other than directors and supervisors in controlling shareholder of the Company shall not serve as the senior management of the Company.</p> <p>The senior management of the Company shall only be entitled to the salaries paid by the Company. The controlling shareholders shall not pay the salaries on behalf of the Company.</p>
<p>Article 186 The general manager can attend meetings of the Board of Directors. A non-director general manager shall have no right to vote at such meetings.</p>	<p>Article 185 The general manager can attend meetings of the Board of Directors.</p>
<p>Article 187 The general manager shall report to the Board of Directors or the Supervisory Committee on the execution of significant contracts, implementation status, application of funds as well as profit and loss of the Company as requested by the Board of Directors or the Supervisory Committee. The general manager shall ensure the truthfulness of the report.</p>	<p>Deleted</p>
<p>Article 188 The Company shall formulate the working rules of the general manager. Such working rules shall be implemented upon approval by the Board of Directors.</p>	<p>Article 186 The general manager shall formulate the working rules of the general manager. Such working rules shall be implemented upon approval by the Board of Directors.</p>
<p>Article 193 If senior management violates laws, administrative regulations, department rules or these Articles of Association in the course of performing the Company’s duties, thereby causing losses to the Company, he or she shall be liable for damages.</p>	<p>Article 191 The Company shall be liable for any damages caused to others by senior management in the course of performing the Company’s duties; senior management shall also be liable for any damages caused by their willfulness or gross negligence.</p> <p>If senior management violates laws, administrative regulations, department rules or these Articles of Association in the course of performing the Company’s duties, thereby causing losses to the Company, he or she shall be liable for damages.</p>

Original Articles	Amended Articles
<p>Article 194 The general manager, in exercising his/her functions and powers, shall perform the obligations of honesty and diligence in accordance with the laws, administrative regulations and these Articles of Association.</p>	<p>Article 192 The senior management of the Company shall perform their duties faithfully and safeguard the best interests of the Company and all Shareholders.</p> <p>If the senior management of the Company has caused damage to the interests of the Company and the public shareholders due to their failure to faithfully perform their duties or breach of their fiduciary duties, they shall be liable for compensation in accordance with the law.</p>
<p>Article 227 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the provisions of relevant state authorities. The Company shall prepare financial reports at the end of each financial year, which shall be subject to legal examination and verification.</p>	<p>Article 193 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the provisions of relevant state authorities.</p>
<p>Article 229 The Board of the Company shall, at each annual general meeting, submit to the shareholders the financial reports prepared by the Company in accordance with the relevant laws, administrative regulations, and regulatory documents of local governments and competent authorities.</p>	<p>Deleted</p>

Original Articles	Amended Articles
<p>Article 230 Financial reports of the Company shall be kept in the Company and be accessible to shareholders 20 days before the convening of the annual general meeting. Every shareholder of the Company shall have the right to access the financial reports mentioned in this chapter.</p> <p>The Company shall send the aforesaid report or directors' report along with the balance sheet (including all documents attached to the balance sheet required by laws and regulations) and profit or loss statement or income and expenditure statement or summary financial report to each holder of H Shares through electronic means, by hand or by pre-paid post, email or other means approved by the Hong Kong Stock Exchange at least 21 days prior to the convening of the shareholders' general meeting. The address of the recipients shall be the address or email address or accounts registered in the register of shareholders.</p>	<p>Article 195 The Company shall send the aforesaid report or directors' report along with the balance sheet (including all documents attached to the balance sheet required by laws and regulations) and profit or loss statement or income and expenditure statement or summary financial report to each holder of H Shares through electronic means, by hand or by pre-paid post, email or other means approved by the Hong Kong Stock Exchange at least 21 days prior to the convening of the shareholders' general meeting. The address of the recipients shall be the address or email address or accounts registered in the register of shareholders.</p>
<p>Article 232</p> <p>.....</p> <p>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.</p> <p>.....</p>	<p>Article 197</p> <p>.....</p> <p>In cases where the shareholders' general meeting distributes profits to any shareholder in violation of the Company Law, the shareholder shall return the distributed profits involved in the violation to the Company; if losses are caused thereby to the Company, the shareholders, as well as any directors and senior management responsible for the violation, shall be liable for compensation.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 233 The reserve funds of the Company shall be used to make up for the losses, enhance the operating scale or increase the capital of the Company. However, the capital reserve fund shall not be used to recover the losses of the Company.</p> <p>The capital reserve fund shall include:</p> <p>(I) premium arising from issue above the par value of the stock;</p> <p>(II) other revenue required by the financial authority under the State Council to be stated as capital reserve fund.</p> <p>When the statutory reserve fund is converted into capital, the amount of the said fund left shall not be less than 25% of the registered capital of the Company before such conversion.</p>	<p>Article 198 The reserve funds of the Company shall be used to make up for the losses, enhance the operating scale or increase the capital of the Company.</p> <p>Where the reserve fund of the Company is used for making up losses, the discretionary reserve fund and statutory reserve fund shall be firstly used. If losses still cannot be made up, the capital reserve fund can be used according to the relevant provisions.</p> <p>When the statutory reserve fund is converted into an increase in the registered capital, the amount of the said fund left shall not be less than 25% of the registered capital of the Company before such conversion.</p>
<p>Article 236 Monies paid for any shares before dunning shall be entitled to dividends, but the shareholders are not</p>	

Original Articles	Amended Articles
<p>Article 238 The Company shall appoint receiving agents for holders of H Shares. The receiving agents shall, on behalf of the relevant shareholders, receive dividends distributed by the Company for H Shares and other payables.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws or the relevant regulations of the stock exchange in the place where the Company is listed. The receiving agents appointed by the Company for holders of H Shares shall be trust companies registered pursuant to the Trustee Ordinance of Hong Kong.</p>	<p>Article 202 The Company shall appoint receiving agents for holders of H Shares. The receiving agents shall, on behalf of the relevant shareholders, receive dividends distributed by the Company for H Shares and other payables.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws or the relevant regulations of the stock exchange in the place where the Company is listed.</p>
<p>Article 239 The Company shall implement internal audit system and assign full-time auditors to conduct internal audits and supervise the financial revenues and expenditures and economic activities of the Company.</p>	<p>Article 203 The Company shall implement internal audit system, which clearly defines the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit.</p> <p>The internal audit system of the Company shall be implemented after being approved by the Board and disclosed to the public.</p>
<p>Newly added</p>	<p>Article 204 The internal audit institution of the Company shall conduct supervision and inspection on matters such as the Company's business activities, risk management, internal control, and financial information.</p>

