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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai MicroPort MedBot (Group) Co., Ltd.**, you should at once hand this circular, together with the accompanying proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

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

(Stock Code: 2252)

- (1) PROPOSED ISSUE OF A SHARES AND LISTING ON THE
SCI-TECH BOARD AND OTHER ANCILLARY RESOLUTIONS;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED APPOINTMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR;
(4) UNCOVERED DEFICIT OF THE COMPANY AMOUNTING
TO ONE-THIRD OF THE TOTAL SHARE CAPITAL;
AND
(5) NOTICES OF EXTRAORDINARY GENERAL MEETING
AND CLASS MEETINGS**

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

Notices convening the Extraordinary General Meeting and the Class Meetings to be held at 11:00 a.m. on Tuesday, 21 June 2022 at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC are set out on pages EGM-1 to HCM-8 of this circular. Forms of proxy for use at the Extraordinary General Meeting and the Class Meetings are also enclosed in this circular. Such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.medbotsurgical.com) respectively.

Shareholders who intend to appoint a proxy to attend the Extraordinary General Meeting and/or the Class Meetings shall complete the forms of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office in the PRC at Room 101, Area B, Building 1, 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the Extraordinary General Meeting and the Class Meetings (as the case may be) or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the Extraordinary General Meeting and/or the Class Meetings if you so wish and in such event the forms of proxy shall be deemed to be revoked. In light of the current requirements for the prevention and control of the COVID-19 pandemic, to minimize group gatherings, safeguard the health of the Shareholders and reduce public health risks and personal infection risks, the Company advises the Shareholders to exercise their voting rights at the Extraordinary General Meeting and the Class Meetings through voting by proxy.

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DEFINITIONS

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

“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company proposed to be created, allotted, issued and listed on the Sci-Tech Board
“Articles of Association” or “Articles”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of the Directors
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Class Meetings”	the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	Shanghai MicroPort MedBot (Group) Co., Ltd (上海微创医疗机器人(集团)股份有限公司), a company incorporated in the People’s Republic of China, the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2252)
“connected person”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid for in RMB
“Domestic Shareholder(s)”	holder(s) of the Domestic Shares
“Domestic Shareholders’ Class Meeting”	the 2022 third class meeting of the Domestic Shareholders or any adjourned meeting to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 12:00 noon, or immediately after the conclusion of the Extraordinary General Meeting or any adjournment thereof (whichever is the later)

DEFINITIONS

“Extraordinary General Meeting”	the 2022 third extraordinary general meeting of the Company to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Extraordinary General Meeting which is set out on pages EGM-1 to EGM-9 of this circular, or any adjournment thereof
“FDA”	the United States Food and Drug Administration
“Global Offering”	the global offering of the Company as described in the Prospectus
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the main board of the Stock Exchange and such Domestic Shares converted into H Shares upon the Domestic Shares been approved for full circulation under the full circulation scheme
“H Shareholder(s)”	holder(s) of the H Shares
“H Shareholders’ Class Meeting”	the 2022 third class meeting of the H Shareholders or any adjourned meeting to be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 12:30 p.m., or immediately after the conclusion of the Domestic Shareholders’ Class Meeting or any adjournment thereof (whichever is the later)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Party(ies)”	a person, or in the case of a company, the company or its ultimate beneficial owner(s), who is independent of and not connected with the Group, their connected persons and their respective ultimate beneficial owner(s) or their respective associates
“Latest Practicable Date”	31 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the H Shares on the main board of the Stock Exchange on the Listing Date
“Listing Date”	2 November 2021, being the date on which the H Shares are first listed and from which dealings thereof are permitted to commence on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“MicroPort”	MicroPort Scientific Corporation (微創醫療科學有限公司*), a company incorporated in the Cayman Islands with limited liability the shares of which are listing on the Stock Exchange (Stock Code: 853) and a controlling shareholder of the Company
“NMPA”	the National Medical Products Administration of the PRC (中國國家藥品監督管理局)
“Nomination Committee”	the nomination committee of the Company
“Proposed Amendments”	has the meaning as ascribed to it under “Appendix IV — Proposed Amendments to the Articles of Association”
“Proposed Issue”	the proposed initial public offering of not more than 116,062,930 A Shares (including the A Shares which may be allotted and issued upon exercise of any over-allotment arrangement (if any)), which will be listed on the Sci-Tech Board
“Proposed Listing”	the proposed application to the Shanghai Stock Exchange for the listing of, and permission to deal in, the A Shares on the Sci-Tech Board
“Prospectus”	the prospectus of the Company dated 21 October 2021
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sci-Tech Board”	the Sci-Tech Innovation Board of the Shanghai Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Shanghai Latent”	Shanghai Latent Artificial Intelligence Co., Ltd. (上海默化人工智能科技有限公司), a company established in the PRC with limited liability and is one of the controlling shareholders
“Shanghai Qinghe”	Shanghai Qinghe Enterprise Management Consultation Center LLP (上海擎赫企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC
“Shanghai Qingmin”	Shanghai Qingmin Enterprise Management Consultation Center LLP (上海擎敏企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC
“Shanghai Qingxing”	Shanghai Qingxing Enterprise Management Consultation Center LLP (上海擎興企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC

