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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*), you should at once hand this circular and the enclosed proxy forms to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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上海復旦張江生物醫藥股份有限公司

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*

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

(Stock code: 1349)

- (1) DISTRIBUTION OF FINAL DIVIDEND;
- (2) UTILISATION OF PART OF THE OVER SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR PERMANENT REPLENISHMENT OF WORKING CAPITAL;
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND OTHER RULES;
- (4) GENERAL MANDATE TO ISSUE A SHARES

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The letter from the Board is set out on pages 3 to 9 of this circular.

The AGM, the Class Meeting of Holders of H Shares and the Class Meeting of Holders of A Shares will be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m., 11:00 a.m. (or the time immediately after the conclusion of the AGM) and 11:30 a.m. (or the time immediately after the conclusion of the Class Meeting of Holders of H Shares), respectively, on Wednesday, 29 June 2022. Notices convening the AGM and the Class Meeting of Holders of H Shares are set out on pages AGM-1 to CMHS-4 of this circular.

Proxy forms for the AGM and the Class Meeting of Holders of H Shares are enclosed in this circular and published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.fd-zj.com](http://www.fd-zj.com)). Shareholders who are eligible to attend and intend to appoint a proxy to attend the AGM and the Class Meeting of the Holders of H Shares shall complete and return the accompanying proxy forms in accordance with the instructions printed thereon to the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM and the Class Meeting of the Holders of H Shares or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and the Class Meeting of the Holders of H Shares or any adjourned meeting in person should you so desire.

\* For identification purpose only.

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## DEFINITIONS

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

“A Share(s) “	the ordinary share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and are subscribed for and traded in RMB
“AGM”	the annual general meeting of the Company to be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China at 10:00 a.m. on Wednesday, 29 June 2022
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Class Meetings”	the Class Meeting of Holders of H Shares and the Class Meeting of Holders of A Shares
“Class Meeting of Holders of A Shares”	the class meeting of the holders of the A Shares to be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC, at 11:30 a.m. (or the time immediately after the conclusion of the Class Meeting of Holders of H Shares), on Wednesday, 29 June 2022
“Class Meeting of Holders of H Shares”	the class meeting of the holders of the H Shares to be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC, at 11:00 a.m. (or the time immediately after the conclusion of the AGM), on Wednesday, 29 June 2022
“Company”	上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01349) and the A Shares of which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688505)
“Director(s) “	the director(s) of the Company
“H Shares”	overseas listed foreign share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and are subscribed for and traded in HK\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	13 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“General Mandate”	the general and unconditional mandate proposed to be granted to the Board at the AGM to issue, allot and/or deal with up to and not exceeding 20% of the total number of the A Shares in issue on the date the Special Resolution numbered 11 is passed during the relevant period as set out in the Special Resolution numbered 11
“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Share(s)”	the A Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 上海復旦張江生物醫藥股份有限公司

**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\***

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

**(Stock code: 1349)**

*Executive Directors*

Mr. Wang Hai Bo (*Chairman*)

Mr. Su Yong

Mr. Zhao Da Jun

*Non-executive Directors*

Mr. Shen Bo

Ms. Yu Xiao Yang

*Independent Non-executive Directors*

Mr. Zhou Zhong Hui

Mr. Lam Yiu Kin

Mr. Xu Qing

Mr. Yang Chun Bao

*Registered office and principal place of  
business in the PRC:*

No. 308, Cailun Road  
Zhangjiang Hi-Tech Park  
Pudong New Area,  
Shanghai China  
201210

*Principal place of business in Hong Kong:*

19/F, Three Exchange Square  
8 Connaught Place Central  
Hong Kong

19 April 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) DISTRIBUTION OF FINAL DIVIDEND;**
- (2) UTILISATION OF PART OF THE OVER SUBSCRIPTION  
PROCEEDS FROM ISSUE OF A SHARES FOR PERMANENT  
REPLENISHMENT OF WORKING CAPITAL;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND OTHER RULES;**
- (4) GENERAL MANDATE TO ISSUE A SHARES**

#### **1. INTRODUCTION**

The purpose of this circular is, among other things, to provide you with more information in respect of: (1) distribution of final dividend; (2) utilisation of part of the over subscription proceeds from issue of A shares for permanent replenishment of working capital; (3) proposed amendments to the Articles of Association and other rules; (4) general mandate to issue A shares, to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM and/or the Class Meeting of Holders of H Shares.

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## LETTER FROM THE BOARD

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### 2. DISTRIBUTION OF FINAL DIVIDEND

The resolution in relation to the distribution of a final dividend of RMB0.07 per share (tax inclusive) for the year ended 31 December 2021 has been considered and approved at the meeting of the Board held on 28 March 2022. Based on the current total issued share capital of the Company, being 1,043,000,000 ordinary shares (net of the 10,865,000 H Shares that were repurchased but not yet cancelled by the Company pursuant to the repurchase mandate considered and approved at the extraordinary general meeting of the Company held on 27 May 2021), the total final dividend to be paid is RMB72,249,450 (tax inclusive) (of which, the share capital of A Shares is 703,000,000 representing dividend to be paid is about RMB49,210,000 and the share capital of H Shares is 329,135,000 representing dividend to be paid is about RMB23,039,450). If the total share capital of the Company changes from the date of shareholders' approval of the profit distribution plan to the record date for profit distribution, the Company intends to keep the amount of dividend per share unchanged, and announces the adjustment of the total amount of distribution accordingly. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the 2021 annual general meeting to be held on Wednesday, 29 June 2022, the final dividend is expected to be distributed on or before Friday, 26 August 2022 to all shareholders whose names appear on the register of the Company on Tuesday, 12 July 2022.

To determine the identity of the shareholders entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Thursday, 7 July 2022 to Tuesday, 12 July 2022 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 July 2022.

Final dividend for holders of H Shares will be declared and calculated in RMB, and be paid in Hong Kong dollars. Final dividend for holders of A Shares will be declared and calculated in RMB, and be paid in RMB. Relevant income tax will be deducted and paid by China Securities Depository and Clearing Corporation Limited on behalf of the A shareholders (if applicable). The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date of declaration of the dividend. In case of any change to the expected payment date or the period during which the register of holders of H Shares will be closed, further announcement(s) will be published by the Company in due course in respect of such changes.

In accordance with the enterprise income tax law of the people's Republic of China and its implementation regulations, which came into effect on 1 January 2008, and the notice on issues related to dividend distribution and withholding of enterprise income tax by Chinese resident enterprises to shareholders of overseas H-share non-resident enterprises (GSH [2008] No. 897) issued by the State Administration of Taxation on 6 November 2008, when the Company distributes dividends to non-resident enterprise shareholders listed on the list of H-share shareholders, it is obliged to deduct and pay enterprise income tax on behalf of them, with a tax rate of 10%. Any shares registered in the name of non-individual

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## LETTER FROM THE BOARD

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shareholders, including HKSCC Nominees Limited, other agents or trustees, and other organisations and bodies, are deemed to be held by non-resident enterprise shareholders. Therefore, the Company will deduct and pay 10% corporate income tax.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No.348) issued by the State Administration of Tax on 28 June 2011 and the Letter on the Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies issued by The Stock Exchange of Hong Kong Limited on 4 July 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% individual income tax will be withheld from the final dividend payable to any individual shareholders of H Shares of the Company, unless otherwise stated in the relevant taxation regulations, taxation agreements or the notice.

For investors of Hong Kong Stock Exchange, including enterprises and individuals, investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “**Investors of Northbound Trading**”), their final dividends will be distributed in RMB by the Company through CSDC Shanghai Branch to the account of the nominees holding such shares. The Company will withhold and pay income taxes of 10% on behalf of those investors and will report to the tax authorities. For Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Northbound Trading will be the same with those for the A Shareholders of the Company.

For investors of the Shanghai Stock Exchange, including enterprises and individuals, investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Investors of Southbound Trading on Shanghai Stock Exchange**”), CSDC Shanghai Branch, as the nominee holders of H Shares for the Investors of Southbound Trading on Shanghai Stock Exchange, will receive the final dividends distributed by the Company and distribute the final dividends to the relevant Investors of Southbound Trading on Shanghai Stock Exchange through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading on Shanghai Stock Exchange will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81), for dividends received by domestic investors from investing in H shares listed on

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## LETTER FROM THE BOARD

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the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Southbound Trading on Shanghai Stock Exchange will be the same with those for the H Shareholders.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

### **3. UTILISATION OF PART OF THE OVER SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR PERMANENT REPLENISHMENT OF WORKING CAPITAL**

An ordinary resolution will be proposed at the AGM to consider and approve the utilisation of part of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital of the Company.

Further details of the resolution on the utilisation of part of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital are set out in Appendix I to this circular.

### **4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND OTHER RULES**

In view of the relevant provisions of the Company Law of the PRC and the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules which came into force on 1 January 2022, the Board recommended amendments to the Articles of Association of the Company, Rules of Procedure for the General Meeting, Rules of Procedure for the Board of Directors, Rules of Procedure for the Supervisory Committee and Administrative Measures for Use of Proceeds.

The resolutions of proposed amendments are subject to the approvals of the Shareholders at the AGM and the Class Meetings, respectively. Details of the relevant amendments are set out in Appendix II to Appendix VI to this circular. Save for the proposed amendments as set out in the appendices of this circular, the other provisions of the rules will remain unchanged.



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## LETTER FROM THE BOARD

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### 5. GENERAL MANDATE TO ISSUE A SHARES

A special resolution will be proposed at the AGM for the granting of the General Mandate to the Board to handle relevant matters in relation to issuing shares to specific parties by simplified procedures in accordance with the requirements under the Administrative Measures for the Issuance and Registration of Securities by Companies Listed on the STAR Market (for Trial Implementation), the Rules for Review of Issuance and Listing of Securities by Companies Listed on the STAR Market of the Shanghai Stock Exchange, the Rules for Implementation of Issuance and Underwriting of Securities by Companies Listed on the STAR Market of the Shanghai Stock Exchange and the Hong Kong Listing Rules. It is agreed that the Board shall propose to the AGM to authorise the Board to exercise the power of the Company to issue, allot and/or deal with additional A Shares and to make or grant such power which would or might be required to issue, allot and/or deal with A Shares not exceeding 20% of the total number of the A Shares in issue of the Company on the date the relevant resolution is passed at the AGM. It is proposed that the Board be authorised to decide the Company to issue Shares to specific parties for total proceeds not exceeding RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year.

The A Shares shall be issued by way of non-public issuance to specific parties, which shall be no more than 35 target subscribers who fall within the definition of legal persons, natural persons or other legal investment organisations as defined by the regulatory authorities. The issue price shall not be less than 80% of the average trading price of the A Shares in the 20 trading days prior to the pricing benchmark date, and shall comply with the pricing requirements under the Hong Kong Listing Rules.

The General Mandate shall be exercisable in the period starting from the date on which this resolution is passed until the earliest of: (a) the conclusion of the next annual general meeting subsequent to the passing of this resolution; (b) the expiration of the period of 12 months from the date on which this resolution is passed; or (c) the date on which the mandate granted to the Board by this resolution is revoked or varied by a special resolution by the Shareholders at the general meeting.

The Board shall only exercise its power under such mandate in accordance with the relevant requirements under the Hong Kong Listing Rules (including Rules 13.36 and 19A.38), the Articles of Association, applicable laws and regulations of the PRC and performance of the relevant procedures, as amended from time to time.

As at the Latest Practicable Date, the Company had a total of 703,000,000 A Shares and 340,000,000 H Shares in issue. Subject to the passing of the special resolution in relation to the General Mandate for issuance of A Shares and in accordance with the terms therein, the Company would be allowed to issue up to 140,600,000 additional A Shares under the General Mandate on the basis that no further A Shares will be issued or repurchased prior to the AGM.

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## LETTER FROM THE BOARD

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### 6. AGM AND THE CLASS MEETINGS

The AGM, the Class Meeting of Holders of H Shares and the Class Meeting of Holders of A Shares will be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m., 11:00 a.m. (or the time immediately after the conclusion of the AGM) and 11:30 a.m. (or the time immediately after the conclusion of the Class Meeting of Holders of H Shares), respectively, on Wednesday, 29 June 2022. Notices convening the AGM and the Class Meeting of Holders of H Shares are set out on pages AGM-1 to CMHS-4 of this circular.

Proxy forms for the AGM and the Class Meeting of Holders of H Shares are enclosed in this circular and published on the websites of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.fd-zj.com](http://www.fd-zj.com)). Shareholders who are eligible to attend and intend to appoint a proxy to attend the AGM and the Class Meeting of the Holders of H Shares shall complete and return the accompanying proxy forms in accordance with the instructions printed thereon to the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM and the Class Meeting of the Holders of H Shares or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and the Class Meeting of the Holders of H Shares or any adjourned meeting in person should you so desire.

To determine the eligibility of the holders of H Shares to attend and vote at the AGM and the Class Meeting of the Holders of H Shares, the register of the holders of H Shares of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares at 4:30 p.m. on Thursday, 23 June 2022, is entitled to attend and vote at the AGM and the Class Meeting of Holders of H Shares. In order for the holders of H Shares to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 23 June 2022.

For the notices of AGM and the Class Meeting of Holders of A Shares applicable to holders of A Shares and the relevant forms of proxy, please refer to the announcement of the Company dated 20 April 2022 on the Shanghai Stock Exchange.

### 7. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of AGM and Class Meetings will be voted by poll.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Directors consider that all the resolutions set out in the notices of the AGM, the Class Meeting of Holders of H Shares are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the proposed resolutions.

### 9. RESPONSIBILITY STATEMENT

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

### 10. ADDITIONAL INFORMATION

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

Yours faithfully,  
For and on behalf of the Board  
**Wang Hai Bo**  
*Chairman*

**OVERVIEW OF THE PROCEEDS**

As approved by the document “Approval in Relation to Registration of the Initial Public Offering of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.” (Zheng Jian Xu Ke [2020] No.912) granted by China Securities Regulatory Commission, the Company was permitted to issue 120,000,000 ordinary shares in RMB (A Shares) to the public at an issue price of RMB8.95 per Share (the “**Issue of A Shares**”). The total amount of proceeds from the Issue of A Shares amounted to RMB1,074,000,000. After deducting the issuing expenses, the net amount of proceeds amounted to approximately RMB974,324,000. The proceeds have been fully received and verified by PricewaterhouseCooper Zhongtian LLP (Special General Partnership), which has issued the Capital Verification Report (PwC Zhong Tian (2020) Yan Zi No. 0502). The proceeds are all held in a specialised accounts of the Company.

**USE OF PROCEEDS FROM THE ISSUE OF A SHARES**

A summary of the proceeds raised were used as follows:

<b>Investment Projects</b>	<b>Intended amount RMB'0,000</b>	<b>Amount that has been utilised as at 31 December 2021 RMB'0,000</b>	<b>Remaining balance as at 31 December 2021 <i>Notes</i> RMB'0,000</b>
– The Registration Project of Hemoporfin in the United States	23,000.00	2,559.46	20,440.54
– The Innovational Research and Sustainable Development Project in Relation to Biological Medicine	24,000.00	13,007.34	10,992.66
– The Project in Relation to Acquisition of Minor Equity Interests in Taizhou Fudan–Zhangjiang	18,000.00	17,839.30	160.70
<b>Over-subscription proceeds</b>	–	9,600.00	22,832.39 <i>Note (4)</i>
<b>Interests of over-subscription proceeds</b>	–	–	2,820.41
<b>Total</b>	<u>65,000.00</u>	<u>43,006.10</u>	<u>57,246.71</u>

*Notes:*

- (1) The actual amount of proceeds raised from the Issue of A Shares exceeding the needs of the investment projects listed above will be devoted to the principal business of the Company in accordance with relevant requirements of the CSRC and the Shanghai Stock Exchange and subject to the approval of the Board and the Shareholders' meeting. The Company will disclose relevant updates in due course.
- (2) The amount that has been utilised included the amount which is used after the listing for replacing the self-owned fund of the Company previously invested in such projects in 2021.
- (3) The Company confirms that the use of proceeds from the Issue of A share conforms to the disclosure of the circular of the Company dated 4 April 2019, and that the Company will use the proceeds from the Issue of A share in strict accordance with the relevant regulations.
- (4) During 2021, the Board considered and approved the utilisation of part of the over subscription proceeds from its A share offering for permanent replenishment of working capital. The proposal has been deliberated and approved at 2020 annual general meeting. The remaining amount of proceeds to be invested is expected to be utilised by 31 December 2023. The expected timeline for the remaining amount of proceeds to be invested is subject to future adjustments if required, and the Company will comply with relevant internal approval procedures and disclosure obligations in due course.

For details, please refer to the Company's Chinese version overseas regulatory announcement dated 28 March 2022 and the annual report for the year ended 31 December 2021 of the Company dated 19 April 2022 on the website of the Hong Kong Stock Exchange.

**PLAN TO UTILISE PART OF THE OVER SUBSCRIPTION PROCEEDS FROM THE  
ISSUE OF A SHARES FOR PERMANENT REPLENISHMENT OF WORKING  
CAPITAL**

In order to satisfy the Company's working capital requirements, to utilize the proceeds more effectively, to reduce financial cost, to further enhance the Company's profitability and to safeguard the interest of the Company and its shareholders, pursuant to the "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", the "Administrative Measures for Proceeds by Companies Listed on the Shanghai Stock Exchange" and relevant regulations, after taking into account the Company's actual operational needs and its financial status, the Company intends to utilize RMB96,000,000 (representing 29.60% of the total Over Subscription Proceeds of RMB324,324,000) for permanent replenishment of working capital, mainly as the operating expenses of the Company's principal business (the "**Utilisation Plan**"). As of 31 December 2021, the balance of Over Subscription Proceeds was RMB241,348,000 (including interest income of RMB13,024,000).

**UNDERTAKINGS BY THE COMPANY**

The Company undertakes that: the amount under the Utilisation Plan will be utilised for the Company's operating activities relating to the principal business, which does not affect the intended use of proceeds of the Issue of A Shares and shall not affect the capital requirements of the projects in which the proceeds are intended to be used; and it will not carry out any high-risk investment or provide financial assistance for third-party entities, within twelve months following the approval of the Utilisation Plan.

**RELEVANT OPINIONS ON THE UTILISATION PLAN***Opinions of the independent non-executive Directors*

The Utilisation Plan is conducive to improving effective utilisation of the proceeds and is in the interests of the Company and the Shareholders. The Utilisation Plan complies with "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", "Self Regulatory Regulations Guidance of Listed Companies of the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation", the Articles of Associations, "Administrative Measures for Proceeds by Companies Listed on the Shanghai Stock Exchange" and other laws, regulations and regulatory documents.

The review and approval procedure of the Utilisation Plan complied with the requirements of laws, administrative laws, regulations and regulatory documents. The Utilisation Plan does not change the intended use of the proceeds or harm the interest of the Shareholders.

In conclusion, the independent non-executive Directors of the Company agreed with the Utilisation Plan.

*Opinions of the Supervisory Committee*

The Utilisation Plan is conducive to improving effective utilisation of the proceeds and is in the interests of the Company and the Shareholders. The Utilisation Plan complies with "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", "Self Regulatory Regulations Guidance of Listed Companies on the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation", the Articles of Associations, "Administrative Measures for Proceeds by Companies Listed on the Shanghai Stock Exchange" and other laws, regulations and regulatory documents.