Original Articles	Amended Articles
<p>Article 240 The internal audit system and duties of the auditors of the Company shall be subject to the approval of the Board. The officer in charge of audit shall be accountable to the Board and report to the same.</p>	<p>Article</p>

Original Articles	Amended Articles
<p>Article 241 The Company shall engage independent accounting firms “qualified for securities related business” 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.</p>	<p>Article 209 The Company shall engage accounting firms which is qualified under the provisions of the Securities Law 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.</p>
<p>Article 242 The Company’s appointment of an accounting firm shall be decided by the shareholders’ general meeting. The Board shall not appoint any accounting firm prior to a decision made by the shareholders’ general meeting.</p>	<p>Article 210 The Company’s appointment and dismissal of an accounting firm shall be decided by the shareholders’ general meeting. The Board shall not appoint any accounting firm prior to a decision made by the shareholders’ general meeting.</p>
<p>Article 244 An accounting firm appointed by the Company shall have the following rights:</p> <ul style="list-style-type: none"> (I) To inspect, at any time, the Company’s account books, records or vouchers, and shall have the right to require the directors, general manager or other senior management to provide relevant data and explanations; (II) To require the Company to adopt all reasonable measures to obtain from its subsidiaries data and explanations which the accounting firm requires for the performance of its duties; (III) To attend shareholders’ meetings and to receive notices of and other information relating to the meetings that any shareholder is entitled to receive, and to speak at any shareholders’ meeting in relation to matters concerning its role as the accounting firm of the Company. 	<p>Deleted</p>

Original Articles	Amended Articles
<p>Article 245 In the event that the position of accounting firm is vacant, the Board may appoint an accounting firm to fill such vacancy before convening the shareholders' general meeting. This appointment, however, shall be confirmed at the next shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period of vacancy.</p>	<p>Deleted</p>
<p>Article 247 The remuneration of the accounting firm or the manner in which the firm is to be remunerated shall be determined by the shareholders' general meeting. The remuneration of the accounting firm appointed by the Board shall be determined by the Board.</p>	<p>Article 213 The auditing fees of the accounting firm shall be determined by the shareholders' general meeting.</p>

Original Articles	Amended Articles
<p>Article 250 Notices of the Company may be served as follows:</p> <p>(I) by personal delivery;</p> <p>(II) by post, fax or email;</p> <p>(III) by announcement;</p> <p>(IV) by publication on the websites designated by the Company and stock exchanges subject to the laws, administrative regulations, departmental rules, regulatory documents, listing rules of stock exchange where the shares of the Company are listed and the Articles of Association;</p> <p>(V) by other means agreed previously between the Company and the recipient or approved by the recipient;</p> <p>(VI) by other means approved by the regulatory authorities in the place where the shares of the Company are listed or specified in the Articles of Association;</p> <p>(VII) by other means specified in the Articles of Association.</p> <p>....</p>	<p>Article 216 Notices of the Company may be served as follows:</p> <p>(I) by personal delivery;</p> <p>(II) by post, fax or email;</p> <p>(III) by announcement;</p> <p>(IV) by other means specified in the Articles of Association.</p> <p>.....</p>
<p>Article 252 Notice of a shareholders' general meeting of the Company shall be served by announcement, personal delivery, post, fax, email or other means specified in the Articles of Association.</p>	<p>Article 218 Notice of a shareholders' general meeting of the Company shall be served by announcement.</p>

Original Articles	Amended Articles
<p>Article 257 The Company shall designate the website of the Shanghai Stock Exchange (http://www.sse.com.cn) and other newspapers formulated by the China Securities Regulatory Commission.....</p>	<p>Article 222 The Company shall designate the website of the Shanghai Stock Exchange (http://www.sse.com.cn) and other media that meet the conditions stipulated by the China Securities Regulatory Commission.....</p>
<p>Article 259 The merger or division of the Company shall be proposed by the Board for approval in accordance with the procedures as specified in the Articles of Association. Approval for merger or division shall be sought in accordance with the relevant legal requirements. A shareholder who disagrees with the proposed merger or division shall have the right to demand the Company or the consenting shareholders to acquire his/her shares at a fair price. The resolution of merger or division of the Company shall be contained in a special document for inspection by shareholders.</p> <p>For holders of H Shares of Hong Kong listed companies, the aforesaid documents shall also be delivered by mail or other means permitted by the Hong Kong Stock Exchange.</p>	<p>Article 224 Where the price paid for a merger does not exceed 10% of the Company's net assets, the merger may be resolved without a shareholders' general meeting, unless otherwise provided for in the Articles of Association.</p> <p>Where a merger of companies is not resolved by the shareholders' general meeting in accordance with the preceding paragraph, it shall be resolved by the Board.</p>
<p>Article 260</p> <p>....The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make at least three announcements on the media for information disclosure within 30 days....</p>	<p>Article 225</p> <p>....The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements on the media for information disclosure within 30 days....</p>

Original Articles	Amended Articles
<p>Article 262</p> <p>.... The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make at least three announcements on the media for information disclosure within 30 days.</p>	<p>Article 227</p> <p>.... The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements on the media for information disclosure within 30 days.</p>
<p>Article 264 The Company shall prepare a balance sheet and an inventory of property when it needs to reduce its registered capital.</p> <p>The Company shall notify the creditors within 10 days from the date of making the resolution to reduce the registered capital, and make an announcement within 30 days. The creditors may require the Company to repay debts or to provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p> <p>The registered capital of the Company after the capital reduction shall not be lower than the statutory minimum.</p>	<p>Article 229 The Company will prepare a balance sheet and an inventory of property when it reduces its registered capital.</p> <p>The Company shall notify the creditors within 10 days from the date of making the resolution at a shareholders' general meeting to reduce the registered capital, and make an announcement on the media for information disclosure within 30 days. The creditors may require the Company to repay debts or to provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p> <p>Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by laws or the Articles of Association.</p>

Original Articles	Amended Articles
Newly added	<p>Article 231 If the Company still incurs losses after making up for the losses in accordance with the provisions of paragraph II of Article 198 of the Articles of Associations, it may reduce its registered capital to make up for the losses. When reducing registered capital to make up for losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from their obligations to contribute capital or pay for shares.</p> <p>The provisions of paragraph II of Article 229 of the Articles of Associations shall not apply to the reduction of registered capital in accordance with the preceding paragraph. However, the Company shall, within 30 days from the date of the resolution of the shareholders' general meeting to reduce the registered capital, announce the reduction on the media for information disclosure or on the National Enterprise Credit Information Publicity System.</p> <p>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.</p>
Newly added	<p>Article 232 If the reduction of the registered capital is in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.</p>