DEFINITIONS

“Shanghai Qingzhen”	Shanghai Qingzhen Enterprise Management Consultation Center LLP (上海擎禎企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC and is one of the controlling shareholders
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the H Shares and Domestic Shares
“Shareholder(s)”	the shareholders of the Company and in the context of the Domestic Shareholders’ Class Meeting, refers to the Domestic Shareholders; in the context of the H Shareholders’ Class Meeting, refers to the H Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFO
“%”	per cent



Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

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

(Stock Code: 2252)

Executive Director:

Dr. He Chao

Registered office, headquarters and

principal place of business in the PRC:

Room 101, Area B, Building 1

1601 Zhangdong Road

China (Shanghai) Pilot Free Trade Zone

Shanghai

PRC

Non-executive Directors:

Mr. Sun Hongbin (*Chairman of the Board*)

Mr. Sun Xin

Mr. Chen Chen

Independent Non-executive Directors:

Ms. Lee Kit Ying

Dr. Li Minghua

Mr. Yao Haisong

Principal place of business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

4 June 2022

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED ISSUE OF A SHARES AND LISTING ON THE
SCI-TECH BOARD AND OTHER ANCILLARY RESOLUTIONS;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED APPOINTMENT OF AN INDEPENDENT
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AND
(5) NOTICES OF EXTRAORDINARY GENERAL MEETING
AND CLASS MEETINGS**

INTRODUCTION

Reference is made to the announcement of the Company dated 1 June 2022 in relation to, among others, the Proposed Issue, the Proposed Listing, the Proposed Amendments and the proposed appointment of Mr. MUI Wing Hong.

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with the notices of the Extraordinary General Meeting and the Class Meetings and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Extraordinary General Meeting and the Class Meetings.

PROPOSED ISSUE, PROPOSED LISTING AND OTHER ANCILLARY RESOLUTIONS

The Company proposed to apply to the relevant regulatory authorities in the PRC for the allotment and issue of not more than 116,062,930 A Shares and proposed to apply to the Shanghai Stock Exchange for the listing of, and permission to deal in, the A Shares on the Sci-Tech Board.

The Proposed Issue will be subject to, among other things, the approval by the Shareholders by way of special resolutions at the Extraordinary General Meeting and the Class Meetings, as well as the approvals by the CSRC and the Shanghai Stock Exchange.

If the Proposed Issue as set out in either resolution 2 to the notice of the Extraordinary General Meeting or resolution 2 to the notices of the Class Meetings is not approved by the Shareholders in its entirety, the Proposed Issue will not proceed, and the ancillary matters as set out in resolutions 1 and 3 to 18 of the notice of the Extraordinary General Meeting and resolutions 1 and 3 to 10 of the notices of the Class Meetings will not proceed, except for resolution 12 of the notice of the Extraordinary General Meeting and resolution 10 of the Class Meetings in relation to the Proposed Amendments regarding the Core Standards' Amendments and the Business Scope Amendment as described in (xi) below which will become effective upon approval by the Shareholders at the Extraordinary General Meeting and the Class Meetings.