The review and approval procedure of the Utilisation Plan and the relevant voting procedure of the Board complied with the requirements of laws, administrative laws, regulations and regulatory documents. The Utilisation Plan does not change the intended use of the proceeds or harm the interest of the Shareholders.

In view of the above, the Supervisory Committee agreed with the Utilisation Plan.

***Opinions of the Sponsoring Institution***

The sponsoring institution believed that the Utilisation Plan is conducive to improving effective utilisation of the proceeds, reducing finance costs and will not affect the normal progress of the intended investment projects. The Utilisation Plan does not change the intended use of the proceeds or harm the interest of the Shareholders. The Utilisation Plan was considered and approved by the Board and the Supervisory Committee, and was agreed by the independent non-executive Directors. It has complied with all necessary procedures except for obtaining the Shareholder's approval.

The review and approval procedures of the Utilisation Plan complies with "Listing Rules of the Sci-tech Innovation Board of the Shanghai Stock Exchange (Amended in December 2020)", "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", "Self Regulatory Regulations Guidance of Listed Companies on the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation", "Continuing Supervision Administration Measures of Listed Company of Sci-tech Innovation Board (Pilot Version)" and other laws, regulations, regulatory documents and operational rules. It is conducive to the principal business of the Company and in the interests of the Company and the Shareholders.

Based on the opinions above, the sponsoring institution agreed with the Utilisation Plan.

S.N	The current Articles of Association	Amended Articles of Association
1.	<p>12. On condition of compliance with the laws and administrative regulations of the State, the Company is entitled to raise capital and borrow money, including (without limitation) the issue of bonds, the mortgaging or pledging of part or whole of the Company's business or properties and other rights permitted by the laws and administrative regulations of the State.</p>	<p><b><u>12. The Company shall set up its Communist Party of China (hereinafter referred to as "CPC") organization and carry out CPC activities in accordance with the requirements of the Constitution of the CPC. The Company shall provide the CPC organization with necessary conditions for its activities.</u></b></p>
2.	<p>28. Unless otherwise provided by the laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien. The Company refuses its own stocks as the subject matter of pledge right.</p> <p>Shares of the Company held by the promoters of the Company shall not be transferred within one year from the Company's establishment. The A Shares which have already been issued prior to the Company's initial public offering shall not be transferred within one year after the Company's stocks are listed at the domestic stock exchange.</p> <p>The directors, supervisors and senior executives of the Company shall report to the Company the shares held by them in the Company and any alterations to the shares so held, and the shares transferred each year by them during their terms of office shall not exceed 25% of their total shares of the same type in the Company; the shares of the Company held by them shall not be transferred within one year after the Company's stocks are listed. The aforesaid persons shall not transfer the shares of the Company held by them for the period of six months after they leave the Company.</p> <p>Where the Company's directors, supervisors, senior officers and shareholders who hold more than 5% of the A Shares of the Company sell A Shares of the Company held by them within six months after having bought such stocks, or buy such stocks within six after having sold them, all earnings thus obtained shall belong to the Company and be revoked by the board of directors of the Company. However, where the securities company holds more than 5% of the Company's shares due to stand-by underwriting, the sales of such stocks shall not be subject to the time period of six months.</p>	<p>28. Unless otherwise provided by the laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien. The Company refuses its own stocks as the subject matter of pledge right.</p> <p>Shares of the Company held by the promoters of the Company shall not be transferred within one year from the Company's establishment. The A Shares which have already been issued prior to the Company's initial public offering shall not be transferred within one year after the Company's stocks are listed at the domestic stock exchange.</p> <p>The directors, supervisors and senior management of the Company shall report to the Company the shares held by them in the Company and any alterations to the shares so held, and the shares transferred each year by them during their terms of office shall not exceed 25% of their total shares of the same type in the Company; the shares of the Company held by them shall not be transferred within one year after the Company's stocks are listed. The aforesaid persons shall not transfer the shares of the Company held by them for the period of six months after they leave the Company.</p> <p>Where the Company's directors, supervisors, senior management and shareholders who hold more than 5% of the A Shares of the Company sell A Shares of the Company <b><u>or other securities with the nature of equity</u></b> held by them within six months after having bought such stocks, or buy such stocks within six after having sold them, all earnings thus obtained shall belong to the Company and be revoked by the board of directors of the Company.</p>



S.N	The current Articles of Association	Amended Articles of Association
	<p>Where the board of directors refuses to comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. Where the board of directors fails to observe the provisions of the preceding paragraph within the aforesaid time limit, the shareholders shall be entitled to, in their own names, directly lodge an action with the people's court for the benefits of the company and the responsible directors shall bear joint and several liabilities according to law.</p>	<p>However, where the securities company holds more than 5% of the Company's shares due to stand-by underwriting, the sales of such stocks shall not be subject to the time period of six months.</p> <p><b><u>For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by Directors, Supervisors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others.</u></b></p> <p>Where the board of directors refuses to comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. Where the board of directors fails to observe the provisions of the preceding paragraph within the aforesaid time limit, the shareholders shall be entitled to, in their own names, directly lodge an action with the people's court for the benefits of the company and the responsible directors shall bear joint and several liabilities according to law.</p>
3.	<p>33. When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days of the date of the resolution for reduction of its registered capital, and shall make a public announcement in a newspaper at least 3 times within 30 days following the date of such resolution. A creditor has the right, within 30 days of receiving the notice or, in the case of such notice not being received, within 45 days of the date of the first public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts.</p> <p>The Company's registered capital after reduction shall not be less than the statutory minimum amount.</p> <p>The Company's reduction of registered capital shall be registered with registry office in accordance with laws.</p>	<p>33. When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days of the date of the resolution for reduction of its registered capital, <b><u>and shall make a public announcement in a newspaper within 30 days following the date of such resolution.</u></b> A creditor has the right, within 30 days of receiving the notice or, <b><u>in the case of such notice not being received, within 45 days of the date of the announcement,</u></b> to require the Company to repay its debts or to provide a corresponding guarantee for such debts.</p> <p>The Company's registered capital after reduction shall not be less than the statutory minimum amount.</p> <p>The Company's reduction of registered capital shall be registered with registry office in accordance with laws.</p>

S.N	The current Articles of Association	Amended Articles of Association
4.	<p>57. Where the resolutions adopted by the shareholders' general meeting and the meeting of the board of directors violate laws and administrative rules and regulations, the shareholders shall be entitled to request judgment by the people's court that such resolutions are null and void.</p> <p>Where the convening procedures and voting methods of the shareholders' general meeting and board of directors violate laws, administrative rules or these Articles, or the contents of the resolutions adopted by the shareholders' general meeting and the meeting of the board of directors contravene these Articles, the shareholders shall be entitled to, within 60 days from such resolutions, request a revocation by the people's court.</p>	<p><b><u>57. Where the resolutions adopted by the shareholders' general meeting and the meeting of the board of directors violate laws and administrative rules and regulations, such resolutions are null and void.</u></b></p> <p>Where the convening procedures and voting methods of the shareholders' general meeting and board of directors violate laws, administrative rules or these Articles, or the contents of the resolutions adopted by the shareholders' general meeting and the meeting of the board of directors contravene these Articles, the shareholders shall be entitled to, within 60 days from such resolutions, request a revocation by the people's court.</p>
5.	<p>65. The shareholders' general meeting shall have the following functions and powers:</p> <p>(17) examining the equity incentive plan;</p> <p>(18) to consider other matters which require resolution of the shareholders in general meeting according to laws and administrative regulations or these Articles.</p> <p>.....</p>	<p>65. The shareholders' general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(17) examining the equity incentive plan <b><u>and employee shareholding plan;</u></b></p> <p>(18) <b><u>the annual shareholders' general meeting of the Company may authorize the board of directors to decide the issuance of domestic shares with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the convention date of the annual shareholders' general meeting for the next year, subject to other laws and regulations, including the relevant regulations of the Hong Kong Listing Rules (if applicable);</u></b></p> <p>(19) to consider other matters which require resolution of the shareholders in general meeting according to laws and administrative regulations or these Articles</p> <p>.....</p>
6.	<p>72. Where the board of supervisors or the shareholders decide to convene the shareholders' general meeting independently, they shall notify the board of directors in writing to such effect and put such on record with the CSRC office in the place where the company is located and the stock exchange.</p>	<p>72. Where the board of supervisors or the shareholders decide to convene the shareholders' general meeting independently, they shall notify the board of directors in writing to such effect and put such on record with <b><u>the Shanghai Stock Exchange and the Hong Kong Stock Exchange.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
	<p>For a general meeting convened and presided over by the shareholders themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.</p> <p>The convening shareholders shall, where sending the notice of the shareholders' general meeting and announcing the resolutions of the shareholders' general meeting, submit related certificates to the CSRC office in the place where the company is located and the stock exchange.</p> <p>With respect to shareholders' general meetings independently convened by the board of supervisors or the shareholders, the board of directors and its secretary shall give their cooperation. The board of directors shall provide the register of shareholders which will be dated the day of equity registration.</p> <p>Where the shareholders' general meeting is held independently by the board of supervisors or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.</p>	<p>For a general meeting convened and presided over by the shareholders themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.</p> <p>The convening shareholders shall, where sending the notice of the shareholders' general meeting and announcing the resolutions of the shareholders' general meeting, submit related certificates to <b><u>the Shanghai Stock Exchange and the Hong Kong Stock Exchange</u></b>.</p> <p>With respect to shareholders' general meetings independently convened by the board of supervisors or the shareholders, the board of directors and its secretary shall give their cooperation. The board of directors shall provide the register of shareholders which will be dated the day of equity registration.</p> <p>Where the shareholders' general meeting is held independently by the board of supervisors or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.</p>
7.	<p>73. When the Company is to hold a shareholders' annual general meeting, it shall inform the shareholders by way of public announcement of the matters to be examined at the meeting as well as the date and place of the meeting at least twenty (20) business days prior to the meeting; when the Company is to hold an extraordinary general meeting, it shall inform the shareholders by way of public announcement at least fifteen (15) days (no less than ten (10) business days) prior to the date of the meeting.</p> <p>The business day mentioned in these Articles shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>	<p>73. When the Company is to hold a shareholders' annual general meeting, <b><u>the shareholders shall be notified in the form of announcements at least twenty (20) days prior to the meeting; when an extraordinary general meeting is convened by the Company, the shareholders shall be notified in the form of announcements at least fifteen (15) days prior to the meeting.</u></b></p> <p><b><u>The day on which the general meeting is convened by the Company shall be excluded from calculating the starting period of the prior notice.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
8.	<p>74. At general meetings of the Company, the Board, the Supervisory Committee, and shareholder(s) individually or jointly holding 3% or more of the total voting shares of the Company shall have the right to propose motions in writing to the Company. The Company shall place those matters in the proposed motions within the scope of the functions and powers of the shareholders' general meeting on the agenda.</p> <p>The content of a proposal shall be determined by the general meeting, have definite topics and specific issues for resolution, and shall comply with the related provisions of the laws, administrative regulations and the Articles of Association.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written provisional motion to the convener before a general meeting is convened; the convener shall notify other shareholders within two (2) days after receipt of the said provisional motion, and ensure to announce the content of the said provisional motion ten (10) business days prior to the date of shareholders' general meeting.</p> <p>Except as provided in the preceding paragraph, after the convener issues a public notice of the general meeting, he/she shall not change the proposals or add any new proposal in the notice of the general meeting.</p> <p>Proposals not set out in the notice of general meeting or not complying with the provision herein shall not be voted on or resolved at the general meeting.</p>	<p>74. At general meetings of the Company, the Board, the Supervisory Committee, and shareholder(s) individually or jointly holding 3% or more of the total voting shares of the Company shall have the right to propose motions in writing to the Company. The Company shall place those matters in the proposed motions within the scope of the functions and powers of the shareholders' general meeting on the agenda.</p> <p>The content of a proposal shall be determined by the general meeting, have definite topics and specific issues for resolution, and shall comply with the related provisions of the laws, administrative regulations and the Articles of Association.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written provisional motion to the convener before a general meeting is convened; the convener shall notify other shareholders within two (2) days after receipt of the said provisional motion, and ensure to announce the content of the said provisional motion ten (10) business days prior to the date of shareholders' general meeting.</p> <p>Except as provided in the preceding paragraph, after the convener issues a public notice of the general meeting, he/she shall not change the proposals or add any new proposal in the notice of the general meeting.</p> <p>Proposals not set out in the notice of general meeting or not complying with the provision herein shall not be voted on or resolved at the general meeting.</p> <p><b><u>The business day mentioned in this Article shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</u></b></p>
9.	<p>75. A notice of shareholders' meeting shall meet the following requirements:</p> <p>..... (10) where the shareholders' general meeting is held through the internet or any other means, it shall, in the notice of the shareholders' general meeting, set out expressly the voting time and procedure of such means.</p>	<p>75. A notice of shareholders' meeting shall meet the following requirements:</p> <p>..... (10) <b><u>the voting time and procedure of the internet or any other means.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
	<p>The interval between the equity registration date and the shareholders' general meeting date shall be no more than seven working days. The equity registration day once determined shall not be altered.</p>	<p><b><u>The interval between the equity registration date and the shareholders' general meeting date shall be no more than seven working days. The equity registration day once determined shall not be altered.</u></b></p> <p><b><u>Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all contents of all motions in full. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</u></b></p>
10.	<p>83. An instrument appointing a proxy shall be in writing under the hand of the appointer. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders' general meeting shall contain the following items:</p> <p>..... (6) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal person shareholder or signature of his director or proxy as duly appointed shall be affixed.</p>	<p>83. An instrument appointing a proxy shall be in writing under the hand of the appointer. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders' general meeting shall contain the following items:</p> <p>..... (6) signature (or seal) of the principal. Where the principal is a legal person shareholder, <b><u>the official seal of the legal person shareholder shall be affixed.</u></b></p>
11.	<p>87. The place for holding the Company's general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting. The Company shall, on condition that the general meeting shall be held legally and validly, enable shareholders to have access to the general meeting by internet or other means. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.</p>	<p>87. The place for holding the Company's general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting. <b><u>The Company shall, also enable shareholders to have access to the general meeting by providing online voting.</u></b> The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.</p>

S.N	The current Articles of Association	Amended Articles of Association
12.	<p>92. The shareholders’ general meeting shall be convened by the chairman. Where the chairman is unable to or fails to perform his duties, the shareholders’ general meeting shall be presided over by the vice-chairman (where there are more than two vice chairmen, the shareholders’ general meeting shall be presided over by the vice-chairman jointly elected by the majority of all the directors). Where the vice chairman is unable to or fails to perform his duties, the shareholders’ general meeting shall be presided over by a director jointly elected by the majority of all the directors. If none of the Directors can be elected by more than a half of the Directors to preside over the meeting, the shareholders present at the meeting may elect a shareholder to preside over the meeting. If for any reason, the shareholders fail to elect the chairman to preside over the meeting, the shareholder (or proxy) present and holding the largest number of shares carrying voting rights shall preside over the meeting and act as the chairman.</p> <p>If independently convened by the board of supervisors, the shareholders’ general meeting shall be presided over by the chairman thereof. Where the chairman of the board of supervisors is unable to or fails to perform his duties, the shareholders’ general meeting shall be presided over by the vice chairman of the board of supervisors. Where the vice chairman is unable to or fails to perform his duties, a supervisor shall be jointly elected by the majority of all the supervisors to preside over the shareholders’ general meeting.</p> <p>Shareholders’ general meetings independently convened by the shareholders shall be presided over by a representative recommended by the convener.</p> <p>Where the convener violates the procedural rules while the shareholders’ general meeting is being held so that the meeting is unable to continue, a presider may, with the approval by the majority of voting rights represented by the shareholders present at the shareholders’ general meeting, be elected by the shareholders’ general meeting to continue the meeting.</p>	<p>92. The shareholders’ general meeting shall be convened by the chairman. Where the chairman is unable to or fails to perform his duties, the shareholders’ general meeting shall be presided over by the vice-chairman (where there are more than two vice chairmen, the shareholders’ general meeting shall be presided over by the vice-chairman jointly elected by the majority of all the directors). Where the vice chairman is unable to or fails to perform his duties, the shareholders’ general meeting shall be presided over by a director jointly elected by the majority of all the directors. If none of the Directors can be elected by more than a half of the Directors to preside over the meeting, the shareholders present at the meeting may elect a shareholder to preside over the meeting. If for any reason, the shareholders fail to elect the chairman to preside over the meeting, the shareholder (or proxy) present and holding the largest number of shares carrying voting rights shall preside over the meeting and act as the chairman.</p> <p>If independently convened by the board of supervisors, the shareholders’ general meeting shall be presided over by the chairman thereof. Where the chairman of the board of supervisors is unable to or fails to perform his duties, <b><u>a supervisor shall be jointly elected by the majority of all the supervisors to preside over the shareholders’ general meeting.</u></b></p> <p>Shareholders’ general meetings independently convened by the shareholders shall be presided over by a representative recommended by the convener.</p> <p>Where the convener violates the procedural rules while the shareholders’ general meeting is being held so that the meeting is unable to continue, a presider may, with the approval by the majority of voting rights represented by the shareholders present at the shareholders’ general meeting, be elected by the shareholders’ general meeting to continue the meeting.</p>

S.N	The current Articles of Association	Amended Articles of Association
13.	<p>98. The convener shall ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting. The attending directors, supervisors, secretary of the board of directors, convener or representative thereof, and the meeting presider shall sign the meeting minutes. Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.</p>	<p>98. <b><u>The attending directors, supervisors, secretary of the board of directors, convener or representative thereof, and the meeting presider shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting.</u></b> Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.</p>
14.	<p>100. Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than one half of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>Shareholders presenting at the shareholders' general meeting (including the shareholders' proxy) shall give their opinions on each item submitted for vote, being: affirmative, negative or abstention vote. The blank, falsely-filled and unreadable votes as well as the failure to vote shall be deemed as abstention, and the voting results represented by the shares of the abstention voter shall be filled with "abstention". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.</p> <p>Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>100. Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than one half of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p><b><u>Shareholders presenting at the shareholders' general meeting (including the shareholders' proxy) shall give their opinions on each item submitted for vote, being: affirmative, negative or abstention vote, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Mainland-Hong Kong Stock Connect, make declarations according to the intention of actual holders. The blank, falsely-filled and unreadable votes as well as the failure to vote shall be deemed as abstention, and the voting results represented by the shares of the abstention voter shall be filled with "abstention". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.</u></b></p> <p>Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>