Original Articles	Amended Articles
Newly added	<p>Article 233 Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise provided in the Articles of Association or the shareholders' general meeting resolves that the shareholders shall have pre-emptive right.</p>
<p>Article 266 The Company may be dissolved for the following reasons:</p> <p>(I) the term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arises;</p> <p>(II) a resolution for dissolution is passed at a shareholders' general meeting;</p> <p>(III) merger or division of the Company entails dissolution;</p> <p>(IV) the business license is revoked or the Company is ordered to close down or be deregistered in violation of laws and administrative regulations according to the law;</p> <p>(V) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company;</p> <p>(VI) the Company is legally declared insolvent due to its failure to repay debts as they become due;</p>	<p>Article 234 The Company may be dissolved for the following reasons:</p> <p>(I) the term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arises;</p> <p>(II) a resolution for dissolution is passed at a shareholders' general meeting;</p> <p>(III) merger or division of the Company entails dissolution;</p> <p>(IV) the business license is revoked or the Company is ordered to close down or be deregistered in violation of laws and administrative regulations according to the law;</p> <p>(V) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company.</p> <p>The Company shall, within ten days of the occurrence of the reason(s) for dissolution stipulated in the preceding paragraph, publicize the reason(s) for dissolution through the National Enterprise Credit Information Publicity System.</p>

Original Articles	Amended Articles
<p>Article 267 In the circumstance set out in item (I) of Article 266, the Company may continue to subsist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting.</p>	<p>Article 235 In the circumstances set out in item (I), (II) of Article 234, and no property has been distributed to shareholders, the Company may continue to subsist by amending the Articles of Association or by resolution of the general meeting.</p> <p>Amendments to the Articles of Association or any resolution of the general meeting pursuant to the preceding paragraph shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting.</p>
<p>Article 268 If the Company is dissolved pursuant to items (I), (II), (IV) and (V) of Article 266 of the Articles of Association, it shall establish a liquidation committee within 15 days after the circumstance for dissolution arises. The liquidation committee shall consist of members determined by the directors or the shareholders' general meeting.</p> <p>If the Company is dissolved pursuant to item (IV) of Article 266 of the Articles of Association, a liquidation committee consisting of shareholders, relevant departments and relevant professionals shall be established by the relevant competent authority to carry out the liquidation.</p> <p>If the Company is dissolved pursuant to item (VI) of Article 266 of the Articles of Association, a liquidation committee consisting of shareholders, relevant departments and relevant professionals shall be established by the people's court in accordance with relevant laws to carry out the liquidation.</p> <p>If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p>	<p>Article 236 If the Company is dissolved pursuant to items (I), (II), (IV) and (V) of Article 234 of the Articles of Association, it shall be liquidated. The directors shall be the obligors of liquidation of the Company and shall form a liquidation committee to carry out liquidation within 15 days from the date on which the cause of dissolution arises.</p> <p>The liquidation committee shall consist of the directors, unless otherwise provided in the Articles of Association or the shareholders' general meeting resolves to elect another person.</p> <p>A liquidation obligor who fails to fulfill its liquidation obligations in a timely manner and causes losses to the Company or creditors shall be liable for compensation.</p>

Original Articles	Amended Articles
<p>Article 269 Where the Board resolves to liquidate the Company for any reason other than the declaration of its own insolvency, the Board shall include a statement in its notice convening a shareholders’ general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution in a shareholders’ general meeting for the liquidation, all functions and powers of the Board of the Company shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders’ general meeting to make a report at least once every year to the shareholders’ general meeting on the liquidation committee’s income and expenses, the business of the Company and the progress of the liquidation; and present a final report to the shareholders’ general meeting on completion of the liquidation.</p>	<p>Deleted</p>
<p>Article 271 The liquidation committee shall notify creditors within 10 days after its establishment and shall make at least three announcements on the media for information disclosure within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p> <p>.....</p>	<p>Article 238 The liquidation committee shall notify creditors within 10 days after its establishment and shall make announcements on the media for information disclosure or the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 272 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and an inventory of property, it shall formulate a liquidation plan and submit it to the shareholders' general meeting or the people's court for confirmation.</p> <p>The Company shall, according to the class and proportion of the shares held by the shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees' salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company's debts.</p> <p>.....</p>	<p>Article 239 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and an inventory of property, it shall formulate a liquidation plan and submit it to the shareholders' general meeting or the people's court for confirmation.</p> <p>The Company shall, according to the proportion of the shares held by the shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees' salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company's debts.</p> <p>.....</p>
<p>Article 273 If, after examining and taking possession of the assets of the Company and preparing a balance sheet and an inventory of property in connection with the liquidation of the Company, the liquidation committee discovers that the properties of the Company are insufficient to repay the debts of the Company in full, it shall apply to the people's court for a declaration of insolvency according to the law.</p> <p>Following a ruling by the people's court that the Company is bankrupt, the liquidation committee shall transfer to the people's court all matters relating to the liquidation.</p>	<p>Article 240 If, after examining and taking possession of the assets of the Company and preparing a balance sheet and an inventory of property, the liquidation committee discovers that the properties of the Company are insufficient to repay the debts of the Company in full, it shall apply to the people's court for a declaration of insolvency according to the law.</p> <p>Following the Company's bankruptcy application is accepted by the people's court, the liquidation committee shall transfer to the people's court all matters relating to the bankruptcy administrator designated by the people's court.</p>

Original Articles	Amended Articles
<p>Article 274 Upon completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and a statement of the receipts and payments and the financial accounts for the liquidation period. After verification of the Chinese certified public accountants, it f the Compan21P1Pt.7()JTJg.1975 -1.1tficatio82.1g.1975 0.4(c055</p>	

Original Articles	Amended Articles
<p>Article 284 Definitions</p> <p>.....</p> <p>(II) De facto controller refers to a person who is not a shareholder of the Company but can effectively control the Company through investment relations, agreement or other arrangements.</p> <p>.....</p>	<p>Article 250 Definitions</p> <p>.....</p> <p>(II) De facto controller refers to a natural person, legal person or other organization who can effectively control the Company through investment relations, agreement or other arrangements.</p> <p>.....</p>
<p>Article 287 The term “over”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “other than”, “lower than”, “more than” shall all exclude the given figure.</p>	<p>Article 253 The term “over”, “within”, as stated in the Articles of Association shall all include the given figure; the term “exceeding”, “other than”, “lower than”, “more than” shall all exclude the given figure.</p>

According to the amendments to the Articles of Association, the expression “the general meeting” (股東大會) is uniformly adjusted to “the general meeting” (股東會); due to the abolition of the supervisory committee, the audit committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law, and the relevant clauses and descriptions of “supervisor” and “supervisory committee” are deleted, or “supervisor” and “supervisory committee” are adjusted to “members of the audit committee” and “audit committee”. Other non-substantive amendments, such as adjustments to the table of contents, article numbers, and punctuation, will not be compared item by item as they do not involve changes in rights and obligations.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS

In order to reflect and align with the amendments to the Articles of Association, the Board proposes to make certain amendments to the Rules of Procedures for the General Meeting of Shareholders.