(A) Details of the Proposed Issue

(i) *Class and nominal value of new Shares to be issued*

RMB ordinary Shares (A Shares) with a nominal value of RMB1.00 each.

Except as otherwise provided in the relevant laws, rules, regulations, regulatory documents, business rules and the Articles of Association, the RMB ordinary shares (A shares) allotted and issued in the Proposed Issue shall rank *pari passu* in all respects with the issued Domestic Shares and H Shares.

(ii) *Issue size*

The Proposed Issue only involves the allotment and issue of new A Shares, and will not involve sale of the Shares by any existing Shareholders. The Company proposes to allot and issue not more than 116,062,930 new A Shares, representing approximately 12.11% of the share capital of the Company as of the Latest Practicable Date, and approximately 10.80% of the enlarged share capital upon completion of the Proposed Issue. If any over-allotment arrangement is made, the number of A Shares that may be over-allotted shall not exceed 15% of the initial number of A Shares to be allotted and issued, and shall be counted within the limit of 116,062,930 A Shares. The final issue size and arrangements of over-allotment (if any) will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the Extraordinary General Meeting and the Class Meetings), the conditions required by the laws and regulations of the PRC and the regulatory authorities, and the market conditions then. If there is any ex-right event (such as bonus issue and conversion of capital reserve to share capital) prior to the Proposed Issue, the number of A Shares to be allotted and issued will be adjusted accordingly.

Please refer to "OTHER INFORMATION IN RELATION TO THE PROPOSED ISSUE — (B) Effects of the Proposed Issue on the shareholding structure of the Company" below for effects on shareholding structure.

LETTER FROM THE BOARD

(iii) Target subscribers

The Proposed Issue shall be open to price consultation participants, strategic investors and other qualified investors who meet the requirements set by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities. If the regulatory authorities such as CSRC or the Shanghai Stock Exchange stipulate otherwise, they will be dealt with in accordance with their regulations.

Before proceeding with the Proposed Issue, the Company will also ascertain whether such target subscribers are connected persons of the Company. In the event that such target subscribers are connected persons of the Company and the Company decides to allot and issue the A Shares to such target subscribers, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

(iv) Pricing methodology

The pricing of the Proposed Issue will be determined by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants who meet the conditions stipulated by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities, or by other means approved by the CSRC and/or the Shanghai Stock Exchange at that time, in accordance with the conditions of the PRC securities market at the time of the Proposed Issue, with due regard to the interests of the Shareholders and in accordance with market-based principles.

Based on the Company Law of the PRC, the issue price of the A Shares shall not be lower than the nominal value of the Shares, i.e. RMB1.00 per Share. There are no other legal or regulatory requirements stipulating the floor price for the Proposed Issue. For illustration purpose, the net asset value per Share as at 31 December 2021 was RMB2.49. The Company does not intend to issue the A Shares at a price lower than the latest audited net asset value per Share prior to the Proposed Issue.

(v) Method of issuance

The Proposed Issue will be conducted through a combination of targeted placement to strategic investors, offline placement to price consultation participants and pricing to qualified investors for online fund subscription or other issuance methods approved by the CSRC and/or the Shanghai Stock Exchange.

(vi) Strategic Allotment

The Proposed Issue may be allotted to strategic investors. The specific plan for the allotment will be determined in accordance with the specific circumstances of the securities market at the time of the issuance and will be delegated by the Shareholders at the Extraordinary General Meeting and the Class Meetings to the Board or persons authorised by the Board in accordance with the applicable provisions of laws and regulations in the PRC, the approvals of the CSRC and the Shanghai Stock Exchange and the prevailing market conditions.

If the senior management and employees of the Company intend to participate in the strategic allotment and subscribe for the A Shares in the Proposed Issue, the Company will comply with the corresponding consideration procedures and other relevant required procedures in accordance with the requirements of the relevant laws and regulations in the PRC in due course and disclose them in detail in accordance thereunder.