S.N	The current Articles of Association	Amended Articles of Association
15.	<p>101. A shareholder (including proxy), when voting at a shareholders' general meeting, shall exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote, except under the circumstances where cumulative voting system is used.</p> <p>The votes casted by minority investors shall be separately counted when material matters affecting the interests of minority investors are being deliberated at the shareholders' general meeting. The results of the separate vote-counting shall be publicly disclosed in a timely manner.</p> <p>The shares held by the Company itself shall have no voting rights and shall not be calculated into the total number of voting shares held by the attending shareholders.</p> <p>The board of directors, independent directors and shareholders who meet related provisions may publicly solicit the voting rights of shareholders. Where the voting rights of a shareholder are being solicited, information such as the specific voting intention shall be fully disclosed to the shareholder. It is prohibited to solicit shareholders' voting rights in a covertly or overtly payable manner. The Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights.</p>	<p>101. A shareholder (including proxy), when voting at a shareholders' general meeting, shall exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote, except under the circumstances where cumulative voting system is used.</p> <p>The votes casted by minority investors shall be separately counted when material matters affecting the interests of minority investors are being deliberated at the shareholders' general meeting. The results of the separate vote-counting shall be publicly disclosed in a timely manner.</p> <p><b><u>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.</u></b></p> <p><b><u>The board of directors, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC may publicly solicit the voting rights of shareholders.</u></b> Where the voting rights of a shareholder are being solicited, information such as the specific voting intention shall be fully disclosed to the shareholder. It is prohibited to solicit shareholders' voting rights in a covertly or overtly payable manner. <b><u>Save for statutory conditions, the Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights.</u></b></p>
16.	<p>105. The following matters shall be resolved by an ordinary resolution of a shareholders' general meeting:</p> <p>..... (3) removal of the members of the board of directors and of the supervisory committee, their remuneration and method of payment;</p> <p>(4) annual preliminary and final budgets, the Company's annual report, balance sheets, profit and loss accounts and other financial statements of the Company;</p>	<p>105. The following matters shall be resolved by an ordinary resolution of a shareholders' general meeting:</p> <p>..... (3) <b><u>appointment and removal of the members of the board of directors and of the supervisory committee, their remuneration and method of payment;</u></b></p> <p><b><u>(4) annual preliminary and final budgets and the annual reports of the Company;</u></b></p>



S.N	The current Articles of Association	Amended Articles of Association
17.	<p>106. The following matters shall be resolved by a special resolution of a shareholders' general meeting:</p> <p>..... (3) the division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to these Articles;</p> <p>(5) where, within the period of one year, purchases or sales by the Company or the amount of the guarantee provided by the Company exceeds 30% of the total assets of the Company as of the most recent audit;</p> <p>(6) stock-based incentive plan;</p> <p>(7) amendments to rights of holders holding different categories of shares; and</p> <p>(8) any other matters stipulated by laws, administrative regulations and these Articles, and considered by the shareholders' general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p> <p>Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles.</p>	<p>106. The following matters shall be resolved by a special resolution of a shareholders' general meeting:</p> <p>..... (3) the division, <b>spin-off</b>, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to these Articles;</p> <p>(5) where, within the period of one year, purchases or sales by the Company or the amount of the guarantee provided by the Company exceeds 30% of the total assets of the Company as of the most recent audit;</p> <p>(6) stock-based incentive plan; <b>and</b></p> <p>(7) <b><u>any other matters stipulated by laws, administrative regulations and these Articles, and considered by the shareholders' general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</u></b></p> <p>Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles.</p>
18.	<p>108. The Company shall, on the premise of ensuring the legality and validity of the shareholders' general meeting, adopt various means and channels to make available online voting platforms and other modern information technology means on a priority basis to facilitate shareholders to attend the shareholders' general meeting.</p>	<p>/</p> <p>(The numbering of article no. 109 to no. 242 shall be adjusted accordingly)</p>
19.	<p>126. The Company may convene a class shareholders' meeting with at least twenty (20) business days prior to the date of the shareholders' annual general meeting, at least fifteen (15) days (no less than ten (10) business days) prior to the date of the shareholders' extraordinary general meeting to notify all registered shareholders of that class of the matters to be considered at the meeting and the date and place of the meeting by way of public announcement or written notice.</p>	<p>125. The Company may convene a class shareholders' meeting <b><u>with at least twenty (20) days prior to the date of the shareholders' annual general meeting, at least fifteen (15) days prior to the date of the shareholders' extraordinary general meeting</u></b> to notify all registered shareholders of that class of the matters to be considered at the meeting and the date and place of the meeting by way of public announcement or written notice.</p>

S.N	The current Articles of Association	Amended Articles of Association
20.	<p>129. Directors shall be elected or replaced by the shareholders' general meeting. The term of office of each director is 3 years. The directors may, after the expiration of the term of office, be reelected and reappointed. Directors shall not be dismissed at the shareholders' general meeting without fair reasons prior to expiration of the term of office. The shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.</p> <p>The chairman and vice-chairman(s) shall be elected and removed by more than one half of all the members of the board of directors. The term of office for each of the chairman and the vice-chairman(s) is 3 years, renewable upon re-election.</p> <p>The term of office of each director shall commence as of his assumption of office until the expiration of the current board of directors. Where the directors fail to be promptly reelected upon the expiration of the term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulation, and provisions of these Articles.</p> <p>The term of office of any one appointed by the board of directors as director to fill up the temporary vacancy of the board of directors or augmentatively appointed as director shall be valid until the next shareholders' anniversary general meeting, and such person are qualified to be re-elected.</p> <p>General managers or other senior officers may serve concurrently as directors, however, the directors who concurrently serve as managers or other senior officers and staff representatives shall not exceed half of all the directors of the company.</p> <p>A director shall not be required to hold shares of the Company.</p>	<p>128. <b><u>Directors shall be elected or replaced by the shareholders' general meeting, and may be dismissed at the shareholders' general meeting prior to expiration of the term of office. The term of office of each director is 3 years. The directors may, after the expiration of the term of office, be reelected and reappointed.</u></b> The shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.</p> <p>The chairman and vice-chairman(s) shall be elected and removed by more than one half of all the members of the board of directors. The term of office for each of the chairman and the vice-chairman(s) is 3 years, renewable upon re-election.</p> <p>The term of office of each director shall commence as of his assumption of office until the expiration of the current board of directors. Where the directors fail to be promptly reelected upon the expiration of the term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulation, and provisions of these Articles.</p> <p>The term of office of any one appointed by the board of directors as director to fill up the temporary vacancy of the board of directors or augmentatively appointed as director shall be valid until the next shareholders' anniversary general meeting, and such person are qualified to be re-elected.</p> <p>General managers or other senior management may serve concurrently as directors, however, the directors who concurrently serve as managers or other senior management and staff representatives shall not exceed half of all the directors of the company.</p> <p>A director shall not be required to hold shares of the Company.</p>

S.N	The current Articles of Association	Amended Articles of Association
21.	135. Where the resignation of each director comes into force or his term of office expires, the director shall deal with all the required hand-over formalities to the board of directors.	134. Where the resignation of each director comes into force or his term of office expires, the director shall deal with all the required hand-over formalities to the board of directors. <b><u>His/her fiduciary duties towards the Company and the shareholders shall remain in force for six months after the end of his/her term of service.</u></b>
22.	138. The Company shall have a board of directors. The board of directors shall consist of 7-11 directors, comprising 1 chairman and 1 to 2 vice chairman(s). The directors of the Company shall consist of executive directors, non-executive directors and independent non-executive directors (independent directors). An executive director refers to a director who assumes a position competent in operations and management and is not independent as defined by law at the Company. A non-executive director refers to a director who does not assume a position competent in operations and management and is not independent as defined by law at the Company. An independent non-executive director refers to a director who holds no position in the Company other than the position of director and complies with the relevant provisions of the independence of independent directors in accordance with the requirements of the stock exchange where the Company's shares are listed, and has no relationship with the Company and its major shareholder(s) that may prevent them from making objective and independent judgment.	137. The Company shall have a board of directors. The board of directors <b><u>shall</u></b> consist of 7-11 directors, <b><u>may</u></b> comprising 1 chairman and 1 to 2 vice chairman(s). The directors of the Company shall consist of executive directors, non-executive directors and independent non-executive directors (independent directors). An executive director refers to a director who assumes a position competent in operations and management and is not independent as defined by law at the Company. A non-executive director refers to a director who does not assume a position competent in operations and management and is not independent as defined by law at the Company. An independent non-executive director refers to a director who holds no position in the Company other than the position of director and complies with the relevant provisions of the independence of independent directors in accordance with the requirements of the stock exchange where the Company's shares are listed, and has no relationship with the Company and its major shareholder(s) that may prevent them from making objective and independent judgment.

S.N	The current Articles of Association	Amended Articles of Association
	<p>More than half of the directors shall be external directors (the directors who don't hold posts in the Company), including at least 3 independent non-executive directors who shall account for at least one-third of the board members and at least one independent non-executive director shall possess proper professional qualifications or proper accounting or finance-related management expertise.</p> <p>External directors shall have sufficient time and necessary knowledge and ability to perform their duties. When an external director performs his/ her/its duties, the Company shall provide necessary information. Among them, independent directors shall focus on matters closely relating to the interests of minority shareholders including the Company's related transactions, external guarantees, use of proceeds, merger and acquisition and restructuring, significant investing and financing activities, remuneration of senior management and distribution of profits.</p> <p>External directors may engage securities service institutions such as accountants or law firms to conduct auditing and examination or give opinions on relevant matters in accordance with relevant requirements of the stock exchange where the Company's shares are listed.</p>	<p>More than half of the directors shall be external directors (the directors who don't hold posts in the Company), including at least 3 independent non-executive directors who shall account for at least one-third of the board members and at least one independent non-executive director shall possess proper professional qualifications or proper accounting or finance-related management expertise.</p> <p>External directors shall have sufficient time and necessary knowledge and ability to perform their duties. When an external director performs his/ her/its duties, the Company shall provide necessary information. Among them, independent directors shall focus on matters closely relating to the interests of minority shareholders including the Company's related transactions, external guarantees, use of proceeds, merger and acquisition and restructuring, significant investing and financing activities, remuneration of senior management and distribution of profits.</p> <p>External directors may engage securities service institutions such as accountants or law firms to conduct auditing and examination or give opinions on relevant matters in accordance with relevant requirements of the stock exchange where the Company's shares are listed.</p>
23.	<p>139. Based on its needs, the Company shall establish specialized committees including the Strategy Committee of the Board of Directors, the Audit Committee of the Board of Directors, the Remuneration Committee of the Board of Directors and the Nomination Committee of the Board of Directors. In particular, the independent directors shall account for more than half of the members of the Audit Committee and act as the chairman, and at least one independent director shall possess proper professional qualifications or proper accounting or finance-related management expertise. The independent directors shall account for more than half of the members of the Remuneration Committee and act as the chairman.</p>	<p>138. Based on its needs, the Company shall establish specialized committees including the Strategy Committee of the Board of Directors, the Audit Committee of the Board of Directors, the Remuneration Committee of the Board of Directors and the Nomination Committee of the Board of Directors. <b><u>All members of Board committees shall be directors. Independent directors shall account for the majority of members of the Audit Committee, the Remuneration Committee and the Nomination Committee, and shall serve as the convener. The convener of the Audit Committee shall be an accounting professional.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
24.	<p>141. The board of directors is responsible to the shareholders' general meeting and exercises the following powers:</p> <p>..... (8) within the scope of authorization granted by the shareholders' general meeting, deciding such matters as external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth and connected transactions;</p>	<p>140. The board of directors is responsible to the shareholders' general meeting and exercises the following powers:</p> <p>..... (8) within the scope of authorization granted by the shareholders' general meeting, deciding such matters as external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth, connected transactions <b>and external donations</b>;</p>
25.	<p>144. The board of directors shall set forth powers regarding the approval of external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth and connected associated transactions; shall establish strict examination and decision-making procedures; the major investment projects shall be subject to review by the relevant experts and professionals and be reported to the shareholders' general meeting for approval.</p> <p>The board of directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been completed in the period of 4 months immediately preceding the proposed disposition, exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders in general meeting.</p> <p>For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in fixed assets but does not include the provision of security with fixed assets.</p> <p>The validity of a transaction entered into by the Company for the disposal of fixed assets shall not be affected by the breach of the second paragraph of this Article.</p>	<p>143. The board of directors shall set forth powers regarding the approval of external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth, connected associated transactions <b>and external donations</b>; shall establish strict examination and decision-making procedures; the major investment projects shall be subject to review by the relevant experts and professionals and be reported to the shareholders' general meeting for approval.</p> <p>The board of directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been completed in the period of 4 months immediately preceding the proposed disposition, exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders in general meeting.</p> <p>For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in fixed assets but does not include the provision of security with fixed assets.</p> <p>The validity of a transaction entered into by the Company for the disposal of fixed assets shall not be affected by the breach of the second paragraph of this Article.</p>

S.N	The current Articles of Association	Amended Articles of Association
	<p>In making decisions on market development, merger and acquisition, investment in new areas, if the amount of investment or merger &amp; acquisition is more than 10% of the Company's total assets, the board of directors shall engage consulting organizations to provide opinions as important basis for decision making.</p>	<p>In making decisions on market development, merger and acquisition, investment in new areas, if the amount of investment or merger &amp; acquisition is more than 10% of the Company's total assets, the board of directors shall engage consulting organizations to provide opinions as important basis for decision making.</p>
26.	<p>148. Meetings of the board of directors shall be held at least fourth every year and convened by the Chairman of the board of directors. Notice of the meeting shall be served in writing to on all directors 14 days before the date of the meeting.</p> <p>The chairman shall convene and preside over an extraordinary Board meeting within ten days of receiving such a proposal under the following circumstances:</p> <p>..... (7) it is required by the relevant regulatory authorities.</p> <p>In case of convening an extraordinary meeting of the board of directors, it shall not be restricted by notifying ways of meeting as provided in the first paragraph of this Article.</p> <p>For any important matter subject to decision by the board of directors, all of the executive directors and external directors must be given advance notice by the time as required by this Article and provided with sufficient information, and the meeting must be conducted in strict compliance with the prescribed procedures. The directors may demand that supplementary materials be provided. If one-quarter or more of the directors or two or more of the external directors believe that there is insufficient information or that the arguments are inconclusive, they may jointly propose that the board meeting be postponed or that some of the matters to be discussed at the board meeting be discussed at a later time. In such circumstances the board of directors shall accept the proposal.</p>	<p>147. Meetings of the board of directors shall be held at least fourth every year and convened by the Chairman of the board of directors. Notice of the meeting shall be served in writing to on all directors 14 days before the date of the meeting.</p> <p>The chairman shall convene and preside over an extraordinary Board meeting within ten days of receiving such a proposal under the following circumstances:</p> <p>..... (7) it is required by the relevant regulatory authorities.</p> <p>In case of convening an extraordinary meeting of the board of directors, it shall not be restricted by notifying ways of meeting as provided in the first paragraph of this Article.</p> <p>For any important matter subject to decision by the board of directors, all of the executive directors and external directors must be given advance notice by the time as required by this Article and provided with sufficient information, and the meeting must be conducted in strict compliance with the prescribed procedures. The directors may demand that supplementary materials be provided. <b><u>If two or more of the independent directors believe that there is insufficient information or that the arguments are inconclusive, they may jointly propose in writing that the board meeting shall be postponed or that some of the matters to be discussed at the board meeting shall be discussed at a later time. In such circumstances the board of directors shall accept the proposal.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
27.	<p>149. Regular meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p>..... (2) For convening director's extraordinary meeting, written notice of the meeting bearing the seal of the board of directors shall be sent by the secretary to the board of directors to each of the directors and the supervisors by announcement, telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than 4 days before the meeting.</p>	<p>148. Regular meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p>..... (2) For convening director's extraordinary meeting, <b><u>written notice of the meeting shall be sent by the secretary to the board of directors</u></b> to each of the directors and the supervisors by announcement, telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than 4 days before the meeting.</p>
28.	<p>154. Directors shall be responsible for resolutions of the Board of Directors. If resolutions of the Board of Directors violate the laws, administrative regulations or these Articles, thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, on verification that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.</p>	<p>153. Directors shall be responsible for resolutions of the Board of Directors. <b><u>If resolutions of the Board of Directors violate the laws, administrative regulations, these Articles or the resolutions of the general meeting,</u></b> thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, on verification that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.</p>
29.	<p>163. Such persons as take other posts, except for directors in the units of the controlling shareholders and actual controllers of the Company, shall not serve as senior officers.</p>	<p>162. <b><u>Such persons as take other administrative posts, except directors, supervisors in the units of the controlling shareholders of the Company, shall not serve as senior management. A senior management of the Company shall only receive remunerations from the Company, instead of being paid by the controlling shareholders.</u></b></p>
30.	<p>169. Where the general managers and the senior executives of the Company violate laws, administrative rules, departmental regulations or these Articles when performing their duties, thus causing losses to the company, they shall be liable for compensation.</p>	<p>168. Where the general managers and the senior management of the Company violate laws, administrative rules, departmental regulations or these Articles when performing their duties, thus causing losses to the company, they shall be liable for compensation.</p> <p><b><u>Senior management of the Company shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. Senior management of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
31.	173. Supervisors shall ensure the authenticity, accuracy and completeness of information disclosed by the Company.	172. Supervisors shall ensure the authenticity, accuracy and completeness of information disclosed by the Company, <b><u>and sign written confirmation opinions for regular reports.</u></b>
32.	<p>178. The supervisory committee shall consist of employee representative supervisors, external supervisors (who are not the employee of the Company) and shareholder representative supervisors. In particular, the number of employee representative supervisors shall not be less than one third of the number of the Supervisory Committee, while the number of external supervisors shall represent more than half of the number of the Supervisory Committee.</p> <p>The appointment and removal of shareholder representative supervisors and external supervisors shall be approved at the general meeting, while the appointment and removal of employee representative supervisors shall be approved through democratic means by the staff of the Company.</p> <p>The supervisory committee may set up one administrative body to be responsible for routine affairs.</p>	<p>177. <b><u>The Supervisory Committee shall comprise shareholder representatives and an appropriate proportion of employee representatives of the Company, which proportion shall not be lower than 1/3. The employee representatives in the Supervisory Committee shall be elected democratically at employee representatives' meetings, employees' meetings or in other forms.</u></b></p> <p>The appointment and removal of shareholder representative supervisors and external supervisors shall be approved at the general meeting, while the appointment and removal of employee representative supervisors shall be approved through democratic means by the staff of the Company.</p> <p>The supervisory committee may set up one administrative body to be responsible for routine affairs.</p>
33.	<p>181. The supervisory committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with law:</p> <p>..... (10) other functions and powers specified in these Articles.</p> <p>The supervisory committee can express its opinions on the accounting firm engaged and can engage another accounting firm in the name of the Company to check the review the financial affairs of the Company. Supervisors may report the situations directly to CSRC and other relevant authorities. Independent supervisors shall report the behavior of good faith and due diligence of the senior officers of the Company to the shareholders' general meeting.</p> <p>Supervisors shall be present at meetings of the board of directors and may raise questions or give advises on the resolutions of the board of directors.</p>	<p>180. The supervisory committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with law:</p> <p>..... (10) other functions and powers specified in these Articles.</p> <p>The supervisory committee can express its opinions on the accounting firm engaged and can engage another accounting firm in the name of the Company to check the review the financial affairs of the Company. Supervisors may report the situations directly to CSRC and other relevant authorities. <b><u>The Supervisory Committee of the Company shall report the behavior of good faith and due diligence of the senior management of the Company to the shareholders' general meeting.</u></b></p> <p>Supervisors shall be present at meetings of the board of directors and may raise questions or give advises on the resolutions of the board of directors.</p>