Original Articles	Amended Articles
<p>Article 1</p> <p>.....the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《到境外上市公司章程必備條款境內企業境外發行證券和上市管理試行辦法》) (the “Mandatory Provisions Trial Measures”).....</p>	<p>Article 1</p> <p>.....the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “Trial Measures”).....</p>
<p>Article 2 The Company shall convene shareholders’ general meetings in strict accordance with laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the provisions of the Articles of Association and these rules to ensure that shareholders are able to exercise their rights in accordance with the law.</p> <p>The board of directors of the company shall earnestly perform its duties and organise shareholders’ general meetings in a serious and timely manner. All directors of the Company shall diligently fulfil their duties to ensure that shareholders’ general meetings are convened properly and that they exercise their powers and duties in accordance with the law.</p>	<p>Article 2 The Company shall convene shareholders’ general meetings in strict accordance with laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the provisions of the Articles of Association and these rules to ensure that shareholders are able to exercise their rights in accordance with the law.</p> <p>The board of directors of the company shall earnestly perform its duties and organise shareholders’ general meetings in a serious and timely manner. All directors of the Company shall diligently fulfil their duties to ensure that shareholders’ general meetings are convened properly and that they exercise their powers and duties in accordance with the law.</p>

Original Articles	Amended Articles
<p>If an emergency occurs during the shareholders' general meeting that prevents the meeting from being held normally, the Company shall immediately report to the Shanghai Stock Exchange (the "Exchange") and the Hong Kong Stock Exchange, explain the reason and disclose the relevant circumstances and the special legal opinion issued by the lawyer.</p>	
<p>Article 7 Independent directors have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. Independent directors shall obtain at least 1/2 of all independent directors' consent when exercising the above-mentioned powers.</p> <p>.....</p>	<p>Article 7 Upon approval by more than half of all independent directors, independent directors have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 10 Where the board of supervisors or shareholders decide to convene a shareholders' general meeting on their own, they must notify the board of directors in writing, and at the same time file with the agency of the Chinese securities regulatory authority where the Company is located and the stock exchange where the Company's shares are listed.</p> <p>When the resolution is made at the shareholders' general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%. The convening shareholders shall apply to the stock exchange where the Company's shares is listed for locking all or partial shares of the Company held by them during the aforementioned period before issuing the notice of the shareholders' general meeting.</p> <p>The board of supervisors and convening shareholders shall submit relevant certification materials to the office of the Chinese securities regulatory authority where the Company is located and the stock exchange where the Company's shares is listed when issuing the notice of the shareholders' general meeting and the announcement of the resolutions at the shareholders' general meeting.</p>	<p>Article 10 Where the Audit Committee or shareholders decide to convene a shareholders' general meeting on their own, they must notify the board of directors in writing, and at the same time file with the agency of the Chinese securities regulatory authority where the Company is located and the stock exchange where the Company's shares are listed.</p> <p>When the resolution is made at the shareholders' general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>The Audit Committee or convening shareholders shall submit relevant certification materials to the office of the Chinese securities regulatory authority where the Company is located and the stock exchange where the Company's shares is listed when issuing the notice of the shareholders' general meeting and the announcement of the resolutions at the shareholders' general meeting.</p>
<p>Article 12 For the shareholders' general meeting convened by the board of supervisors or by the shareholders, the expenses necessary for the meeting shall be borne by the Company and deducted from the amount owed to the negligent director by the Company.</p>	<p>Article 12 For the shareholders' general meeting convened by the Audit Committee or by the shareholders, the expenses necessary for the meeting shall be borne by the Company.</p>

Original Articles	Amended Articles
<p>Article 14 When the Company convenes a shareholders’ general meeting, the board of directors, the board of supervisors and ordinary shareholders who individually or collectively hold more than 3% of the Company’s shares have the right to make proposals to the Company.</p> <p>Shareholders who individually or collectively hold more than 3% of the Company’s shares may submit an interim proposal 10 days before the shareholders’ general meeting to the convener in writing. The convener shall issue a supplementary notice of the shareholders’ general meeting within 2 days after receiving the proposal to announce the content of the temporary proposal. The content of the interim proposal should fall within the scope of the shareholders’ general meeting, and have clear topics and specific resolutions.</p> <p>When shareholders submit an interim proposal before the convening of the shareholders’ general meeting, the Company shall issue a supplementary notice of the shareholders’ general meeting within the prescribed period to disclose the name and the shareholding proportion of shareholders submitting the interim proposal and the contents of the new proposal.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener may not modify the proposals listed in the notice of the shareholders’ general meeting or add new proposals after issuing the notice of the shareholders’ general meeting.</p> <p>For proposals that are not listed in the notice of the shareholders’ general meeting or that do not meet the requirements of Article 13 of these rules, the shareholders’ general meeting shall not vote and make resolutions.</p>	<p>Article 14 Shareholders who individually or collectively hold more than 1% of the Company’s shares may submit an interim proposal 10 days before the shareholders’ general meeting to the convener in writing. The convener shall issue a supplementary notice of the shareholders’ general meeting within 2 days after receiving the proposal to announce the content of the temporary proposal, and submit the interim proposal to the shareholders’ general meeting for consideration. However, this does not apply to interim proposals that violate laws, administrative regulations or the Articles of Association, or that do not fall within the scope of the shareholders’ general meeting. The Company shall not increase the shareholding proportion required for shareholders to propose interim proposals.</p> <p>Except for the circumstances specified in the preceding paragraph, the convener may not modify the proposals listed in the notice of the shareholders’ general meeting or add new proposals after issuing the notice of the shareholders’ general meeting.</p> <p>For proposals that are not listed in the notice of the shareholders’ general meeting or that do not meet the requirements of Article 13 of these rules, the shareholders’ general meeting shall not vote and make resolutions.</p>

Original Articles	Amended Articles
<p>Article 15 Where the Company convenes an annual general meeting, it shall inform all shareholders 21 days prior to the convening of the meeting by way of announcement. Where the Company convenes an extraordinary general meeting, it shall inform all shareholders 15 days prior to the convening of the meeting by way of announcement.</p> <p>When calculating the aforementioned starting period, it does not include the day of the meeting and the day of notification. The business day mentioned above refers to the day when the Hong Kong Stock Exchange opens for securities trading.</p>	<p>Article 15 The convener shall inform all shareholders 21 days prior to the convening of an annual general meeting by way of announcement, and inform all shareholders 15 days prior to the convening of an extraordinary general meeting by way of announcement.</p> <p>When calculating the aforementioned starting period, it does not include the day of the meeting and the day of notification.</p>
<p>Article 16 The extraordinary general meeting shall not decide on matters not stated in the notice.</p>	<p>Article 16 The notice and supplementary notice of the shareholders' general meeting shall fully and completely disclose the specific contents of all proposals, and all the information or explanations as necessary for the shareholders to make reasonable judgement on the matters to be discussed.</p>

Original Articles	Amended Articles
<p>Article 17 The notice of the shareholders’ general meeting shall meet the following requirements:</p> <p>(I) Made in writing;</p> <p>(II) Designate the time, place and duration of the meeting;</p> <p>(III) Explain the matters and proposals submitted to the meeting for deliberation;</p> <p>(IV) Provide shareholders with information and explanations needed to enable shareholders to make wise decisions on the matters to be discussed; this includes but is not limited to when the Company proposes a merger, repurchase of shares, capital reorganization or other reorganization, it shall provide the specific conditions and contracts (if any) of the transaction, and a detailed explanation of its causes and consequences;</p> <p>(V) If any directors, supervisors, general managers and other senior managers have important interests in the matters to be discussed, the nature and extent of their interests shall be disclosed; if the impact of the matters to be discussed on the directors, supervisors, general managers and other senior managers as shareholders is different from that on other shareholders of the same category, the difference shall be explained;</p> <p>(VI) Set out the full text of any special resolutions proposed to be passed at the meeting;</p> <p>(VII) State the convener of the meeting;</p>	<p>Article 17 The notice of the shareholders’ general meeting includes the following contents:</p> <p>(I) The time, place and duration of the meeting;</p> <p>(II) The matters and proposals submitted to the meeting for deliberation;</p> <p>(III) Explain in clear text: all ordinary shareholders (including holders of preference shares with voting rights resumed) and holders of shares with special voting rights have the right to attend the shareholders’ general meeting, and may entrust an agent in writing to attend the meeting and participate in voting. The shareholder’s agent does not need to be a shareholder of the Company;</p> <p>(IV) The equity registration date of shareholders entitled to attend the shareholders’ general meeting;</p> <p>(V) The name and phone number of the permanent contact person for conference affairs;</p> <p>(VI) The voting time and procedures online or in other methods.</p> <p>The notice and supplementary notice of the shareholders’ general meeting shall fully and completely disclose all the specific contents of all proposals.</p> <p>The start time of voting of shareholders’ general meetings held online or in other methods shall not be earlier than 3:00 pm on the day before the on-site shareholders’ general meeting, and shall not be later than 9:30 am on the day of the on-site shareholders’ general meeting, and the end time shall not be earlier than 3:00 pm on the day of the end of the on-site shareholders’ general meeting.</p> <p>.....</p>

Original Articles	Amended Articles
<p>(VIII) Explain in clear text: all shareholders have the right to attend the shareholders’ general meeting, and may entrust an agent in writing to attend the meeting and participate in voting. The shareholder’s agent does not need to be a shareholder of the Company;</p> <p>(IX) State the time and place of the service of the proxy voting agent at the meeting;</p> <p>(X) Designate the equity registration date of shareholders entitled to attend the shareholders’ general meeting;</p> <p>(XI) The name and phone number of the permanent contact person for conference affairs;</p> <p>(XII) The voting time and procedures online or in other methods.</p> <p>The notice and supplementary notice of the shareholders’ general meeting shall fully and completely disclose all the specific contents of all proposals, and the Company shall disclose on the website designated by the Exchange other information as necessary for the shareholders to make reasonable judgement on the matters to be discussed. Where the matters to be discussed require independent directors to express their opinions, the independent directors’ opinions and reasons shall be disclosed at the same time when the notice or supplementary notice of the shareholders’ general meeting is issued.</p> <p>.....</p>	

Original Articles	Amended Articles
<p>Article 18 Where the shareholders’ general meeting intends to discuss the election of directors and supervisors, the notice of the shareholders’ general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(I) Personal information such as educational background, work experience, and part-time job;</p> <p>(II) Whether there is an associated relationship with the Company, shareholders holding more than 5% of the Company’s shares (including controlling shareholders), actual controllers, other directors, supervisors, and senior managers of the Company;</p> <p>(III) Disclosure of the number of shares of the Company the candidates hold;</p> <p>(IV) Whether the candidate has been punished by China Securities Regulatory Commission (the “CSRC”) and other relevant departments and the stock exchange;</p> <p>(V) Whether there is any situation as specified in Article 206 of the Articles of Association;</p> <p>(VI) Information about newly appointed, re-elected or transferred directors or supervisors required to be disclosed under the Hong Kong Listing Rules.</p> <p>In addition to the cumulative voting system for electing directors and supervisors, each candidate for directors and supervisors shall be proposed in a single proposal.</p>	<p>Article 18 Where the shareholders’ general meeting intends to discuss the election of directors, the notice of the shareholders’ general meeting shall fully disclose the detailed information of the candidates for directors, including at least the following:</p> <p>(I) Personal information such as educational background, work experience, and part-time job;</p> <p>(II) Whether there is an associated relationship with the Company or its actual controllers;</p> <p>(III) Disclosure of the number of shares of the Company the candidates hold;</p> <p>(IV) Whether the candidate has been punished by China Securities Regulatory Commission (the “CSRC”) and other relevant departments and the stock exchange;</p> <p>(V) Information about newly appointed, re-elected or transferred directors required to be disclosed under the Hong Kong Listing Rules.</p> <p>In addition to the cumulative voting system for electing directors, each candidate for directors shall be proposed in a single proposal.</p>