S.N	The current Articles of Association	Amended Articles of Association
34.	<p>221. The board of directors shall, by comprehensively considering the characteristics of the industry which the listed company belongs to, its development stage, business model and profitability, whether it has major capital expenditure arrangements and other factors, distinguish the following circumstances and propose differentiated cash dividend policies according to the procedures specified in these Articles:</p> <p>(1) Where the Company is in a mature stage of development and has no major capital expenditure arrangement, cash dividends shall account for at least 80% of all profits to be distributed by the Company in this round of profit distribution;</p> <p>(2) Where the Company is in a mature stage of development but has major capital expenditure arrangements, cash dividends shall account for at least 40% of all profits to be distributed by the Company in this round of profit distribution; and</p> <p>(3) Where the Company is in the growth stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 20% of all profits to be distributed by the Company in this round of profit distribution.</p> <p>Where the Company has major capital expenditure arrangements, but its development stage is difficult to distinguish, the Company may distribute cash dividends in accordance with the preceding item.</p> <p>When the cash dividends conditions are satisfied, the board of directors can propose mid-term cash distribution pursuant to profit and capital requirements situation of the Company.</p>	<p>220. The board of directors shall, by comprehensively considering the characteristics of the industry which the listed company belongs to, its development stage, business model and profitability, whether it has major capital expenditure arrangements and other factors, distinguish the following circumstances and propose differentiated cash dividend policies according to the procedures specified in these Articles:</p> <p>(1) Where the Company is in a mature stage of development and has no major capital expenditure arrangement, cash dividends shall account for at least 80% of all profits to be distributed by the Company in this round of profit distribution;</p> <p>(2) Where the Company is in a mature stage of development but has major capital expenditure arrangements, cash dividends shall account for at least 40% of all profits to be distributed by the Company in this round of profit distribution; and</p> <p>(3) Where the Company is in the growth stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 20% of all profits to be distributed by the Company in this round of profit distribution.</p> <p>Where the Company has major capital expenditure arrangements, but its development stage is difficult to distinguish, the Company may distribute cash dividends in accordance with the preceding item.</p> <p><b><u>The proportion of cash dividends in this profit distribution is the sum of cash dividends divided by cash dividends and stock dividends.</u></b></p> <p>When the cash dividends conditions are satisfied, the board of directors can propose mid-term cash distribution pursuant to profit and capital requirements situation of the Company.</p>
35.	<p>229. The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State and “qualify for securities-related businesses” to provide services of auditing the Company’s annual reports, capital authentication and other relevant services.</p>	<p>228. <b><u>The Company shall appoint a firm of accountants which is qualified under the relevant regulations of the State to provide services of auditing the Company’s annual reports, capital authentication and other relevant services.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
36.	<p>232. The appointment by the Company of accounting firms shall be decided by the shareholders' general meeting and the board of directors shall not appoint the accounting firm before the resolution is adopted by the shareholders' general meeting. The auditing fee for the accounting firm shall be decided by the shareholders' general meeting.</p>	<p>231. The appointment by the Company of accounting firms shall be decided by the shareholders' general meeting and the board of directors shall not appoint the accounting firm before the resolution is adopted by the shareholders' general meeting. The auditing fee for the accounting firm shall be decided by the shareholders' general meeting.</p> <p><b><u>The Company guarantees that it will provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information without any objection, omission or falsehood.</u></b></p>
37.	<p>242. Companies can adopt two forms to merge: merge by absorption and merge by consolidation.</p> <p>Merger by absorption is where one company merges with another company whereby the absorbed company shall be dissolved. Merge by consolidation is where at least two companies are consolidated into a new company whereby the consolidated parties are dissolved respectively.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution to merge and shall make an announcement of the merger at least 3 times in a newspaper within 30 days from the date of the Company's resolution to merge. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the first public announcement, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt. Where the Company fails to repay its debts or provide corresponding guarantees for such debts, it may not be merged.</p> <p>After the merger, the rights and liabilities of each of the merged parties shall be assumed by the company which survives the merger or the new company established as a result of the merger.</p>	<p>241. Companies can adopt two forms to merge: merge by absorption and merge by consolidation.</p> <p>Merger by absorption is where one company merges with another company whereby the absorbed company shall be dissolved. Merge by consolidation is where at least two companies are consolidated into a new company whereby the consolidated parties are dissolved respectively.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. <b><u>The Company shall notify its creditors within 10 days from the date of the Company's resolution to merge and shall make an announcement of the merger in a newspaper within 30 days from the date of the Company's resolution to merge. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the public announcement, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt.</u></b></p> <p>After the merger, the rights and liabilities of each of the merged parties shall be assumed by the company which survives the merger or the new company established as a result of the merger.</p>

S.N	The current Articles of Association	Amended Articles of Association
38.	<p>243. When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of division of the Company, all parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution to divide and shall make an announcement of the division at least 3 times in a newspaper within 30 days from the date of the Company's resolution to divide. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the first public announcement, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt. Where the Company fails to repay its debts or provide corresponding guarantees for such debts, it may not be divided.</p> <p>For the debts of the Company prior to the said division, the Company existing thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts.</p>	<p>242. When the Company is divided, its assets shall be split up accordingly.</p> <p><b><u>In the event of division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the Company's resolution to divide and shall make an announcement of the division in a newspaper within 30 days from the date of the Company's resolution to divide.</u></b></p> <p>For the debts of the Company prior to the said division, the Company existing thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts.</p>
39.	/	<p>243. <b><u>Where the Company is required to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the resolution for reduction of registered capital and shall publish an announcement in newspapers within 30 days from the date of such resolution. A creditor has the rights, within 30 days after receipt of the notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to demand the Company to repay its debts or to provide a guarantee for such debt. The registered capital of the Company after reduction shall not be less than the statutory minimum amount.</u></b></p>

S.N	The current Articles of Association	Amended Articles of Association
40.	<p>244. When the Company merges or divides and there is a change in any item in its registration, the Company shall change its registration with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law.</p>	<p>244. When the Company merges or divides and there is a change in any item in its registration, the Company shall change its registration with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law. <b><u>When increasing or reducing the registered capital, the Company shall register the changes with company registration authorities in accordance with the laws.</u></b></p>
41.	<p>249. The liquidation group shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement in a newspapers at least three times. A creditor shall within 30 days of receiving the notice, or for creditors who do not receive the notice, within 45 days of the date of the first public announcement, report its creditors' rights to the liquidation group.</p> <p>When reporting creditors' rights, the creditor shall provide an explanation of matters relevant to the creditor's rights and shall provide materials as evidence. The liquidation group shall carry out registration of creditors' rights so reported.</p> <p>During the period of registration of creditors' rights, the liquidation committee shall not repay the debt to creditors.</p>	<p>249. <b><u>The liquidation group shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement in newspapers. A creditor shall within 30 days of receiving the notice, or for creditors who do not receive the notice, within 45 days of the date of the public announcement, report its creditors' rights to the liquidation group.</u></b></p> <p>When reporting creditors' rights, the creditor shall provide an explanation of matters relevant to the creditor's rights and shall provide materials as evidence. The liquidation group shall carry out registration of creditors' rights so reported.</p> <p>During the period of registration of creditors' rights, the liquidation committee shall not repay the debt to creditors.</p>
42.	<p>251. After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to the shareholders' general meeting or to the relevant governing authorities for confirmation.</p> <p>To the extent that the Company is able to repay its debts, it shall, in the following order, pay: the liquidation expenses, wages of the employees, social insurance premiums and statutory compensation, outstanding taxes, and the Company's debts.</p>	<p>251. After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to the shareholders' general meeting or to the relevant governing authorities for confirmation.</p> <p>To the extent that the Company is able to repay its debts, it shall, in the following order, pay: the liquidation expenses, wages of the employees, social insurance premiums and statutory compensation, outstanding taxes, and the Company's debts.</p>

S.N	The current Articles of Association	Amended Articles of Association
	<p>The assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class and proportion of their shareholdings.</p> <p>During the liquidation period, the Company shall not commence any new operational activities.</p>	<p>The assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class and proportion of their shareholdings.</p> <p><b><u>During the liquidation period, the Company continues to exist but may not carry out any operational operation that is not for purposes of carrying out liquidation.</u></b></p>
43.	<p>253. Following the completion of liquidation, the liquidation group shall present a report on liquidation and prepare a statement of the receipts and payments during the period of liquidation and financial books and records which shall be audited by Chinese registered accountants and submitted to the shareholder's general meeting or the relevant governing authority for confirmation.</p> <p>The liquidation group shall also within 30 days after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>	<p>253. Following the completion of liquidation, the liquidation group shall present a report on liquidation and prepare a statement of the receipts and payments during the period of liquidation and financial books and records which shall be audited by Chinese registered accountants and submitted to the shareholder's general meeting or the relevant governing authority for confirmation.</p> <p><b><u>The liquidation group shall also after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</u></b></p>

**APPENDIX III            AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
1.	<p>1. In order to further regulate the discussion methods and decision-making procedures of the General Meeting of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”), urge the shareholders and the general meeting to effectively fulfill their obligations and improve the standard operation and scientific decision-making levels of the general meeting, the Rules of Procedures (the “Rules”) are formulated in accordance with the requirements under the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Continuous Supervision and Administration of the Companies Listed on the Sci-Tech Innovation Board (Trial), the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, the Rules for the General Meetings of Shareholders of Listed Companies and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”), other relevant laws, administrative regulations, department regulations, normative documents (hereinafter referred to as the “Laws and Regulations”) and the Articles of Association of Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (hereinafter referred to as the “Articles”), in conjunction with the actual situation of the Company.</p>	<p>1. In order to further regulate the discussion methods and decision-making procedures of the General Meeting of Shanghai Fudan-Zhangjiang Bio- Pharmaceutical Co., Ltd. (the “Company”), urge the shareholders and the general meeting to effectively fulfill their obligations and improve the standard operation and scientific decision-making levels of the general meeting, the Rules of Procedures (the “Rules”) are formulated <b><u>in accordance with the requirements under the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Continuous Supervision and Administration of the Companies Listed on the Sci-Tech Innovation Board (Trial), the Rules for the General Meetings of Shareholders of Listed Companies, the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”), other relevant laws, administrative regulations, department regulations, normative documents (hereinafter referred to as the “Laws and Regulations”) and the Articles of Association of Fudan-Zhangjiang Bio- Pharmaceutical Co., Ltd. (hereinafter referred to as the “Articles”),</u></b> in conjunction with the actual situation of the Company.</p>
2.	<p>4. The general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>(17) to consider the equity incentive plan;</p> <p>(18) to examine other matters required to be resolved at the general meeting pursuant to laws, administrative regulations and the Articles.</p> <p>The above-mentioned functions and powers of the general meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization.</p>	<p>4. The general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>..... (17) to consider the equity incentive plan <b><u>and employee shareholding plan;</u></b></p> <p>(18) <b><u>the annual shareholders’ general meeting of the Company may authorize the board of directors to decide the issuance of domestic shares with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the convention date of the annual shareholders’ general meeting for the next year, except where otherwise provided for by applicable laws and regulations;</u></b></p>

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FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
		(19) to examine other matters required to be resolved at the general meeting pursuant to laws, administrative regulations and the Articles. The above-mentioned functions and powers of the general meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization.
3.	<p>5. General meetings may be either annual general meetings or extraordinary general meeting. The annual general meeting shall be held once a year within six months after the closing of the previous accounting year. The extraordinary general meeting may be held from time to time and shall be held within two months upon the occurrence of any of circumstances as set forth in the Company Law and the Articles for holding such a meeting occurs.</p> <p>In case that after the listing of A Shares, the Company is unable to hold a general meeting within the aforesaid time frame, it shall be reported and explained to the local office of the China Securities Regulatory Commission (“CSRC”) in the region where the Company operates, the Shanghai Stock Exchange (the “SSE”) and the Hong Kong Stock Exchange (the “HKSE”), and make an announcement.</p>	<p>5. General meetings may be either annual general meetings or extraordinary general meeting. The annual general meeting shall be held once a year within six months after the closing of the previous accounting year. The extraordinary general meeting may be held from time to time and shall be held within two months upon the occurrence of any of circumstances as set forth in the Company Law and the Articles for holding such a meeting occurs.</p> <p><b><u>In case that the Company is unable to hold a general meeting within the aforesaid time frame</u></b>, it shall be reported and explained to the local office of the China Securities Regulatory Commission (“CSRC”) in the region where the Company operates, the Shanghai Stock Exchange (the “SSE”) and the Hong Kong Stock Exchange (the “HKSE”), and make an announcement.</p>
4.	<p>10. Any shareholder(s) who individually or jointly hold(s) 10% or more of the shares of the Company is/are entitled to propose in writing to the Board of Directors to convene an extraordinary general meeting or a class shareholders’ meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, furnish a written reply to the relevant shareholders stating its agreement or disagreement to the convening of the extraordinary general meeting or the class shareholders’ meeting within ten days after having received such proposal.</p>	<p><b><u>10. Any shareholder(s) who individually or jointly hold(s) 10% or more of the shares of the Company entitled to vote at the proposed extraordinary general meeting or class meeting of shareholders</u></b> is/are entitled to propose in writing to the Board of Directors to convene an extraordinary general meeting or a class shareholders’ meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, furnish a written reply to the relevant shareholders stating its agreement or disagreement to the convening of the extraordinary general meeting or the class shareholders’ meeting within ten days after having received such proposal.</p>

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FOR THE GENERAL MEETING**

<b>S.N</b>	<b>The current Rules of Procedure for The General Meeting</b>	<b>Amended Rules of Procedure for The General Meeting</b>
	<p>In the event that the Board of Directors agrees to convene an extraordinary general meeting or a class shareholders’ meeting, it shall serve the notice of such meeting within five days after the relevant Board resolution is passed. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or a class shareholders’ meeting, or does not furnish any written reply to the relevant shareholders within ten days after having received such proposal, any shareholder(s) who individually or jointly more than 10% of the shares of the Company is/ are entitled to propose to the supervisory committee to convene an extraordinary general meeting or a class shareholders’ meeting in written.</p> <p>In the event that the Supervisory Committee agrees to convene an extraordinary general meeting or a class shareholders’ meeting, it shall serve the notice of such meeting within five days after having received such proposal. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.</p> <p>In the event that the Supervisory Committee does not serve any notice of an extraordinary general meeting within the prescribed period, the supervisory committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) who individually or jointly more than 10% of the shares of the Company for more than ninety consecutive days may convene and preside over such a meeting by himself/themselves.</p> <p>Reasonable expenses incurred by shareholders in convening and holding such meeting due to the Board’s failure to convene such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due from the Company to the defaulting director(s).</p>	<p>In the event that the Board of Directors agrees to convene an extraordinary general meeting or a class shareholders’ meeting, it shall serve the notice of such meeting within five days after the relevant Board resolution is passed. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.</p> <p>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or a class shareholders’ meeting, or does not furnish any written reply to the relevant shareholders within ten days after having received such proposal, any shareholder(s) who individually or jointly more than 10% of the shares of the Company is/ are entitled to propose to the supervisory committee to convene an extraordinary general meeting or a class shareholders’ meeting in written.</p> <p>In the event that the Supervisory Committee agrees to convene an extraordinary general meeting or a class shareholders’ meeting, it shall serve the notice of such meeting within five days after having received such proposal. Consent of the relevant shareholders shall be obtained in the event of any changes made to the original proposal in the notice.</p> <p>In the event that the Supervisory Committee does not serve any notice of an extraordinary general meeting within the prescribed period, the supervisory committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) who individually or jointly more than 10% of the shares of the Company for more than ninety consecutive days may convene and preside over such a meeting by himself/themselves.</p> <p>Reasonable expenses incurred by shareholders in convening and holding such meeting due to the Board’s failure to convene such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due from the Company to the defaulting director(s).</p>



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FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
5.	<p>11. Where the Supervisory Committee or shareholders decide to convene a general meeting, it/they shall give a written notice to the Board of Directors and shall report it to the local office of the CSRC in the region where the Company operates and the SSE and the HKSE for record.</p> <p>For a general meeting convened and presided over by the shareholders themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.</p> <p>For a general meeting convened and presided over by the shareholders themselves, the shareholders who convene the meeting shall submit relevant certification materials to the local office of the CSRC in the region where the Company operates, the SSE and the HKSE, while sending out a notice of general meeting and making the announcement of the resolution of the general meeting.</p>	<p>11. Where the Supervisory Committee or shareholders decide to convene a general meeting, it/they shall give a written notice to the Board of Directors and <b><u>shall report it to the SSE and the HKSE for record.</u></b></p> <p>For a general meeting convened and presided over by the shareholders themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.</p> <p>For a general meeting convened and presided over by the shareholders themselves, the shareholders who convene the meeting <b><u>shall submit relevant certification materials to the SSE and the HKSE,</u></b> while sending out a notice of general meeting and making the announcement of the resolution of the general meeting.</p>
6.	<p>16. Where a general meeting is convened by the Company, a written notice shall be sent to all shareholders in the form of announcements at least 45 days prior to the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company at least 20 days prior to the meeting.</p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies which have been received as of the date which is 20 days prior to the date of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting is no less than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within 5 days notify the shareholders again by public announcement of the matters to be considered as well as the date and place of the meeting. After such notification by the public announcement, the Company may hold the general meeting.</p> <p>The day on which the general meeting is convened by the Company shall be excluded from calculating the starting period of the prior notice.</p>	/

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S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
7.	/	<p><b><u>16. When the Company convenes a shareholders’ annual general meeting, the shareholders shall be notified by way of public announcement at least twenty (20) days prior to the date of the meeting; when the Company convenes a shareholders’ extraordinary general meeting, the shareholders shall be notified by way of public announcement at least fifteen (15) days prior to the date of the meeting.</u></b></p> <p>The day on which the general meeting is convened by the Company shall be excluded from calculating the starting period of the prior notice.</p>
8.	<p>17. Notice of a general meeting shall satisfy the following requirements:</p> <p>(1) be in writing;</p> <p>(2) specific venue, date and time of the meeting;</p> <p>(3) matters and resolutions to be proposed for consideration at the meeting;</p> <p>(4) any information and explanations necessary to be made available to the shareholders for such shareholders to make sound decisions about the matters to be discussed. This principle for the content includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and serious explanations about the reasons and effects when the Company proposes mergers, repurchase of shares, equity restructuring or other restructuring;</p> <p>(5) in the event that any of the directors, supervisors, general manager, deputy general manager and other senior management has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any directors, supervisors, general manager, deputy general manager and other senior management as a shareholder in a manner different from the manner they affect other shareholders of the same class, the difference shall be explained;</p>	<p>17. Notice of a general meeting shall satisfy the following requirements:</p> <p>(1) be in writing;</p> <p>(2) specific venue, date and time of the meeting;</p> <p>(3) matters and resolutions to be proposed for consideration at the meeting;</p> <p><b>(4)</b> in the event that any of the directors, supervisors, general manager, deputy general manager and other senior management has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any directors, supervisors, general manager, deputy general manager and other senior management as a shareholder in a manner different from the manner they affect other shareholders of the same class, the difference shall be explained;</p> <p><b>(5)</b> the full text of any special resolution to be proposed for approval at the meeting;</p> <p><b>(6)</b> a prominent statement that shareholders, who are eligible for attending and voting at the general meeting, are entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf, and that such proxy does not need to be a shareholder of the Company;</p>