Original Articles	Amended Articles
<p>Article 27 Individual shareholders who attend the meeting in person shall present their ID card or other valid certificates and stock account card that can show their identity; if they authorize others to attend the meeting, the agent shall present their valid ID and shareholder’s power of attorney.</p> <p>.....</p>	<p>Article 27 Individual shareholders who attend the meeting in person shall present their ID card or other valid certificates that can show their identity; if they authorize others to attend the meeting, the agent shall present their valid ID and shareholder’s power of attorney.</p> <p>.....</p>
<p>Article 28 Shareholders shall appoint an agent in writing, signed by the principal or by an agent entrusted by him/her in writing; if the principal is a legal person, it shall be affixed with the official seal or signed by a director or an agent officially appointed.</p> <p>The power of attorney issued by shareholders to authorize others to attend the shareholders’ general meeting shall contain the following contents:</p> <p>(I) The name of the agent;</p> <p>(II) Whether it has the right to vote;</p> <p>(III) The amount of shares represented by the representative;</p> <p>(IV) Instructions to vote for, against or abstain from voting for each item included in the agenda of the general meeting of shareholders;</p> <p>(V) The issuance date and validity period of the power of attorney;</p> <p>(VI) Signature (or seal) of the principal, If the principal is a legal person shareholder, its official seal shall be affixed.</p>	<p>Article 28 Shareholders shall appoint an agent in writing, signed by the principal or by an agent entrusted by him/her in writing; if the principal is a legal person, it shall be affixed with the official seal or signed by a director or an agent officially appointed.</p> <p>The power of attorney issued by shareholders to authorize others to attend the shareholders’ general meeting shall contain the following contents:</p> <p>(I) The name of the principal, and the class and the number of shares held by him/her in the Company;</p> <p>(II) The name of the agent;</p> <p>(III) The specific instructions from the shareholders, including instructions to vote for, against or abstain from voting for each item included in the agenda of the shareholders’ general meeting;</p> <p>(IV) The issuance date and validity period of the power of attorney;</p> <p>(V) Signature (or seal) of the principal, If the principal is a legal person shareholder, its official seal shall be affixed.</p>

Original Articles	Amended Articles
<p>Article 29 The format of any power of attorney issued by the Company’s board of directors to shareholders for appointing proxies shall allow shareholders to freely choose to instruct the proxies to vote for or against, and to vote on each issue of the meeting separately. The power of attorney should state whether the shareholder’s proxies can vote according to their will if the shareholder does not give specific instructions.</p>	<p>Article 29 The format of any power of attorney issued by the Company’s board of directors to shareholders for appointing proxies shall allow shareholders to freely choose to instruct the proxies to vote for or against, and to vote on each issue of the meeting separately.</p>
<p>Article 30 The voting proxy form shall be placed at the Company’s residence or other places specified in the notice of the meeting at least 24 hours before the relevant meeting entrusted to vote by the power of attorney, or 24 hours before the designated voting time. If the proxy voting power of attorney is signed by someone authorized by the shareholder, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorized documents, and the voting proxy power of attorney must be placed in the Company’s residence or other places specified in the notice of the meeting.</p> <p>If the shareholder is a legal person, his/her legal representative or a person authorized by the resolution of the board of directors or other decision-making organs may attend the Company’s shareholders’ general meeting as a representative.</p>	<p>Deleted</p>
<p>Newly added</p>	<p>Article 31 The meeting register of participants shall be prepared by the Company. The meeting register contains the name of the participants (or the name of entities), ID number (or business license registration number), the amount of voting shares held or represented, and the name of the principal (or the name of entities), etc.</p>

Original Articles	Amended Articles

Original Articles	Amended Articles
<p>Article 38 If a shareholder has an associated relationship with the matters to be considered at the shareholders’ general meeting, he/she should withdraw and the shares held by him/her is not included in the total number of voting shares attending the shareholders’ general meeting, except approved by the China securities regulatory authority; Resolutions of the shareholders’ general meeting shall fully disclose the votes of non-related shareholders.</p> <p>When the shareholders’ general meeting considers major issues that affect the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner.</p> <p>The shares held by the Company have no voting rights, and this part of the shares is not included in the total number of voting shares attending the shareholders’ general meeting.</p> <p>The board of directors, independent directors and shareholders who meet the relevant requirements may solicit shareholders’ voting rights publicly, in which they shall fully disclose specific voting intentions and other information to the solicited. It is prohibited to solicit shareholders’ voting rights in a paid or disguised form of compensation. The Company shall not impose restrictions on the minimum shareholding ratio for the solicitation of voting rights.</p>	<p>Article 38 If a shareholder has an associated relationship with the matters to be considered at the shareholders’ general meeting, he/she should withdraw and the shares held by him/her is not included in the total number of voting shares attending the shareholders’ general meeting.</p> <p>When the shareholders’ general meeting considers major issues that affect the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner.</p> <p>The shares held by the Company have no voting rights, and this part of the shares is not included in the total number of voting shares attending the shareholders’ general meeting.</p> <p>Shareholders who purchase the shares with voting rights of the Company in violation of paragraphs 1 and 2 of Article 63 of the Securities Law shall not exercise the voting rights of the shares that exceed the prescribed proportion within 36 months after purchasing such shares, and such shares shall not be included in the total number of voting shares attending the shareholders’ general meeting.</p> <p>The board of directors, independent directors and shareholders holding more than 1% shares with voting rights and investor protection institutions established in accordance with laws, administrative regulations or provisions of the CSRC may solicit shareholders’ voting rights publicly, in which they shall fully disclose specific voting intentions and other information to the solicited. It is prohibited to solicit shareholders’ voting rights in a paid or disguised form of compensation. The Company shall not impose restrictions on the minimum shareholding ratio for the solicitation of voting rights.</p>

Original Articles	Amended Articles
Newly added	<p>Article 39 When the shareholders' general meeting deliberates on related transactions, related shareholders shall not participate in voting, and the number of voting shares they represent shall not be included in the total number of valid votes; resolutions of the shareholders' general meeting shall fully disclose the votes of non-related shareholders.</p> <p>When the shareholders' general meeting deliberates on related transactions, the related shareholders shall proactively declare the relationship to the shareholders' general meeting and avoid voting. If a shareholder does not take the initiative to explain the associated relationship and withdraw, other shareholders may request him/her to explain the relationship and withdraw. The convener shall review whether the shareholder is a related shareholder and whether the shareholder should withdraw in accordance with relevant regulations.</p> <p>Related shareholders who should withdraw can participate in the discussion of related transactions involving themselves, and can provide explanations and descriptions to the shareholders' general meeting on matters such as the reasons for the related transactions, the basic conditions of the transactions, and whether the transactions are fair and legal.</p> <p>If there are special circumstances where the related shareholders cannot withdraw, the Company can vote in accordance with the normal procedures after obtaining the consent of the China securities regulatory authority and make a detailed explanation in the resolution of the shareholders' general meeting.</p>