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S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
	<p>(6) the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(7) a prominent statement that shareholders, who are eligible for attending and voting at the general meeting, are entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf, and that such proxy does not need to be a shareholder of the Company;</p> <p>(8) the time and venue for lodging a written reply and a proxy form for the meeting;</p> <p>(9) the record date for shareholders who are entitled to attend the general meeting;</p> <p>(10) the name and telephone number of the contact persons who handles the meeting affairs;</p> <p>(11) Where a general meeting is held online or by any other means, the notice of general meeting shall specify the time and procedures of the voting online or by any other means;</p> <p>(12) The interval between the shareholding record date of a general meeting and the date of the meeting shall not exceed 7 working days. Once the shareholding record date is confirmed, it shall not be altered.</p>	<p><u>(7) the time and venue for lodging a written reply and a proxy form for the meeting;</u></p> <p><b><u>(8) the shareholding registration date for shareholders who are entitled to attend the general meeting;</u></b></p> <p>(9) the name and telephone number of the contact persons who handles the meeting affairs;</p> <p><b><u>(10) the time and procedures of the voting online or by any other means;</u></b></p> <p>The interval between the shareholding record date of a general meeting and the date of the meeting shall not exceed 7 working days. Once the shareholding record date is confirmed, it shall not be altered.</p> <p><b><u>In the event that the matters to be discussed need an advice from independent shareholders, their advices and reasons shall be disclosed when the notice of the general meetings or supplementary notice is dispatched.</u></b></p>
9.	<p>19. Transfers may not be entered in the share register within 30 days prior to the date of a shareholders' general meeting or within 5 days before the record date set by the Company for the purpose of distribution of dividends, unless otherwise provided by law in respect of changes in registration to share register of listed companies.</p>	<p><b><u>19. Transfers may not be entered in the share register</u></b> within 30 days prior to the date of a shareholders' general meeting or within 5 days before the record date set by the Company for the purpose of distribution of dividends, <b><u>other regulations of the security regulatory authorities at the place where the shares of the Company are listed shall prevail.</u></b></p>

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FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
10.	<p>21. The place for holding the Company’s general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting. The Company shall, on condition that the general meeting shall be held legally and validly, enable shareholders to have access to the general meeting by internet or other means. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.</p> <p>A shareholder may attend a general meeting in person and exercise his voting right, or may appoint other person to attend the meeting and exercise the voting right to the extent of the authorization given.</p>	<p>21. The place for holding the Company’s general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting, <b><u>and a safe, economical and convenient internet or other means shall be used to enable shareholders to have access to the general meeting in accordance with the provisions of the laws, administrative regulations, the CSRC or the Articles of Association of the Company.</u></b> The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.</p> <p>A shareholder may attend a general meeting in person and exercise his voting right, or may appoint other person to attend the meeting and exercise the voting right to the extent of the authorization given.</p>
11.	<p>22. Where a general meeting is held online or by any other means, the notice of general meeting shall specify the time and procedures of the voting online or by any other means.</p> <p>The voting online or by any other means shall be started not earlier than 3:00 pm on the day before the on-site general meeting is held and not later than 9:30 am on the day when the on-site general meeting is held, and shall be concluded not earlier than 3:00 pm on the day when the on-site general meeting ends.</p>	<p>22. <b><u>The Company shall specify the time and procedures of the voting online or by any other means in the notice of general meeting.</u></b></p> <p>The voting online or by any other means shall be started not earlier than 3:00 pm on the day before the on-site general meeting is held and not later than 9:30 am on the day when the on-site general meeting is held, and shall be concluded not earlier than 3:00 pm on the day when the on-site general meeting ends.</p>
12.	<p>25. The power of attorney appointing a proxy by the appointing shareholder shall be in writing. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders’ general meeting shall contain the following items:</p> <p>..... (VI) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal entity or the signature his/her directors or the proxy duly appointed shall be affixed;</p>	<p>25. The power of attorney appointing a proxy by the appointing shareholder shall be in writing. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders’ general meeting shall contain the following items:</p> <p>..... (VI) <b><u>signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal entity shall be affixed.</u></b></p>

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S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
13.	<p>28. If an individual shareholder attends the meeting in person, such shareholder shall present his stock account card, identity card and other valid certificates or evidence which can be used to substantiate his identity at the meeting. If a proxy is appointed to attend the meeting, the proxy shall present his proxy form issued by the shareholder and valid identity card.</p> <p>With respect to a legal person shareholder, its legal representative or a proxy appointed by the legal representative shall attend the meeting. If the legal representative attends the meeting, he shall present his own identity card, valid proof evidencing his qualification of serving as the legal representative and stock account card. If a proxy is appointed to attend the meeting, the proxy shall present his own identity card and the written proxy form issued in accordance with the law by the legal representative of the legal person shareholder.</p>	<p>28. If an individual shareholder attends the meeting in person, <b><u>such shareholder shall present his identity card and other valid certificates or evidence or stock account card which can be used to substantiate his identity at the meeting. If a proxy is appointed to attend the meeting, the proxy shall present his valid identity card and proxy form issued by the shareholder.</u></b></p> <p>With respect to a legal person shareholder, its legal representative or a proxy appointed by the legal representative shall attend the meeting. <b><u>If the legal representative attends the meeting, he shall present his own identity card, valid proof evidencing his qualification of serving as the legal representative.</u></b> If a proxy is appointed to attend the meeting, the proxy shall present his own identity card and the written proxy form issued in accordance with the law by the legal representative of the legal person shareholder.</p>
14.	<p>30. Where the Company holds a general meeting, directors, supervisors and the Board Secretary shall attend the meeting, and general managers and other executives shall be present at the meeting as non-voting attendees if no special circumstances.</p>	<p>30. Where the Company holds a general meeting, <b><u>all directors, supervisors and the Board Secretary shall attend the meeting,</u></b> and general managers and other executives shall be present at the meeting as non-voting attendees if no special circumstances.</p>

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S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
15.	<p>31. A general meeting shall be convened and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform the duty, the meeting shall be presided over by the vice chairman of the Board of Directors (where there are two or more vice chairmen of the board of directors, the vice chairman elected by half of all the directors shall perform the duties of the chairman). Where the vice chairman of the Board of Directors is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by a simple majority of the directors.</p> <p>A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is unable or fails to perform the duty, the meeting shall be presided over by the vice chairman of the Supervisory Committee. Where the vice chairman of the Supervisory Committee is unable or fails to perform his duties, the meeting shall be presided over by a supervisor jointly elected by a simple majority of the supervisors.</p> <p>A general meeting convened by shareholders shall be presided over by one representative appointed by conveners.</p> <p>In the event that the general meeting cannot proceed due to violation of the Rules of Procedure by the presider of the meeting, the general meeting may appoint one person as the presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting.</p>	<p>31. A general meeting shall be convened and presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform the duty, the meeting shall be presided over by the vice chairman of the Board of Directors (where there are two or more vice chairmen of the board of directors, the vice chairman elected by half of all the directors shall perform the duties of the chairman). Where the vice chairman of the Board of Directors is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by a simple majority of the directors. <b><u>If none of the Directors can be elected by more than a half of the Directors to preside over the meeting, the shareholders present at the meeting may elect a shareholder to preside over the meeting. If for any reason, the shareholders fail to elect the chairman to preside over the meeting, the shareholder (or proxy) present and holding the largest number of shares carrying voting rights shall preside over the meeting and act as the chairman.</u></b></p> <p>A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. <b><u>Where the chairman of the Supervisory Committee is unable or fails to perform the duty, the meeting shall be presided over by a supervisor jointly elected by a simple majority of the supervisors.</u></b></p> <p>A general meeting convened by shareholders shall be presided over by one representative appointed by conveners.</p> <p>In the event that the general meeting cannot proceed due to violation of the Rules of Procedure by the presider of the meeting, the general meeting may appoint one person as the presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting.</p>
16.	<p>33. Directors, supervisors, general managers and other senior management members shall explain and answer the enquiries from shareholders at the general meeting.</p>	<p><b><u>33. Directors, supervisors, general managers and other senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.</u></b></p>

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FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
17.	<p>35. The following matters shall be passed by an ordinary resolution at the general meeting:</p> <p>(1) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) proposals formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) removal of the members of the Board of Directors and of the Supervisory Committee, their remuneration and method of payment;</p> <p>(4) annual preliminary and final budgets, annual reports, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(5) matters other than those required by the laws and administrative regulations or these Articles to be approved by special resolutions.</p>	<p>35. The following matters shall be passed by an ordinary resolution at the general meeting:</p> <p>(1) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) proposals formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) <b><u>appointment and removal of the members of the Board of Directors and of the Supervisory Committee, their remuneration and method of payment;</u></b></p> <p>(4) <b><u>annual preliminary and final budgets and annual reports of the Company;</u></b></p> <p>(5) matters other than those required by the laws and administrative regulations or these Articles to be approved by special resolutions.</p>
18.	<p>36. The following matters shall be resolved by a special resolution of a general meeting:</p> <p>(1) the increase or reduction of the Company's share capital and the issue of share of any class (including the issue of overseas listed foreign or other title certificates with a share nature), warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to the Articles;</p> <p>(5) any acquisition or disposition of material assets, or any provision of a guarantee, by the Company within one year that are in excess of 30% of the latest audited total assets of the Company;</p> <p>(6) the share incentive schemes;</p> <p>(7) amendments to rights of shareholders holding different classes of shares; and</p>	<p>36. The following matters shall be resolved by a special resolution of a general meeting:</p> <p>(1) the increase or reduction of the Company's share capital and the issue of share of any class (including the issue of overseas listed foreign or other title certificates with a share nature), warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) <b><u>the division, spin-off, merger, dissolution and liquidation of the Company;</u></b></p> <p>(4) amendments to the Articles;</p> <p>(5) any acquisition or disposition of material assets, or any provision of a guarantee, by the Company within one year that are in excess of 30% of the latest audited total assets of the Company;</p> <p>(6) the share incentive schemes; <b><u>and</u></b></p> <p><b><u>(7)</u></b> any other circumstances prescribed by the laws, administrative regulations or the Articles or any other matters which considered by the general meeting, if resolved by way of an ordinary resolution will be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p>

**APPENDIX III      AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
	<p>(8) any other circumstances prescribed by the laws, administrative regulations or the Articles or any other matters which considered by the general meeting, if resolved by way of an ordinary resolution will be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p> <p>Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles.</p>	<p>Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles.</p>
19.	<p>37. When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one vote.</p> <p>The share held by the Company has no voting right, and this part of share cannot be counted in the total number of shares with voting right in the general meeting.</p>	<p>37. When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one vote.</p> <p>The share held by the Company has no voting right, and this part of share cannot be counted in the total number of shares with voting right in the general meeting.</p> <p><b><u>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.</u></b></p>
20.	<p>39. If the resolution of the general meeting affects major events for benefits of minority investors, the voting rights from minority investor shall be counted separately. The separate counting result shall be disclosed publicly in time.</p> <p>The Board of Directors, independent directors, and shareholders satisfied with relevant regulations and conditions can collect shareholder voting right publicly by fully disclosing specific information about the voting intention. It is prohibited to collect shareholder voting right in paid or distorted paid way. The Company shall not propose the lowest limit of shareholding ratio for voting right collection.</p>	<p>39. If the resolution of the general meeting affects major events for benefits of minority investors, the voting rights from minority investor shall be counted separately. The separate counting result shall be disclosed publicly in time.</p> <p><b><u>The Board of Directors, independent directors, and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC can collect shareholder voting right publicly by fully disclosing specific information about the voting intention.</u></b> It is prohibited to collect shareholder voting right in paid or distorted paid way. <b><u>Save for statutory conditions,</u></b> the Company shall not propose the lowest limit of shareholding ratio for voting right collection.</p>



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FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
21.	<p>45. Where voting for the election of directors or supervisors at the meeting, cumulative voting system can be adopted in accordance with the provisions in the Articles or resolutions made at the meeting.</p> <p>The cumulative voting system as mentioned in the preceding paragraph means that in the election of directors or supervisors at the general meeting, each share carries a voting right equivalent to the number of directors or supervisors to be elected. A shareholder may concentrate the votes on one candidate.</p>	<p>45. Where voting for the election of directors or supervisors at the meeting, cumulative voting system can be adopted in accordance with the provisions in the Articles or resolutions made at the meeting. <b><u>The cumulative voting system shall be implemented when the largest shareholder and persons acting in concert interest hold 30% or above of the total shares of the Company.</u></b></p> <p>The cumulative voting system as mentioned in the preceding paragraph means that in the election of directors or supervisors at the general meeting, each share carries a voting right equivalent to the number of directors or supervisors to be elected. A shareholder may concentrate the votes on one candidate.</p> <p><b><u>The Board of Directors shall announce the resume and basic information of each candidate of directors and supervisors to the shareholders.</u></b></p>
22.	<p>49. Voting at general meeting will record the name of the voter. Before a proposal is voted on at the meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When a proposal is being voted on at the meeting, lawyers, the shareholders' representatives and representatives of the supervisors shall be jointly responsible for counting the votes and scrutinizing the conduct of the poll.</p> <p>Shareholders or their proxies, who have cast their votes through online voting system or by other means, shall have the right to check the voting results through the respective voting system</p>	<p>49. Voting at general meeting will record the name of the voter. Before a proposal is voted on at the meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When a proposal is being voted on at the meeting, lawyers, the shareholders' representatives and representatives of the supervisors shall be jointly responsible for counting the votes and scrutinizing the conduct of the poll. <b><u>The voting result shall be announced at the meeting. The voting results of resolutions shall be recorded in the meeting minutes.</u></b></p> <p>Shareholders or their proxies, who have cast their votes through online voting system or by other means, shall have the right to check the voting results through the respective voting system</p>

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S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
23.	51. Shareholders attending the General Meeting shall vote “Yes”, “No” or “Abstain” on each proposal presented for approval. A ballot that is blank, improperly marked or not voted shall be considered as an abstention by the voter, and the voting result of the shares held by the voter shall be deemed “Abstain”.	<p>51. Shareholders attending the General Meeting shall vote “Yes”, “No” or “Abstain” on each proposal presented for approval, <b><u>except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mainland-Hong Kong stock connect, may express opinions according to the intentions of actual holders.</u></b> A ballot that is blank, improperly marked or not voted shall be considered as an abstention by the voter, and the voting result of the shares held by the voter shall be deemed “Abstain”. <b><u>The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.</u></b></p> <p><b><u>Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</u></b></p>
24.	52. Any resolution of the General Meeting shall be announced in a timely manner, and such an announcement shall indicate the number of shareholders and proxies present at the meeting, the total number of voting shares they hold and its proportion to the total voting shares of the Company, the means of voting, the voting results of each proposal as well as the details of each resolution adopted.	52. Any resolution of the General Meeting shall be announced in a timely manner, and such an announcement shall indicate the number of shareholders and proxies present at the meeting, the total number of voting shares they hold and its proportion to the total voting shares of the Company, the means of voting, the voting results of each proposal as well as the details of each resolution adopted. <b><u>Attendance and votes by the holders of A Shares and Foreign-Invested Shares at the shareholders’ general meeting shall be counted and announced separately.</u></b>

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FOR THE GENERAL MEETING**

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
25.	<p>60. Resolutions of a class meeting shall be passed by at least two-thirds of the voting rights of that class represented at the class meeting in accordance with Article 125 of the Articles.</p> <p>Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution at the class meeting, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>60. Resolutions of a class meeting shall be passed by at least two-thirds of the voting rights of that class represented at the class meeting <b><u>in accordance with Article 124 and 125 of the Articles.</u></b></p> <p>Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution at the class meeting, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>
26.	<p>61. When the Company is to hold a class meeting, it shall issue a written notice, at least 45 days prior to the meeting, to all shareholders who are registered as shareholders of that class in the share register, stating the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, at least 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p>	<p>61. <b><u>Public announcement or written notice of a class meeting shall be given by the Company at least 20 days prior to the date of the shareholders' annual general meeting, 15 days prior to the date of the shareholders' extraordinary general meeting to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting.</u></b></p>
27.	<p>63. Apart from the holders of other classes of shares, holders of A shares and holders of overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special procedure for voting in class meeting shall not apply to the following circumstances:</p> <p>(1) upon approval by a special resolution of its shareholders in a general meeting, the Company issues A shares and overseas listed foreign shares, separately or concurrently once every 12 months, and the number of each class of shares to be issued is not more than 20% of the issued shares of such class.</p> <p>(2) the Company implements its plan, which was prepared upon its incorporation, to issue A shares and overseas listed foreign shares, provided that such plan shall be implemented within 15 months from the date of approval by the CSRC.</p>	<p>63. Apart from the holders of other classes of shares, holders of A shares and holders of overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special procedure for voting in class meeting shall not apply to the following circumstances:</p> <p>(1) upon approval by a special resolution of its shareholders in a general meeting, the Company issues A shares and overseas listed foreign shares, separately or concurrently once every 12 months, and the number of each class of shares to be issued is not more than 20% of the issued shares of such class.</p> <p>(2) <b><u>the Company implements its plan, which was prepared upon its incorporation, to issue domestic shares and overseas listed foreign shares,</u></b> provided that such plan shall be implemented within 15 months from the date of approval by the CSRC.</p>

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**APPENDIX III            AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE GENERAL MEETING**

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S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
28.	65. The convener shall ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting. The attending directors, supervisors, Board Secretary, convener or representative thereof, and the meeting presider shall sign the meeting minutes. Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.	65. <b><u>The attending directors, supervisors, Board Secretary, convener or representative thereof, and the meeting presider shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting.</u></b> Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.
29.	73. The Rules shall come into effect and be implemented upon the initial public offering and listing of RMB ordinary shares (A shares) of the Company on the SSE.	/  (The numbering of article no. 73 to no. 75 shall be adjusted accordingly)

**APPENDIX IV                      AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE BOARD OF DIRECTORS**

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
1.	<p>6. The Board of Directors comprises seven to eleven directors, of which one shall be appointed as the chairman of the Board of Directors and one to two shall be appointed as vice chairman of the Board of Directors.</p> <p>The Company’s directors shall include executive directors, non-executive directors and independent non-executive directors (independent Directors). An executive director refers to a director who holds an internal position competent in operations and management in the Company and is not independent as defined by law. A non-executive director refers to a director who does not hold an internal position competent in operations and management and is not independent as defined by law. An independent non-executive Director refers to a director who does not hold any other position in the Company other than the directorship, satisfies the requirements on independence by the listing rules of the stock exchange of the place where the Company’s shares are listed and does not have any relationship with the Company and substantial shareholders of the Company that could materially interfere with the exercise of his/her independent and objective judgment.</p> <p>External directors (who are not employees of the Company) shall constitute more than half of the members of the Board of Directors, and at least three representing at least one third of the members of the Board of Directors shall be independent non- executive directors, with at least one independent non-executive Director shall have appropriate professional qualification or expertise in terms of accounting or relevant finance management.</p> <p>The position of a director may also be acted by the general manager or other senior management, but the number of directors and employee representative directors who also serve as the position of the general manager or other senior management in aggregate shall not exceed half of total number of directors of the Company.</p>	<p>6. The Board of Directors comprises seven to eleven directors, of which one <b>shall be</b> appointed as the chairman of the Board of Directors and one to two <b>may be</b> appointed as vice chairman of the Board of Directors.</p> <p>The Company’s directors shall include executive directors, non-executive directors and independent non-executive directors (independent Directors). An executive director refers to a director who holds an internal position competent in operations and management in the Company and is not independent as defined by law. A non-executive director refers to a director who does not hold an internal position competent in operations and management and is not independent as defined by law. An independent non- executive Director refers to a director who does not hold any other position in the Company other than the directorship, satisfies the requirements on independence by the listing rules of the stock exchange of the place where the Company’s shares are listed and does not have any relationship with the Company and substantial shareholders of the Company that could materially interfere with the exercise of his/her independent and objective judgment.</p> <p>External directors (who are not employees of the Company) shall constitute more than half of the members of the Board of Directors, and at least three representing at least one third of the members of the Board of Directors shall be independent non-executive directors, with at least one independent non- executive Director shall have appropriate professional qualification or expertise in terms of accounting or relevant finance management.</p> <p>The position of a director may also be acted by the general manager or other senior management, but the number of directors and employee representative directors who also serve as the position of the general manager or other senior management <b><u>in aggregate shall not exceed half of total number of directors of the Company.</u></b></p>