Original Articles	Amended Articles
	<p>After the shareholders’ general meeting, if other shareholders discover that there are related shareholders participating in voting on related transactions, or shareholders have objections to whether the withdrawal should be applied, they have the right to bring it to the people’s court on the relevant resolutions in accordance with the relevant provisions of the Articles of Association.</p> <p>The resolutions made by the shareholders’ general meeting on related transactions must be passed by more than half of the voting rights held by non-related shareholders present at the shareholders’ general meeting. However, when the matter involves matters that need to be passed by special resolutions as required by the Articles of Association or laws and regulations, the resolution must be approved by more than two-thirds of the voting rights held by non-related shareholders attending the shareholders’ general meeting.</p>
<p>Article 39 When the shareholders’ general meeting votes on the election of directors and supervisors, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders’ general meeting. That is, when the shareholders’ general meeting elects directors or supervisors, each ordinary share (including the preference shares with voting rights resumed) has the same voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders can be used collectively.</p>	<p>Article 40 When the shareholders’ general meeting votes on the election of directors, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders’ general meeting. When more than two independent directors are elected at the shareholders’ general meeting or a single shareholder of the Company and its concert parties are interested in more than 30% of the shares, cumulative voting system shall be implemented. When the shareholders’ general meeting elects directors, each ordinary share (including the preference shares with voting rights resumed) has the same voting rights as the number of directors to be elected, and the voting rights owned by shareholders can be used collectively.</p>

Original Articles	Amended Articles
<p>The specific operating procedures of the cumulative voting system are as follows:</p> <p>(I) The independent directors, non-independent directors and supervisors of the Company shall be elected separately and voted separately.</p> <p>(II) When electing independent directors, the number of votes each shareholder is entitled to is equal to the number of shares held by him/her multiplies by the number of independent directors he/she has the right to elect. The number of votes can only be cast to independent director candidates of the company, and candidates who have received more votes are elected;</p> <p>(III) When electing non-independent directors and supervisors, the number of votes each shareholder is entitled to is equal to the number of shares held by him/her multiplies by the number of non-independent directors and supervisors that he/she has the right to elect. The votes can only be cast to candidates for non-independent directors and supervisors of the company, and candidates who have more votes are elected;</p>	<p>The specific operating procedures of the cumulative voting system are as follows:</p> <p>(I) The independent directors and non-independent directors of the Company shall be elected separately and voted separately.</p> <p>(II) When electing independent directors, the number of votes each shareholder is entitled to is equal to the number of shares held by him/her multiplies by the number of independent directors he/she has the right to elect. The number of votes can only be cast to independent director candidates of the company, and candidates who have received more votes are elected; but the number of votes for each elected independent director must exceed half of the number of valid voting shares held by shareholders attending the shareholders' general meeting (based on the number of shares not accumulated).</p> <p>(III) When electing non-independent directors, the number of votes each shareholder is entitled to is equal to the number of shares held by him/her multiplies by the number of non-independent directors that he/she has the right to elect. The votes can only be cast to candidates for non-independent directors of the company, and candidates who have more votes are elected, but the number of votes for each elected non-independent director must exceed half of the number of valid voting shares held by shareholders attending the shareholders' general meeting (based on the number of shares not accumulated).</p>

Original Articles	Amended Articles
<p>(IV) When casting votes for the candidates for independent directors, non-independent directors or supervisors at the shareholders’ general meeting, a shareholder may exercise his/her voting rights separately and cast for each candidate the same number of voting rights as the shares he/she holds; or he/she may focus on one particular candidate and cast for that candidate all the voting rights represented by all of his/her shares multiplied by the number of candidates for independent directors, non-independent directors or supervisors; or he/she may allocate his/her voting rights over several candidates and cast for each of them part of the voting rights represented by all of his/her shares multiplied by the number of candidates for independent directors, non-independent directors or supervisors;</p> <p>(V) Upon the exercise of his/her voting rights by focusing all the voting rights represented by all of his/her shares multiplied by the number of candidates on one or several candidates for independent directors, non-independent directors or supervisors, a shareholder shall not have any right to vote for any other candidates;</p>	<p>(IV) When the number of candidates exceeds the number specified in the Articles of Association, the number of independent directors and non-independent directors selected by each shareholder shall not exceed the number of independent directors and non-independent directors specified in the Articles of Association. The total number of votes cast shall not exceed the number of votes that shareholders are entitled to, otherwise the vote will be invalid.</p> <p>(V) The scrutineers and vote-counters at the shareholders’ general meeting must carefully verify the above conditions to ensure the fairness and effectiveness of the cumulative voting.</p>

Original Articles	Amended Articles
<p>(VI) If the total number of voting rights centrally exercised by a shareholder on one or several candidates for independent directors, non-independent directors or supervisors exceeds the number of voting rights represented by all the shares held by him/her, the voting by such shareholder shall be invalid and the shareholder shall be deemed to have abstained from voting; if the total number of voting rights centrally exercised by a shareholder on one or several candidates for independent directors, non-independent directors or supervisors is less than the number of voting rights represented by all the shares held by him/her, the voting by such shareholder shall be valid and the remaining voting rights held by such shareholder shall be deemed to be waived;</p> <p>(VII) If the number of candidates for independent directors, non-independent directors or supervisors elected at the shareholders' general meeting is more than the number of candidates to be elected, the one with the highest number of votes shall be elected. Otherwise, another voting shall be conducted in relation to the vacancies until all the directors have been elected. The number of votes received by elected directors shall be more than half of the votes cast by shareholders present at the shareholders' general meeting;</p> <p>(VIII) The scrutineers and vote-counters at the shareholders' general meeting must carefully verify the above conditions to ensure the fairness and effectiveness of the cumulative voting.</p>	

Original Articles	Amended Articles
<p>Article 40</p> <p>.....</p> <p>(IX) the proposed amendments to the Articles of Association regarding the profit distribution policy for the holders of preference shares and ordinary shareholders;</p> <p>.....</p>	<p>Article 41</p> <p>.....</p> <p>(IX) the proposed amendments to the Articles of Association regarding the profit distribution policy;</p> <p>.....</p>
<p>Article 47</p> <p>.....</p> <p>When the shareholders’ general meeting votes on a proposal, the lawyers, shareholder representatives and supervisor representatives shall be jointly responsible for counting and scrutinizing the votes. The Company shall appoint its accounting firm, share registrar or an external accountant qualified as its accounting firm, as the scrutineer of the counting of votes.</p> <p>.....</p>	<p>Article 48</p> <p>.....</p> <p>When the shareholders’ general meeting votes on a proposal, the lawyers and shareholder representatives shall be jointly responsible for counting and scrutinizing the votes, and the voting results shall be announced on the spot, and the voting results of the resolutions shall be recorded in the meeting minutes.</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 48 The conclusion time of the on-site shareholders’ general meeting shall not be earlier than that of meetings held through Internet or other methods. The chairperson of the meeting is responsible for deciding whether the resolutions of the shareholders’ general meeting shall be passed according to the voting situations and results of each resolution. The decision shall be final and shall be made public at the meeting and included in the minutes of the meeting.</p> <p>.....</p>	<p>Article 49 The conclusion time of the on-site shareholders’ general meeting shall not be earlier than that of meetings held through Internet or other methods. The chairperson of the meeting shall announce the voting situations and results of each resolution, and announce whether the resolutions shall be passed according to the voting results.</p> <p>.....</p>
<p>Newly added</p>	<p>Article 50 If the chairperson of the meeting has any doubts about the results of the resolution submitted for voting, he/she may organize a count of the vote cast; if the chairperson of the meeting does not count the votes, the shareholders or their proxies present at the meeting disagree with the results announced by the chairperson, they have the right to request a counting of votes immediately after the result of the voting is announced, and the chairperson shall organize the counting immediately.</p> <p>If votes are counted at the shareholders’ general meeting, the result of the vote shall be included in the minutes of the meeting. The minutes of the meeting, together with the signature books of the shareholders present and the power of attorney for proxy attendance, shall be kept in the Company’s residence.</p>

Original Articles	Amended Articles
<p>Article 51 The secretary of the board of directors shall be responsible for meeting minutes of the shareholders’ general meeting. The minutes of the meeting shall record the following:</p> <p>.....</p> <p>(II) The names of the chairperson of the meeting and the directors, supervisors, secretary of the board of directors, general manager and other senior management personnel who attend the meeting;</p> <p>.....</p> <p>The directors, supervisors, secretary of the board of directors, convener or their representatives, and the chairperson of the meeting who are present at the meeting shall sign the minutes of the meeting, and ensure that the contents of the meeting minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the signature book of the shareholders present at the scene, the proxy forms, and effective materials obtained from the network and other channels, with a retention period of 10 years.</p>	<p>Article 53 The secretary of the board of directors shall be responsible for meeting minutes of the shareholders’ general meeting. The minutes of the meeting shall record the following:</p> <p>.....</p> <p>(II) The names of the chairperson of the meeting and the directors and senior management personnel who attend the meeting;</p> <p>.....</p> <p>The directors, secretary of the board of directors, convener or their representatives, and the chairperson of the meeting who are present at the meeting shall sign the minutes of the meeting, and ensure that the contents of the meeting minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the signature book of the shareholders present at the scene, the proxy forms, and effective materials obtained from the network and other channels, and a retention period shall be not less than 10 years.</p>
<p>Newly added</p>	<p>Article 58 In the event that the Company repurchases ordinary shares for the purpose of reducing its registered capital in order to issue preference shares to unspecified persons, and in the event that the Company repurchases ordinary shares from specified</p>

Original Articles	Amended Articles
<p>Article 56</p> <p>.....</p> <p>If the convening procedure or voting method of the shareholders' general meetings violates the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association, or the contents of a resolution run counter to the Articles of Association, the shareholders shall have the right to request the people's court to cancel such resolution within sixty days after passing the resolution.</p> <p>.....</p>	<p>Article 59</p> <p>.....</p> <p>If the convening procedure or voting method of the shareholders' general meetings violates the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association, or the contents of a resolution run counter to the Articles of Association, the shareholders shall have the right to request the people's court to cancel such resolution within sixty days after passing the resolution. However, it does not apply if such convening procedure or voting method has only minor flaws that have no substantial impact on the resolution.</p> <p>Where the board of directors, shareholders and other stakeholders have a dispute over the qualification of the convener, convening procedure, legality of the resolutions and the validity of a resolution of a shareholders' general meeting, they shall promptly bring a law lawsuit to a people's court. Before the people's court makes a judgement or ruling to revoke a resolution, the stakeholders shall execute the resolution of the shareholders' general meeting. The Company, its directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.</p>

Original Articles	Amended Articles
	<p>Where the people’s court makes a judgement or ruling on the relevant matter, the Company shall fulfill its obligations to disclose the information in accordance with laws, administrative regulations, the provisions of the CSRC and stock exchanges, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfill its obligations to disclose the information accordingly.</p> <p>.....</p>

According to the amendments to the Rules of Procedures for the General Meeting of Shareholders, the expression “the general meeting” (股東大會) is uniformly adjusted to “the general meeting” (股東會); due to the abolition of the supervisory committee, the audit committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law, and the relevant clauses and descriptions of “supervisor” and “supervisory committee” are deleted, or “supervisor” and “supervisory committee” are adjusted to “members of the audit committee” and “audit committee”. Other non-substantive amendments, such as adjustments to the table of contents, article numbers, and punctuation, will not be compared item by item as they do not involve changes in rights and obligations.

Save for the proposed amendments, other provisions of the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders shall remain unchanged. Prior to the amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders being approved at the second extraordinary general meeting of the Company of 2025 (the “EGM”), the existing Articles of Association and the Rules of Procedures for the General Meeting of Shareholders shall remain valid. The proposed amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail. The Board has resolved to propose a resolution at the EGM to authorise the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the wordings of such amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders according to opinions of the regulatory authorities.

GENERAL

The Board considers that the said proposed amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders are in the interests of the Company and the shareholders of the Company (the “Shareholders”) as a whole. The proposed amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders are only subject to the consideration and approval by the Shareholders by way of special resolution at the EGM.

A circular containing, among others, (i) proposed amendments to the Articles of Association; (ii) proposed amendments to the Rules of Procedures for the General Meeting of Shareholders and (iii) notices convening the EGM and the class meetings will be despatched to Shareholders in due course.

By Order of the Board
JOINN Laboratories (China) Co., Ltd.
Feng Yuxia
Chairman

Beijing, the PRC
30 October 2025

At the date of this agreement, the Board consists of Mr. Feng Yuxia, the Chairman, and Messrs. S. Y. Xia, M. Ga. Da. e. g, M. G. Ji. glia. g. a. d. M. L. Xi. a. e. ec. i. e. Di. ec. , and M. Zha. g. Fa. , M. Ya. g. Cha. g. , M. Ya. g. F. . a. a. d. M. Yi. g. Fa. g. ia. a. i. de. e. de. . -e. ec. i. e. Di. ec. , .