**APPENDIX IV                      AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE BOARD OF DIRECTORS**

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
2.	<p>8. The non-employee representative Directors of the Company shall be elected and removed by a general meeting, with a term of three years.</p> <p>Upon expiration of the term of office, a director shall be eligible to offer himself/ herself for re-election and reappointment. Prior to the expiration of his/her term, a director shall not be removed without reason from his/her office by a general meeting. Subject to the relevant laws and administrative regulations, the general meeting may remove any Director by ordinary resolution prior to the expiration of such Director’s term, but without prejudice to any claim for damages which such Director may have under any contract.</p> <p>The chairman and the vice chairman of the Board of Directors shall be elected or removed by a simple majority of all the directors. The term of office of the chairman and the vice chairman shall be three years, renewable upon re-election and reappointment.</p>	<p>8. The non-employee representative Directors of the Company shall be elected and removed by a general meeting, with a term of three years.</p> <p>Upon expiration of the term of office, a director shall be eligible to offer himself/ herself for re-election and reappointment. <b><u>Prior to the expiration of his/her term, a director may be removed from his/her office by a general meeting.</u></b> Subject to the relevant laws and administrative regulations, the general meeting may remove any Director by ordinary resolution prior to the expiration of such Director’s term, but without prejudice to any claim for damages which such Director may have under any contract.</p> <p>The chairman and the vice chairman of the Board of Directors shall be elected or removed by a simple majority of all the directors. The term of office of the chairman and the vice chairman shall be three years, renewable upon re- election and reappointment.</p>
3.	<p>9. The term of office for directors shall commence from the date of appointment up to the expiration of the term of office of the Board of Directors. In the event that the terms of directors fall upon expiration whereas the members of the Board are not re-elected in time, the existing Directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental regulations and the Articles until the newly-appointed Directors take their office.</p> <p>Any person appointed by the Board of Directors to be a Director either to fill a casual vacancy or as an additional Director shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election at the meeting.</p>	<p><b><u>9. The term of office for directors shall commence from the date of appointment up to the expiration of the term of office of the Board of Directors. In the event that the terms of directors fall upon expiration whereas the members of the Board are not re-elected in time, the existing Directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental regulations and the Articles until the newly-appointed Directors take their office.</u></b></p>

**APPENDIX IV                      AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE BOARD OF DIRECTORS**

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
4.	<p>11. The Board of Directors establishes special committees such as the Strategy Committee, Audit Committee, Remuneration Committee and Nomination Committee under the Board of Directors. In particular, in the Audit Committee, the independent directors shall be the majority and one of them shall act as the convener, while at least one independent director shall have appropriate professional qualification or expertise in terms of accounting or relevant finance management. In the Remuneration Committee, the independent directors shall be the majority and one of them shall act as the convener.</p>	<p><b><u>11. The Board of Directors establishes special committees such as the Strategy Committee, Audit Committee, Remuneration Committee and Nomination Committee under the Board of Directors in accordance with the Articles. All members of Board committees shall be directors. Independent directors shall account for the majority of members of the Audit Committee, the Remuneration Committee and the Nomination Committee, and shall serve as the convener. The convener of the Audit Committee shall be an accounting professional.</u></b></p>
5.	<p>13. The Board shall be accountable to the general meeting and exercise the following powers and duties:</p> <p>..... (8) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantees, consigned financial management, related-party transactions, etc. of the Company within the authority granted by the general meeting; .....</p>	<p>13. The Board shall be accountable to the general meeting and exercise the following powers and duties:</p> <p>..... (8) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantees, consigned financial management, related-party transactions, <b>external donations</b>, etc. of the Company within the authority granted by the general meeting; .....</p>
6.	<p>14. At least four regular meetings of the Board shall be held in each year. Under any of the following circumstances, the Board of Directors shall convene and chair the extraordinary meeting within ten (10) days after the occurrence of such circumstance:</p> <p>(1) as considered necessary by the chairman of the Board;</p> <p>(2) as proposed by the general manager;</p> <p>(3) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(4) as proposed by over one-third of the directors;</p> <p>(5) as proposed by independent directors;</p> <p>(6) as proposed by the supervisory committee;</p> <p>(7) as requested by relevant regulatory departments.</p>	<p>14. At least four regular meetings of the Board shall be held in each year <b>and shall be convened by the Chairman of the Board of Directors. Notice of the meeting shall be served in writing to all directors 14 days before the date of the meeting.</b> Under any of the following circumstances, <b>the Chairman of</b> the Board of Directors shall convene and chair the extraordinary meeting within ten (10) days after the occurrence of such circumstance:</p> <p>(1) as considered necessary by the chairman of the Board;</p> <p>(2) as proposed by the general manager;</p> <p>(3) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(4) as proposed by over one-third of the directors;</p> <p>(5) as proposed by independent directors;</p> <p>(6) as proposed by the supervisory committee;</p> <p>(7) as requested by relevant regulatory departments.</p>

**APPENDIX IV                      AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE BOARD OF DIRECTORS**

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
7.	<p>18. The notices of the regular meetings and extraordinary meetings of the Board of Directors shall be given in written. The notices of such meetings shall be given in the following time and methods: In case of convening a regular meeting of the Board of Directors, the chairman shall notify each of the directors and supervisors of the time and venue for Board meetings by way of telephone, cable, facsimile, express mail, registered post or courier at least fourteen days in advance through the Board Secretary; In case of convening an extraordinary meeting of the Board of Directors, the Board Secretary shall deliver written notice of such meeting stamped with the seal of the Board of Directors to the directors and supervisors by way of announcement, telephone, cable, facsimile, express mail, registered post or courier at least four days in advance; The notices for the meetings shall be written in Chinese, if necessary, the English version can be attached, including the meeting agenda. Any Director may waive the right to require the notice for the meetings of the Board of Directors. Where an extraordinary board meeting needs to be convened in emergency, the notice of such meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting and this shall be acknowledged in the resolution of the Board.</p>	<p>18. The notices of the regular meetings and extraordinary meetings of the Board of Directors shall be given in written. The notices of such meetings shall be given in the following time and methods: In case of convening a regular meeting of the Board of Directors, the chairman shall notify each of the directors and supervisors of the time and venue for Board meetings by way of telephone, cable, facsimile, express mail, registered post or courier at least fourteen days in advance through the Board Secretary; In case of convening an extraordinary meeting of the Board of Directors, <b><u>the Board Secretary shall deliver written notice</u></b> of such meeting to the directors and supervisors by way of announcement, telephone, cable, facsimile, express mail, registered post or courier <b><u>at least four days in advance</u></b>; The notices for the meetings shall be written in Chinese, if necessary, the English version can be attached, including the meeting agenda. Any Director may waive the right to require the notice for the meetings of the Board of Directors. Where an extraordinary board meeting needs to be convened in emergency, the notice of such meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting and this shall be acknowledged in the resolution of the Board.</p>
8.	<p>20. The Board Secretary shall provide adequate information before the meeting, including background information relating to the topics for discussion and information and data helping the directors learn about the business development of the Company.</p> <p>Where more than one-fourth of the Directors or more than two of the external Directors are of the opinion that the information provided is insufficient or unclear, they may make a joint proposal to the Board to postpone the holding of the Board meeting or postpone consideration of the issues, and the Board shall adopt such a proposal.</p>	<p>20. The Board Secretary shall provide adequate information before the meeting, including background information relating to the topics for discussion and information and data helping the directors learn about the business development of the Company.</p> <p><b><u>Where two or more of the independent Directors are of the opinion that the information provided is insufficient or unclear, they may make a joint proposal in writing to the Board to postpone the holding of the Board meeting or postpone consideration of the issues, and the Board shall adopt such a proposal.</u></b></p>



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FOR THE BOARD OF DIRECTORS**

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
9.	21. If, after the written notice of a regular Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent three days before the original designated date for convening the meeting, to explain why and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than three days in advance, the date of meeting shall be postponed accordingly unless approved by all the attending Directors.	21. If, after the written notice of a regular Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent three days before the original designated date for convening the meeting, to explain why and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than three days in advance, <b><u>the date of meeting shall be postponed accordingly unless approved by all Directors.</u></b>
10.	22. If, after the notice of an extraordinary Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all the attending directors and make relevant records.	22. If, after the notice of an extraordinary Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposal for the meeting, <b><u>then it shall be necessary to seek the prior consent of all directors and make relevant records.</u></b>
11.	24. Any Board meeting shall be attended in person by its directors. If a director cannot attend the meeting due to some reasons, the director can appoint another director to attend the meeting on his behalf in written. The appointer shall issue a signed power of attorney to his/ her proxy, the power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, which shall be signed or sealed by the appointer. A director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority. The personnel who attended the meeting of the Board of Directors as non-voting participants shall not appoint another person to attend on his/her behalf.	24. <b><u>Any Board meeting shall be attended in person by its directors. If a director cannot attend the meeting due to some reasons, the director can appoint another director to attend the meeting on his behalf in written. The appointer shall issue a signed power of attorney to his/ her proxy, the power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, which shall be signed or sealed by the appointer. A director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority.</u></b>
12.	32. Voting on resolutions at a Board meeting shall be executed with each person having one vote. Resolutions of the Board of Directors must be approved by vote of more than half of all the Directors, except for matters to be voted and passed by more than two-thirds of Directors as required by laws, regulations, regulatory documents and the Articles.  When the number of votes for and against a resolution is equal, the chairman of the Board shall be entitled to one additional vote.	32. Voting on resolutions at a Board meeting shall be executed with each person having one vote. Resolutions of the Board of Directors <b><u>must be approved by vote of more than half of all the Directors</u></b> , except matters to be voted and passed by more than two-thirds of Directors as required by laws, regulations, regulatory documents and the Articles.  When the number of votes for and against a resolution is equal, the chairman of the Board shall be entitled to one additional vote.

**APPENDIX IV                      AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE BOARD OF DIRECTORS**

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
13.	<p>34. If any director as individual or any other company for which he serves is directly or indirectly connected with any existing or scheduled contract, transaction or arrangement with the Company (excluding appointment contract), the director shall disclose to the Board of Directors the nature and extent of his connection as soon as practicable, whether or not such matters require approval from the Board under normal circumstances. For the related directors, they shall avoid automatically and abstain from voting when the Board of Directors reviews the connected transactions, which means the related directors;</p> <p>(1) shall not participate in voting, the voting shares represented by them shall not be counted in the total number of shares validly voted;</p> <p>(2) shall not exercise the voting rights for other directors;</p> <p>(3) shall not impose any influence on the results of voting;</p> <p>(4) if the related director is the chairman of meeting, shall not impose any influence on the results of voting by making use of favourable condition as the chairman of meeting.</p>	<p>34. If any director as individual or any other company for which he serves is directly or indirectly connected with any existing or scheduled contract, transaction or arrangement with the Company (excluding appointment contract), the director shall disclose to the Board of Directors the nature and extent of his connection as soon as practicable, whether or not such matters require approval from the Board under normal circumstances. For the related directors, they shall avoid automatically and abstain from voting when the Board of Directors reviews the connected transactions, which means the related directors;</p> <p>(1) shall not participate in voting, <b><u>the voting represented by them shall not be counted in the total number of shares validly voted.;</u></b></p> <p>(2) shall not exercise the voting rights for other directors;</p> <p>(3) shall not impose any influence on the results of voting;</p> <p>(4) if the related director is the chairman of meeting, shall not impose any influence on the results of voting by making use of favourable condition as the chairman of meeting.</p>
14.	<p>35. When the Board of Directors is considering and voting on the connected transactions, the avoidance and voting procedures of the related directors:</p> <p>(1) A matter considered by the Board of Directors relates to a director, the related director shall disclose his/her relationship to the Board of Directors before convening of the meeting of the Board of Directors;</p> <p>(2) When the Board of Directors is considering the related matters, the chairman of meeting announces expressly the relationship between the related director and the related transaction, and requires the related director to abstain, and the related transaction shall be considered and voted by the non-related directors;</p>	<p>35. When the Board of Directors is considering and voting on the connected transactions, the avoidance and voting procedures of the related directors:</p> <p>(1) A matter considered by the Board of Directors relates to a director, the related director shall disclose his/her relationship to the Board of Directors before convening of the meeting of the Board of Directors;</p> <p>(2) When the Board of Directors is considering the related matters, the chairman of meeting announces expressly the relationship between the related director and the related transaction, and requires the related director to abstain, and the related transaction shall be considered and voted by the non-related directors;</p>

**APPENDIX IV                      AMENDMENTS TO THE RULES OF PROCEDURE  
FOR THE BOARD OF DIRECTORS**

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
	<p>(3) Where the related director don't disclose related information or avoid for the related matter based on the above procedures, the Board of Directors has the right to revoke all resolution in respect of the related matter;</p> <p>(4) A meeting of the Board of Directors may be held with the attendance of more than half of the non-related directors and any resolution of such a meeting shall be subject to approval by more than half of the non-related directors. Where fewer than three non-related directors attend such a meeting, the transaction shall be submitted to the shareholders in general meeting for their review.</p>	<p>(3) Where the related director don't disclose related information or avoid for the related matter based on the above procedures, <b><u>the Company has the right to revoke all resolutions in respect of the related matter (except that the counterparty is a bona fide third party);</u></b></p> <p>(4) A meeting of the Board of Directors may be held with the attendance of more than half of the non-related directors and any resolution of such a meeting shall be subject to approval by more than half of the non-related directors. Where fewer than three non-related directors attend such a meeting, the transaction shall be submitted to the shareholders in general meeting for their review.</p>
15.	<p>44. The minutes of each Board meeting shall be delivered to all directors for their comments as soon as possible. Directors who wish to amend or supplement the minutes shall, within one week upon receipt of the minutes, deliver their proposed amendments to the chairman of the Board.</p>	<p>44. <b><u>The minutes of each Board meeting shall be delivered to all directors for their comments as soon as possible.</u></b> Directors who wish to amend or supplement the minutes shall, within one week upon receipt of the minutes, deliver their proposed amendments to the chairman of the Board.</p>
16.	<p>48. Directors shall be responsible for resolutions of the Board of Directors. If resolutions of the Board of Directors violate the laws, administrative regulations or the Articles, thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, on verification that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.</p>	<p>48. Directors shall be responsible for resolutions of the Board of Directors. <b><u>If resolutions of the Board of Directors violate the laws, administrative regulations, the Articles or resolutions of the general meeting,</u></b> thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, on verification that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.</p>

S.N	The current Rules of Procedure for The Supervisory Committee	Amended Rules of Procedure for The Supervisory Committee
1.	<p>5. The Supervisory Committee shall consist of three to five supervisors, of which one shall be the chairman of the Supervisory Committee.</p> <p>The term of office for each supervisor is three years, whose term is renewable upon re-election. The term of office shall commence from the date of appointment up to the expiration of term. Prior to the expiration of his/her term, a supervisor shall not be removed without reason from his/her office by a general meeting of the Company and employee representatives meetings of the Company or employee meetings of the Company.</p> <p>The appointment and removal of the chairman of the Supervisory Committee shall be approved by two thirds or more of all supervisors. The term of office for the chairman of the Supervisory Committee is three years, whose term is renewable upon re-election.</p>	<p>5. The Supervisory Committee shall consist of three to five supervisors, of which one shall be the chairman of the Supervisory Committee.</p> <p><b><u>The term of office for each supervisor is three years, whose term is renewable upon re-election.</u></b></p> <p>The appointment and removal of the chairman of the Supervisory Committee shall be approved by two thirds or more of all supervisors. The term of office for the chairman of the Supervisory Committee is three years, whose term is renewable upon re-election.</p>
2.	<p>6. The Supervisory Committee shall consist of employee representative supervisors, external supervisors (who are not the employee of the Company) and shareholder representative supervisors. In particular, the number of employee representative supervisors shall not be less than one third of the number of the Supervisory Committee, while the number of external supervisors shall represent more than half of the number of the Supervisory Committee.</p> <p>The appointment and removal of shareholder representative supervisors and external supervisors shall be approved at the general meeting, while the appointment and removal of employee representative supervisors shall be approved through democratic means by the staff of the Company.</p>	<p><b><u>6. The Supervisory Committee shall consist of employee representative supervisors and an appropriate proportion of supervisors representing the employee of the Company. The proportion of employee representatives of the Supervisory Committee shall not be less than one-third of the total number of the supervisors. The employee representatives of the Supervisory Committee shall be elected by the Company’s employee through general meetings of employee representatives, employee general meetings or other democratic means.</u></b></p>

S.N	The current Rules of Procedure for The Supervisory Committee	Amended Rules of Procedure for The Supervisory Committee
3.	<p>8. A supervisor may resign prior to the expiry of his/her term of office. When a supervisor intends to resign, he/she shall submit a written resignation report to the Supervisory Committee.</p> <p>If a new supervisor is not elected timely after the expiry of term of the supervisor, or the resignation of a supervisor causes the members of the Supervisory Committee to be less than the quorum, such supervisor shall perform his/her office of supervisor according to the requirements of the laws, administrative regulations and the Articles of the Company before the newly-appointed supervisor takes office.</p> <p>The remaining/previous Supervisory Committee shall convene an extraordinary general meeting, the employee representatives meeting or the employee meeting or other forms of meetings as soon as practicable, so as to elect a supervisor to fill the vacancy arising from the resignation of such supervisor. Prior to the passing of the resolution to elect a supervisor, the power of the resigning supervisor and the remaining Supervisory Committee shall be restricted in a reasonable manner.</p> <p>Apart from change, resignation or expiry of term of supervisor resulted from the above circumstances, no supervisor shall leave its office without permission. A supervisor whose term of office has not expired shall be accountable to indemnify the Company against any losses incurred from his/her leave of office without permission.</p>	<p>8. A supervisor may resign prior to the expiry of his/her term of office. When a supervisor intends to resign, he/she shall submit a written resignation report to the Supervisory Committee.</p> <p>If a new supervisor is not elected timely after the expiry of term of the supervisor, or the resignation of a supervisor causes the members of the Supervisory Committee to be less than the quorum, such supervisor shall perform his/her office of supervisor according to the requirements of the laws, administrative regulations and the Articles of the Company before the newly- appointed supervisor takes office.</p> <p><b><u>The remaining/previous Supervisory Committee shall convene an extraordinary general meeting, the employee representatives meeting or the employee meeting or other forms of meetings as soon as practicable, so as to elect a supervisor to fill the vacancy arising from the resignation of such supervisor.</u></b></p> <p>Apart from change, resignation or expiry of term of supervisor resulted from the above circumstances, no supervisor shall leave its office without permission. A supervisor whose term of office has not expired shall be accountable to indemnify the Company against any losses incurred from his/her leave of office without permission.</p>
4.	<p>9. The Supervisory Committee shall be accountable to the general meeting and perform the following powers and duties according to laws:</p> <p>..... (3) to supervise the directors, general managers, deputy general managers and other senior management to see whether they act in contradiction with the laws, administrative regulations or the Articles, and propose to remove the directors and senior management who have violated the laws, administrative regulations, the Articles of the Company or resolutions of the general meeting; .....</p>	<p>9. The Supervisory Committee shall be accountable to the general meeting and perform the following powers and duties according to laws:</p> <p>..... (3) <b><u>to supervise the directors, general managers, deputy general managers and other senior management</u></b>, and propose to remove the directors and senior management who have violated the laws, administrative regulations, the Articles of the Company or resolutions of the general meeting; .....</p>

S.N	The current Rules of Procedure for The Supervisory Committee	Amended Rules of Procedure for The Supervisory Committee
	<p>The Supervisory Committee may give advice on the Company's engagement of accounting firms. When necessary, the Supervisory Committee may engage, on behalf of the Company, other accounting firms to review the Company's financial position independently. The Supervisory Committee may report the situation directly to China Securities Regulatory Commission and other relevant departments. External supervisors of the Company shall report independently the faithful and diligent performance of the senior management of the Company to the general meeting.</p>	<p>The Supervisory Committee may give advice on the Company's engagement of accounting firms. When necessary, the Supervisory Committee may engage, on behalf of the Company, other accounting firms to review the Company's financial position independently. The Supervisory Committee may report the situation directly to China Securities Regulatory Commission and other relevant departments. <b><u>The Supervisory Committee of the Company shall report independently the faithful and diligent performance of the senior management of the Company to the general meeting.</u></b></p>
5.	<p>12. Regular meetings of the Supervisory Committee shall be convened at least once every 6 months. A supervisor may propose to hold an extraordinary meeting of the Supervisory Committee.</p> <p>Notice of any regular meeting shall be given to all supervisors 10 days before the meeting in written and notice of any extraordinary meeting shall be given to all supervisors 5 days before the meeting in written, however, in special circumstances, such term of notice can be waived upon unanimous consent from all the supervisors.</p> <p>Where the meeting of the Supervisory Committee is unable to be convened for any reason, it shall submit a written explanation to a branch of China Securities Regulatory Commission of the place at which the Company is located and announce the content of such explanation.</p>	<p>12. Regular meetings of the Supervisory Committee shall be convened at least once every 6 months. A supervisor may propose to hold an extraordinary meeting of the Supervisory Committee.</p> <p>Notice of any regular meeting shall be given to all supervisors 10 days before the meeting in written and notice of any extraordinary meeting shall be given to all supervisors 5 days before the meeting in written, however, in special circumstances, such term of notice can be waived upon unanimous consent from all the supervisors.</p> <p><b><u>Where the meeting of the Supervisory Committee is unable to be convened for any reason, it shall give an explanation.</u></b></p>
6.	<p>13. The notice of meeting of the Supervisory Committee shall include the following content:</p> <p>(1) session of the meeting of the Supervisory Committee and the date, place and length of the meeting;</p> <p>(2) matters and topics to be discussed;</p> <p>(3) date of despatching the notice;</p> <p>(4) convener and chairman of the meeting, the proponent of the extraordinary meeting and his/her written proposal;</p>	<p>13. The notice of meeting of the Supervisory Committee shall include the following content:</p> <p>(1) session of the meeting of the Supervisory Committee and the date, place and length of the meeting;</p> <p>(2) matters and topics to be discussed;</p> <p>(3) date of despatching the notice;</p> <p>(4) convener and chairman of the meeting, the proponent of the extraordinary meeting and his/her written proposal;</p>

S.N	The current Rules of Procedure for The Supervisory Committee	Amended Rules of Procedure for The Supervisory Committee
	<p>(5) meeting materials necessary for the supervisors’ voting;</p> <p>(6) the requirement that a supervisor shall attend the meeting in person;</p> <p>(7) the contact person and contact method;</p> <p>(8) other content as specified by relevant laws.</p>	<p>(5) meeting materials necessary for the supervisors’ voting;</p> <p>(6) the requirement <b>in principle</b> that a supervisor shall attend the meeting in person;</p> <p>(7) the contact person and contact method;</p> <p>(8) other content as specified by relevant laws.</p>
7.	<p>15. The meeting of the Supervisory Committee shall be held only when half or more of the supervisors attend the meeting. If the supervisors attending the meeting are less than half of all the supervisors, the meeting of the Supervisory Committee shall be postponed to hold only when half or more of the supervisors attend the meeting.</p> <p>The secretary to the Board of Directors and the securities affairs representative shall attend the meeting of the Supervisory Committee.</p>	<p>15. <b><u>The meeting of the Supervisory Committee shall be held only when half or more of the supervisors attend the meeting.</u></b></p> <p>The secretary to the Board of Directors and the securities affairs representative shall attend the meeting of the Supervisory Committee.</p>
8.	<p>28. The Rules, as an annex to the Articles, shall be approved by the general meeting and interpreted by the Supervisory Committee. The amendments of the Rules shall be drafted by the Supervisory Committee and come into effect after consideration and approval by the general meeting.</p>	<p>28. <b><u>The Rules, as an annex to the Articles, shall be approved by the general meeting and interpreted by the Supervisory Committee.</u></b></p>
9.	/	<p>29. <b><u>The amendments of the Rules shall be drafted by the Supervisory Committee and come into effect after consideration and approval by the general meeting.</u></b></p>

S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
1.	<p>1. In order to regulate the use and management of proceeds raised of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.* (the “Company”), increase utilizing efficiency of proceeds raised, prevent risks of fund use, ensure safety of fund use, protect interest of investors, these measures (the “Measures”) are formulated in accordance with the requirements under the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Registration and Administrative Measures of Initial Public Offering of Stocks on the Sci-Tech Innovation Board (Trial), the Administrative Measures for the Issuance of Securities by Listed Companies, the Provisions on Report of Use of Proceeds Raised Last Time, the Regulatory Guidelines of Listing Companies No. 2 – Regulatory Requirements of Management and Use of Proceeds Raised of Listing Companies, the Measures for Administration of Proceeds Raised of Listed Companies of Shanghai Stock Exchange, the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”), other relevant laws and regulations, rules and normative documents and the Articles of Association of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.* (the “Articles”), in conjunction with the actual situation of the Company. The Measures shall conform to the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited at the same time; in case of any discrepancy between the two listing rules, the stricter provisions shall prevail.</p>	<p>1. In order to regulate the use and management of proceeds raised of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.* (the “Company”), increase utilizing efficiency of proceeds raised, prevent risks of fund use, ensure safety of fund use, protect interest of investors, these measures (the “Measures”) are formulated in accordance with the requirements under the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Registration and Administrative Measures of Initial Public Offering of Stocks on the Sci-Tech Innovation Board (Trial), <b><u>the Registration and Administrative Measures for the Issuance of Securities by Listed Companies on the Sci-Tech Innovation Board (Trial)</u></b>, the Provisions on Report of Use of Proceeds Raised Last Time, the Regulatory Guidelines of Listing Companies No. 2 – Regulatory Requirements of Management and Use of Proceeds Raised of Listing Companies, <b><u>the Guidelines on Self-Supervision with Discipline for Listed Companies No. 1 – Operating in Compliance with Laws and Regulation on the Sci-Tech Innovation Board of the Shanghai Stock Exchange</u></b>, the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”), other relevant laws and regulations, rules and normative documents and the Articles of Association of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.* (the “Articles”), in conjunction with the actual situation of the Company. The Measures shall conform to the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited at the same time; in case of any discrepancy between the two listing rules, the stricter provisions shall prevail.</p>
2.	<p>6. The sponsor(s) shall bear the responsibility of sponsorship and perform continuous supervision on the management and use of Company’s proceeds in accordance with relevant provisions of the Administrative Measures on Sponsorship for Securities Issuance and Listing and the Measures.</p>	<p><b><u>6. The sponsor(s) or independent financial advisor(s) shall perform continuous supervision on the management and use of Company’s proceeds in accordance with relevant provisions of the Administrative Measures on Sponsorship for Securities Issuance and Listing and the Measures.</u></b></p>



S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
3.	<p>8. tripartite regulatory agreement with respect to the deposit at the Designated Account for Proceeds shall be signed by the Company with the commercial bank (hereinafter referred to as “Commercial Bank”) in which the proceeds are deposited and the sponsor(s) within one month upon receipt of the proceeds. The agreement shall at least include the following details:</p> <p>(1) The Company shall deposit the proceeds into the Designated Account for Proceeds in a centralized way;</p> <p>(2) The Commercial Bank shall provide the Company with bank statements of the Designated Account for Proceeds on a monthly basis and make copies to the sponsor(s);</p> <p>(3) If the Company withdraws an amount of more than RMB50 million from the Designated Account for Proceeds once or at multiple times within 12 months and that the amount reaches 20% of the total amount of proceeds net of issuance expenses (the “Net Proceeds”), the Company shall notify the sponsor(s) promptly;</p> <p>(4) The sponsor(s) may make inquiries to the Commercial Bank on the Designated Account for Proceeds at any time;</p> <p>(5) Liabilities of breach of contract by the Company, the Commercial Bank and the sponsor(s).</p> <p>The Company shall, within 2 trading days after entering into of such agreement, file with the relevant stock exchange and make an announcement thereon. If the above agreement is terminated before the expiration of its effective terms due to the change of sponsor or Commercial Bank or other reasons, the Company shall, within 2 weeks upon the termination of the agreement, enter into a new agreement with relevant parties, and shall, within 2 trading days after entering into such agreement, file with the relevant stock exchange and make an announcement thereon.</p>	<p>8. A tripartite regulatory agreement with respect to the deposit at the Designated Account for Proceeds shall be signed by the Company with the commercial bank (hereinafter referred to as “Commercial Bank”) in which the proceeds are deposited and the sponsor(s) <b><u>or independent financial advisor(s)</u></b> within one month upon receipt of the proceeds. The agreement shall at least include the following details:</p> <p>(1) The Company shall deposit the proceeds into the Designated Account for Proceeds in a centralized way;</p> <p>(2) The Commercial Bank shall provide the Company with bank statements of the Designated Account for Proceeds on a monthly basis and make copies to the sponsor(s) <b><u>or independent financial advisor(s)</u></b>;</p> <p>(3) <b><u>The sponsor(s) or independent financial advisor(s) may make inquiries to the Commercial Bank on the Designated Account for Proceeds at any time;</u></b></p> <p>(4) Liabilities of breach of contract by the Company, the Commercial Bank and the sponsor(s) <b><u>or independent financial advisor(s)</u></b>. <b><u>The Company shall, within 2 trading days after entering into of such agreement, file with the relevant stock exchange and make an announcement thereon.</u></b> If the above agreement is terminated before the expiration of its effective terms due to the change of sponsor, <b><u>independent financial advisor(s)</u></b> or Commercial Bank or other reasons, <b><u>the Company shall, within a month upon the termination of the agreement, enter into a new agreement with relevant parties, and shall, within 2 trading days after entering into such agreement, file with the relevant stock exchange and make an announcement thereon.</u></b></p>

S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
4.	<p>11. The Company's Proceeds-financed Projects shall not be financial assets which are held-for-trade and financial assets available-for- sale, loans to other parties, trusted wealth management or other financial investments, and shall not be direct or indirect investment in companies whose major business involves trading of marketable securities. The Company shall not use the proceeds in charge, trusted loans or other investments altering use of proceeds.</p>	<p>11. <b><u>The proceeds raised by the Company shall, in principle, be utilized for principal businesses. The usage shall be in line with national industrial policies and relevant laws and regulations, and shall be focused on the investment in scientific and technological innovation fields.</u></b> The Company's Proceeds-financed Projects shall not be financial assets which are held-for- trade and financial assets available-for-sale, loans to other parties, trusted wealth management or other financial investments, and shall not be direct or indirect investment in companies whose major business involves trading of marketable securities. The Company shall not use the proceeds in charge, trusted loans or other investments altering use of proceeds.</p>
5.	<p>16. In case the Company has made investment with its self-raised funds into the Proceeds-financed Projects prior to receiving the proceeds, the proceeds may be used to replace such investment within six months from the receipt thereof.</p> <p>Such replacement shall be approved by the Board of Directors with a verification report issued by an accountant and concurring opinions from the independent directors, supervisory committee and sponsor(s) shall be obtained. The Company shall file a report to the relevant stock exchange and made an announcement thereon within two trading days after the approval of the Board of Directors.</p>	<p>16. In case the Company has made investment with its self-raised funds into the Proceeds-financed Projects prior to receiving the proceeds, the proceeds may be used to replace such investment within six months from the receipt thereof.</p> <p>Such replacement shall be approved by the Board of Directors with a verification report issued by an accountant and concurring opinions from the independent directors, supervisory committee and sponsor(s) <b><u>or independent financial advisor(s)</u></b> shall be obtained. The Company shall file a report to the relevant stock exchange and made an announcement thereon within two trading days after the approval of the Board of Directors.</p>
6.	<p>17. The proceeds which are temporarily idle may be under cash management, and the products they invest in must meet the following conditions:</p> <p>(1) high safety, meeting the requirements of break even and the issuer of the products can make a break-even commitment;</p> <p>(2) good liquidity without affecting the smooth progress of the investment plans of the proceeds.</p>	<p>17. The proceeds which are temporarily idle may be under cash management, <b><u>and the products they invest in must meet the conditions of high safety and good liquidity without affecting the smooth progress of the investment plans of the proceeds.</u></b></p> <p>The investment products shall not be pledged, and the special product settlement account (if applicable) shall not be used for the deposition of the funds other than proceeds or for any other purposes, and in case of opening or canceling a special product settlement account, the Company shall file with the relevant stock exchange and make an announcement thereon within two trading days.</p>

S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
	<p>The investment products shall not be pledged, and the special product settlement account (if applicable) shall not be used for the deposition of the funds other than proceeds or for any other purposes, and in case of opening or canceling a special product settlement account, the Company shall file with the relevant stock exchange and make an announcement thereon within two trading days.</p>	
7.	<p>18. The investment of idle proceeds in products shall be subject to the consideration and approval by the Board of Directors, with the opinions on explicit consent given by the independent directors, the supervisory committee and the sponsor(s). The Company shall make relevant announcement within two trading days after the meeting of the Board of Directors on:</p> <p>..... (5) opinions issued by independent directors, the supervisory committee and the sponsor(s).</p>	<p>18. The investment of idle proceeds in products shall be subject to the consideration and approval by the Board of Directors, with the opinions on explicit consent given by the independent directors, the supervisory committee, the sponsor(s) <b>or independent financial advisor(s)</b>. The Company shall make relevant announcement within two trading days after the meeting of the Board of Directors on:</p> <p>..... (5) opinions issued by independent directors, the supervisory committee, the sponsor(s) <b>or independent financial advisor(s)</b>.</p>
8.	<p>19. Where the Company uses the idle proceeds to replenish working capital temporarily, such replenishment shall meet the following conditions:</p> <p>(1) There should not be any disguised changes in the use of proceeds or influence to the normal implementation of the proceeds investment plan;</p> <p>(2) The proceeds shall only be applied to production and operation related to the principal business, and should not be directly or indirectly applied to placing of new shares, subscription or investment in stocks and any derivative instruments or convertible bonds, etc.;</p> <p>(3) The duration of any replenishment to the working capital should not exceed 12 months every single time;</p> <p>(4) Any proceeds used for temporary replenishment previously falling due have been repaid (if applicable).</p>	<p>19. Where the Company uses the idle proceeds to replenish working capital temporarily, such replenishment shall meet the following conditions:</p> <p>(1) There should not be any disguised changes in the use of proceeds or influence to the normal implementation of the proceeds investment plan;</p> <p>(2) The proceeds shall only be applied to production and operation related to the principal business, and should not be directly or indirectly applied to placing of new shares, subscription or investment in stocks and any derivative instruments or convertible bonds, etc.;</p> <p>(3) The duration of any replenishment to the working capital should not exceed 12 months every single time;</p> <p>(4) Any proceeds used for temporary replenishment previously falling due have been repaid (if applicable).</p>

S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
	<p>The temporary use of idle proceeds to replenish working capital by the Company shall be subject to the consideration and approval by the Board of Directors of the Company, with the opinions on explicit consent given by independent directors, sponsor(s) and the Supervisory Committee. The Company shall report to the relevant stock exchange and make an announcement thereon within two trading days after the meeting of the Board of Directors.</p> <p>Before the expiration date of replenishing the working capital, the Company shall return certain proceeds to the Designated Account for Proceeds, and report to the relevant stock exchange and make an announcement thereon within two trading days after the full repayment of the proceeds.</p>	<p>The temporary use of idle proceeds to replenish working capital by the Company shall be subject to the consideration and approval by the Board of Directors of the Company, with the opinions on explicit consent given by independent directors, sponsor(s), <u>or independent financial advisor(s)</u> and the Supervisory Committee. The Company shall report to the relevant stock exchange and make an announcement thereon within two trading days after the meeting of the Board of Directors.</p> <p>Before the expiration date of replenishing the working capital, the Company shall return certain proceeds to the Designated Account for Proceeds, and report to the relevant stock exchange and make an announcement thereon within two trading days after the full repayment of the proceeds.</p>
9.	<p>21. For the Additional Proceeds used for the purpose of permanently replenishing the working capital and repayment of bank loans are subject to the consideration and approval by a Board meeting and a general meeting of the Company, with the manner of online voting provided for holders of A Shares, and the opinions on explicit consent given by independent directors, the supervisory committee and the sponsor(s) shall be obtained. The Company shall inform the relevant stock exchanges and make relevant announcement within two trading days after the meeting of the Board on:</p> <p>(1) the basic information on the proceeds, including, among others, the time of raising, the amount and net amount of the funds raised, the amount of Additional Proceeds and investment plans;</p> <p>(2) the information on the use of the proceeds;</p> <p>(3) the necessity of and detailed plan for the Additional Proceeds used for permanently replenishing the working capital or repaying bank loans;</p> <p>(4) the undertaking of not making any high-risk investments or providing financial assistance for others within 12 months after replenishing the working capital;</p>	<p>21. For the Additional Proceeds used for the purpose of permanently replenishing the working capital and repayment of bank loans are subject to the consideration and approval by a Board meeting and a general meeting of the Company, with the manner of online voting provided for holders of A Shares, and the opinions on explicit consent given by independent directors, the supervisory committee and the sponsor(s), <u>or independent financial advisor(s)</u> shall be obtained. The Company shall inform the relevant stock exchanges and make relevant announcement within two trading days after the meeting of the Board on:</p> <p>(1) <u>the basic information on the proceeds, including, among others, the time of raising, the amount and net amount of the funds raised and the amount of Additional Proceeds;</u></p> <p>(2) the undertaking of not making any high-risk investments or providing financial assistance for others within 12 months after replenishing the working capital;</p> <p>(3) Opinion from the independent directors, supervisory committee, the sponsor(s) <u>or independent financial advisor(s)</u>.</p>

S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
	<p>(5) the impact on the Company of the use of the Additional Proceeds for permanently replenishing the working capital or repaying bank loans;</p> <p>(6) Opinion from the independent directors, supervisory committee and the sponsor(s).</p>	
10.	<p>22. When the Company invested Additional Proceeds in projects under construction and new projects (including acquisition of assets), the investment will be limited to its principal business. The Company shall apply the relevant requirements of Article 25 to Article 28 of the Measures to conduct the feasibility analysis of the investment projects in a scientific and diligent manner, and carry out the obligation of disclosure in a timely manner.</p>	<p>22. When the Company invested Additional Proceeds in projects under construction and new projects (including acquisition of assets), the investment will be limited to its principal business. The Company <b><u>shall conduct the feasibility analysis of the investment projects in a scientific and diligent manner, submit to the Board of Directors for consideration and approval, with the opinions on explicit consent given by the independent directors, the supervisory committee, the sponsor(s) or independent financial advisor(s), and carry out the obligation of disclosure in a timely manner.</u></b></p>
11.	<p>23. Where a single Proceeds-financed Project is completed and the Company uses the remaining raised fund of such project (including interest income) for other Proceeds-financed Projects, it shall obtain in advance the approval from the Board of Directors and express agreements from the independent directors, the sponsor(s) and the Supervisory Committee. The Company shall report to the relevant stock exchange and make an announcement thereon within two trading days after the meeting of the Board of Directors.</p> <p>If the balance of the proceeds (including the interest income) is less than RMB1 million or less than 5% of the committed investment amount of the proceeds of such Proceeds-financed Project, the Company may be exempted from the preceding procedures, and the use shall be disclosed in its annual report.</p> <p>If the balance of the proceeds (including the interest income) of a single Proceeds-financed Project is used for projects other than the Proceeds-financed Projects (including replenishing the working capital), it shall follow relevant procedures and disclosure obligations by reference to the same for changes of Proceeds– financed Projects.</p>	<p>23. Where a single Proceeds-financed Project is completed and <b><u>the Company uses the remaining raised fund of such project (including interest income) for other purposes,</u></b> it shall obtain in advance the approval from the Board of Directors and express agreements from the independent directors, the sponsor(s) <b><u>or independent financial advisor(s)</u></b> and the Supervisory Committee. The Company shall report to the relevant stock exchange and make an announcement thereon within two trading days after the meeting of the Board of Directors.</p> <p><b><u>If the balance of the proceeds (including the interest income) is less than RMB10 million,</u></b> the Company may be exempted from the preceding procedures, and the use shall be disclosed in its annual report.</p>

S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
12.	<p>24. Upon completion of all Proceeds-financed Projects, if the balance of the proceeds (including the interest income) exceeds 10% of the Net Proceeds, the use of such proceeds balance shall obtain in advance the approval from the Board of Directors and a general meeting and express agreements from the independent directors, the sponsor(s) and the supervisory committee. The Company shall report to the relevant stock exchange and make an announcement thereon within two trading days after the meeting of the Board of Directors.</p> <p>For the proceeds balance (including the interest income) under 10% of the Net Proceeds, the use of such proceeds balance shall obtain in advance the approval from the Board of Directors and express opinions from the independent directors, the sponsor(s) and the supervisory committee. The Company shall report to the relevant stock exchange and make an announcement thereon within two trading days after the meeting of the Board of Directors.</p> <p>For the proceeds balance (including the interest income) under RMB5 million or less than 5% of the Net Proceeds, the use of such proceeds balance is exempted from the above procedures. The use of such proceeds balance shall be disclosed in the latest periodic report.</p>	<p>/</p> <p>(The numbering of articles no. 24 to no. 31 shall be adjusted accordingly)</p>
13.	<p>25. The Company shall use the proceeds according to the purposes specified in the prospectus or offering document. Changes of the Proceeds-financed Projects of the Company must be considered and approved by the Board of Directors and at a general meeting, subject to the explicit consent of the independent directors, the sponsor(s) and the supervisory committee.</p> <p>In case the Company merely changes the place of implementation of the Proceeds-financed Projects, such changes may be exempt from implementing the procedures of the previous paragraph but shall be subject to the consideration and approval by the Board of Directors. A report shall be filed within two trading days with the relevant stock exchanges, and the reasons for the changes and the opinion of the sponsor(s) shall be announced.</p>	<p>24. The Company shall use the proceeds according to the purposes specified in the prospectus or offering document. Changes of the Proceeds-financed Projects of the Company must be considered and approved by the Board of Directors and at a general meeting, subject to the explicit consent of the independent directors, the sponsor(s) <b>or independent financial advisor(s)</b> and the supervisory committee.</p> <p>In case the Company merely changes the place of implementation of the Proceeds-financed Projects, such changes may be exempt from implementing the procedures of the previous paragraph but shall be subject to the consideration and approval by the Board of Directors. A report shall be filed within two trading days with the relevant stock exchanges, and the reasons for the changes and the opinion of the sponsor(s) <b>or independent financial advisor(s)</b> shall be announced.</p>

S.N	The current Administrative Measures for Use of Proceeds	Amended Administrative Measures for Use of Proceeds
14.	<p>27. In case the Company proposes to make changes to a Proceeds– financed Project, it shall report to the relevant stock exchange and make an announcement on the followings within two trading days from the submission to the Board of Directors for consideration:</p> <p>..... (5) The opinion of the independent directors, the supervisory committee and the sponsor(s) in respect of the changes to the Proceeds-financed Project;</p>	<p>26. In case the Company proposes to make changes to a Proceeds-financed Project, it shall report to the relevant stock exchange and make an announcement on the followings within two trading days from the submission to the Board of Directors for consideration:</p> <p>..... (5) The opinion of the independent directors, the supervisory committee, the sponsor(s) <b><u>or independent financial advisor(s)</u></b> in respect of the changes to the Proceeds-financed Project;</p>
15.	<p>29. Where the Company proposes to externally transfer or replace a Proceeds-financed Project (except for Proceeds-financed Projects which have completed the entire external transfer or replacement in a material asset reconstruction implemented by the Company), it shall report to the relevant stock exchanges and make an announcement on the followings within two trading days from the submission to the Board for consideration:</p> <p>..... (6) Opinions on the transfer or replacement of the Proceeds– financed Project from the independent directors, the supervisory committee and the sponsor(s);</p>	<p>28. Where the Company proposes to externally transfer or replace a Proceeds– financed Project (except for Proceeds-financed Projects which have completed the entire external transfer or replacement in a material asset reconstruction implemented by the Company), it shall report to the relevant stock exchanges and make an announcement on the followings within two trading days from the submission to the Board for consideration:</p> <p>..... (6) Opinions on the transfer or replacement of the Proceeds-financed Project from the independent directors, the supervisory committee, the sponsor(s) <b><u>or independent financial advisor(s)</u></b>;</p>
16.	<p>33. The Measures are approved by the general meeting and shall be construed and interpreted by the Board of Directors of the Company.</p>	<p>/</p> <p>(The numbering of articles no. 32 to no. 34 shall be adjusted accordingly)</p>
17.	<p>36. The Measures shall come into effect and implement upon the initial public offering and listing of A shares of the Company on the Shanghai Stock Exchange.</p>	<p>34. <b><u>The Measures are formulated, interpreted and altered by the Board of Directors of the Company.</u></b></p>

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## NOTICE OF AGM

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上海復旦張江生物醫藥股份有限公司

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*

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

(Stock Code: 1349)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “AGM”) of 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*) (the “Company”) will be held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 29 June 2022 for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 19 April 2022.):

#### AS ORDINARY RESOLUTIONS:

1. To consider and approve the (work) report of the Board for 2021;
2. To consider and approve the (work) report of the Supervisory Committee for 2021;
3. To consider and approve the annual report for 2021;
4. To consider and approve financial report for 2021;
5. To consider and approve the proposed profit distribution plan and the final dividend distribution plan for 2021, and to authorise the Board to distribute such final dividend to the Shareholders;
6. To consider and approve the appointment of auditors (domestic and overseas) and domestic internal control auditor, and authorise the Board to fix their remunerations for 2022;
7. To consider and approve the remuneration of the Directors and Supervisors for 2021 and the relevant proposal for 2022;



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## NOTICE OF AGM

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8. To consider and approve the proposal in amendments to the Administrative Measures for Use of Proceeds;
9. To consider and approve the utilisation of part of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital;

### AS SPECIAL RESOLUTIONS:

10. To consider and approve the amendments to the Articles of Association and other rules:
  - 10.01 To consider and approve the proposal in amendments to the Articles of Association;
  - 10.02 To consider and approve the proposal in amendments to the rules of procedure for the general meeting;
  - 10.03 To consider and approve the proposal in amendments to the rules of procedure for the board of directors;
  - 10.04 To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee;
11. To consider and approve the granting to the Board a general mandate to issue A Shares:

**“THAT:**

- (a) the general and unconditional mandate to issue, allot and/or deal with additional A Shares and to make or grant such power which would or might be required to issue, allot and/or deal with A Shares and to make or grant offers and agreements which would or might require the issue, allotment and/or dealing with A Shares and to handle relevant matters in relation to issuing shares to specific parties by simplified procedures be and is hereby granted to the Board:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) on the date which this resolution is proposed, the aggregate number of A Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the A Shares in issue as at the date on which this resolution is passed;
  - (iii) the total proceeds shall not exceed RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year; and

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## NOTICE OF AGM

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(iv) the Board shall only exercise its power under such mandate in accordance with the relevant requirements under the Hong Kong Listing Rules, the Articles of Association, the applicable laws and regulations of the PRC and the performance of the relevant procedures, as amended from time to time.

(b) for the purpose of this resolution:

“**A Share(s)**” means the ordinary share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and are subscribed for and traded in RMB.

“**Relevant Period**” means the period from the date on which this resolution is passed until the earliest of:

- (i) the conclusion of the next annual general meeting subsequent to the passing of this resolution;
- (ii) the expiration of the period of 12 months from the date on which this resolution is passed; or
- (iii) the date on which the mandate granted to the Board by this resolution is revoked or varied by a special resolution by the Shareholders at the general meeting.

(c) subject to the directors’ resolving to issue and allot A Shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do, or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new A Shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure of the Company upon completion of the issue and allotment of the A Shares pursuant to the sub-paragraph (a) of this resolution, and to take any necessary measures and proceed with any necessary procedures (including, but not limited to, performing the relevant regulatory procedures and registration with the relevant administration for industry and commerce) to effect the issue of shares.”

By order of the Board  
**Wang Hai Bo**  
*Chairman*

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## NOTICE OF AGM

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*As at the date of this notice, the Board comprises:*

Mr. Wang Hai Bo (*Executive Director*)  
Mr. Su Yong (*Executive Director*)  
Mr. Zhao Da Jun (*Executive Director*)  
Mr. Shen Bo (*Non-executive Director*)  
Ms. Yu Xiao Yang (*Non-executive Director*)  
Mr. Zhou Zhong Hui (*Independent Non-executive Director*)  
Mr. Lam Yiu Kin (*Independent Non-executive Director*)  
Mr. Xu Qing (*Independent Non-executive Director*)  
Mr. Yang Chun Bao (*Independent Non-executive Director*)

Shanghai, the People's Republic of China  
19 April 2022

*Notes:*

1. To determine the eligibility of the holders of H Shares to attend and vote at the AGM and the Class Meeting of the Holders of H Shares, the register of the holders of H Shares of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares at 4:30 p.m. on Thursday, 23 June 2022, is entitled to attend and vote at the AGM and the Class Meeting of Holders of H Shares. In order for the holders of H Shares to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar not later than 4:30 p.m. on Thursday, 23 June 2022.

The address of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East Wanchai, Hong Kong

For the notice of AGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company to be published on the Shanghai Stock Exchange in due course.

2. The resolution in relation to the distribution of a final dividend of RMB0.07 per share (tax inclusive) for the year ended 31 December 2021 has been considered and approved at the meeting of the Board held on 28 March 2022. Based on the current total issued share capital of the Company, being 1,043,000,000 ordinary shares (net of the 10,865,000 H Shares that were repurchased but not yet cancelled by the Company pursuant to the repurchase mandate considered and approved at the extraordinary general meeting of the Company held on 27 May 2021), the total final dividend to be paid is RMB72,249,450 (tax inclusive) (of which, the share capital of A Shares is 703,000,000 representing dividend to be paid is about RMB49,210,000 and the share capital of H Shares is 329,135,000 representing dividend to be paid is about RMB23,039,450). If the total share capital of the Company changes from the date of shareholders' approval of the profit distribution plan to the record date for profit distribution, the Company intends to keep the amount of dividend per share unchanged, and announces the adjustment of the total amount of distribution accordingly. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the 2021 annual general meeting to be held on Wednesday, 29 June 2022, the final dividend is expected to be distributed on or before Friday, 26 August 2022 to all shareholders whose names appear on the register of the Company on Tuesday, 12 July 2022.

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## NOTICE OF AGM

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To determine the identity of the shareholders entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Thursday, 7 July 2022 to Tuesday, 12 July 2022 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday 6 July 2022.

Final dividend for holders of H Shares will be declared and calculated in RMB, and be paid in Hong Kong dollars. Final dividend for holders of A Shares will be declared and calculated in RMB, and be paid in RMB. Relevant income tax will be deducted and paid by China Securities Depository and Clearing Corporation Limited on behalf of the A shareholders (if applicable). The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date of declaration of the dividend. In case of any change to the expected payment date or the period during which the register of holders of H Shares will be closed, further announcement(s) will be published by the Company in due course in respect of such changes.

In accordance with the enterprise income tax law of the people's Republic of China and its implementation regulations, which came into effect on 1 January 2008, and the notice on issues related to dividend distribution and withholding of enterprise income tax by Chinese resident enterprises to shareholders of overseas H-share non-resident enterprises (GSH [2008] No. 897) issued by the State Administration of Taxation on 6 November 2008, when the Company distributes dividends to non-resident enterprise shareholders listed on the list of H-share shareholders, it is obliged to deduct and pay enterprise income tax on behalf of them, with a tax rate of 10%. Any shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other agents or trustees, and other organisations and bodies, are deemed to be held by non-resident enterprise shareholders. Therefore, the Company will deduct and pay 10% corporate income tax.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document issued by the State Administration of Tax on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% individual income tax will be withheld from the final dividend payable to any individual shareholders of H Shares of the Company, unless otherwise stated in the relevant taxation regulations, taxation agreements or the notice.

For investors of Hong Kong Stock Exchange, including enterprises and individuals, investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the "**Investors of Northbound Trading**"), their final dividends will be distributed in RMB by the Company through CSDC Shanghai Branch to the account of the nominees holding such shares. The Company will withhold and pay income taxes of 10% on behalf of those investors and will report to the tax authorities. For Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Northbound Trading will be the same with those for the A Shareholders of the Company.

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## NOTICE OF AGM

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For investors of the Shanghai Stock Exchange, including enterprises and individuals, investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Investors of Southbound Trading on Shanghai Stock Exchange**”), CSDC Shanghai Branch, as the nominee holders of H Shares for the Investors of Southbound Trading on Shanghai Stock Exchange, will receive the final dividends distributed by the Company and distribute the final dividends to the relevant Investors of Southbound Trading on Shanghai Stock Exchange through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading on Shanghai Stock Exchange will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Caishui [2014] No. 81), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Southbound Trading on Shanghai Stock Exchange will be the same with those for the H Shareholders.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

3. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy need not be a Shareholder.
4. Where there are joint holders of any H shares in the issued share capital of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the H shares of the Company in respect of such joint holding.
5. For holders of H Shares, in order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company’s H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.
6. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.
7. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

\* *For identification purposes only*

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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上海復旦張江生物醫藥股份有限公司

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*

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

(Stock Code: 1349)

### NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN THAT** a class meeting of the holders of H Shares (the “**Class Meeting of Holders of H Shares**”) of 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*) (the “**Company**”) will be held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC at 11:00 a.m. (or the time immediately after the conclusion of the AGM) on Wednesday, 29 June 2022 for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 19 April 2022.):

#### AS SPECIAL RESOLUTIONS:

1. To consider and approve the amendments to the Articles of Association and other rules:
  - 1.01 To consider and approve the proposal in amendments to the Articles of Association;
  - 1.02 To consider and approve the proposal in amendments to the rules of procedure for the general meeting;
  - 1.03 To consider and approve the proposal in amendments to the rules of procedure for the board of directors;
  - 1.04 To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee;
2. To consider and approve the granting to the Board a general mandate to issue A Shares:

#### “**THAT:**

- (a) the general and unconditional mandate to issue, allot and/or deal with additional A Shares and to make or grant such power which would or might be required to issue, allot and/or deal with A Shares and to make or grant offers and agreements which would or might require the issue, allotment

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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and/or dealing with A Shares and to handle relevant matters in relation to issuing shares to specific parties by simplified procedures be and is hereby granted to the Board:

- (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) on the date which this resolution is proposed, the aggregate number of A Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the A Shares in issue as at the date on which this resolution is passed;
  - (iii) the total proceeds shall not exceed RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year; and
  - (iv) the Board shall only exercise its power under such mandate in accordance with the relevant requirements under the Hong Kong Listing Rules, the Articles of Association, the applicable laws and regulations of the PRC and the performance of the relevant procedures, as amended from time to time.
- (b) for the purpose of this resolution:
- “**A Share(s)**” means the ordinary share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and are subscribed for and traded in RMB.
- “**Relevant Period**” means the period from the date on which this resolution is passed until the earliest of:
- (i) the conclusion of the next annual general meeting subsequent to the passing of this resolution;
  - (ii) the expiration of the period of 12 months from the date on which this resolution is passed; or
  - (iii) the date on which the mandate granted to the Board by this resolution is revoked or varied by a special resolution by shareholders of the Company at the general meeting.
- (c) subject to the directors’ resolving to issue and allot A Shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do, or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with

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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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the issue of such new A Shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure of the Company upon completion of the issue and allotment of the A Shares pursuant to the sub-paragraph (a) of this resolution, and to take any necessary measures and proceed with any necessary procedures (including, but not limited to, performing the relevant regulatory procedures and registration with the relevant administration for industry and commerce) to effect the issue of shares. ”

By order of the Board  
**Wang Hai Bo**  
*Chairman*

As at the date of this notice, the Board comprises:

Mr. Wang Hai Bo (*Executive Director*)  
Mr. Su Yong (*Executive Director*)  
Mr. Zhao Da Jun (*Executive Director*)  
Mr. Shen Bo (*Non-executive Director*)  
Ms. Yu Xiao Yang (*Non-executive Director*)  
Mr. Zhou Zhong Hui (*Independent Non-executive Director*)  
Mr. Lam Yiu Kin (*Independent Non-executive Director*)  
Mr. Xu Qing (*Independent Non-executive Director*)  
Mr. Yang Chun Bao (*Independent Non-executive Director*)

Shanghai, the People’s Republic of China  
19 April 2022

*Notes:*

1. To determine the eligibility of the holders of H Shares to attend and vote at the AGM and the Class Meeting of the Holders of H Shares, the register of the holders of H Shares of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company’s register of the holders of H Shares at 4:30 p.m. on Thursday, 23 June 2022, is entitled to attend and vote at the AGM and the Class Meeting of Holders of H Shares. In order for the holders of H Shares to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company’s H Share registrar not later than 4:30 p.m. on Thursday, 23 June 2022.



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## NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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The address of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

2. Any holder of H Shares entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy need not be a Shareholder.
3. Where there are joint holders of any H share in the issued share capital of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the H share register of members of the Company in respect of such joint holding.
4. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company's H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.
5. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.
6. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

\* *For identification purposes only*