In the event that any connected person of the Company intends to participate in the strategic allotment and the Company decides to allot and issue the A Shares to such participants, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

LETTER FROM THE BOARD

(vii) Method of underwriting

The method of underwriting of the Proposed Issue is standby underwriting.

(viii) Place of listing

The place for the Proposed Listing is the Sci-Tech Board.

(ix) Timing of issue and listing

The Company shall select the timing of the Proposed Issue within twelve months from the date of obtaining the decision of the CSRC on the consent for registration of the public issue of the A Shares. Upon the Company has obtained the approval of the Shanghai Stock Exchange, the Board shall determine the timing of the Proposed Listing and the Proposed Issue in consultation with the lead underwriter.

(x) Use of proceeds

The proceeds raised from the Proposed Issue, after deducting the relevant listing expenses, are intended to be used for research and development of surgical robots, industrialization of surgical robots, marketing system construction and academic promotion, as well as replenishing working capital.

(xi) Validity period of the resolutions

The resolutions in respect of the Proposed Issue shall be valid for a period of twelve months from the date of consideration and approval at the Extraordinary General Meeting and the Class Meetings. If the Company is not able to complete the Proposed Issue within such validity period, the Company may convene and hold another general meeting and class meetings of the Shareholders to extend the validity period of the relevant resolutions.

(B) Other Resolutions relating to the Proposed Issue

If the Proposed Issue as set out in either resolution 2 of the notice of the Extraordinary General Meeting or resolution 2 of the notices of the Class Meetings is not approved by the Shareholders in its entirety, the Proposed Issue will not proceed, and the ancillary matters as set out in resolutions 1 and 3 to 18 to the notice of the Extraordinary General Meeting and resolutions 1 and 3 to 10 to the notices of the Class Meetings will not proceed, except for resolution 12 of the notice of the Extraordinary General Meeting and resolution 10 of the Class Meetings in relation to the Proposed Amendments regarding the Core Standards' Amendments and the Business Scope Amendment as described in (xi) below which will become effective upon approval by the Shareholders at the Extraordinary General Meeting and the Class Meetings.

(i) As regards the Company's compliance with the conditions for the initial public offering of RMB ordinary shares (A shares) and listing on the Sci-Tech Board

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing.

In accordance with the Company Law of the PRC, the Securities Law of the PRC, the Measures for the Administration of Registration of Initial Public Offering of Shares on the Sci-Tech Board (for Trial Implementation), the Shanghai Stock Exchange and other relevant laws, regulations, rules, regulatory documents and business rules, and after careful self-examination and verification of the actual situation of the Company and the relevant matters, the Company has met the conditions for the Proposed Issue and the Proposed Listing as stipulated in the relevant laws, regulations, rules, normative documents and business rules of the PRC.

LETTER FROM THE BOARD

(ii) *The investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis*

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis.

After deducting the relevant listing expenses, the Board intends to invest the proceeds from the Proposed Issue, approximately RMB2,800 million, under the following categories:

No.	Category	Approximate amount of proceeds to be invested (RMB million)
1	Research and development of surgical robots ⁽¹⁾	1,500.00
2	Industrialization of surgical robots ⁽²⁾	170.00
3	Marketing system construction and academic promotion ⁽³⁾	410.00
4	Working capital	720.00
Total		2,800.00

Notes:

- (1) *Toumai® laparoscopic surgical robot (“Toumai”) was approved to be used for urology laparoscopic surgeries by NMPA in January 2022. Meanwhile, Toumai has completed the patient enrollment for multi-center registrational clinical trial, covering many “First” or “Difficult” operations in the fields of general surgery, thoracic surgery and gynecologic surgery. Honghu® orthopedic surgical robot (“Honghu”) was approved to be used for total knee arthroplasty by NMPA in April 2022 and it submitted a 510K Application to the FDA in December 2021. The Company is also exploring its application in total hip arthroplasty (“THA”).*

The research and development of surgical robots mainly includes: 1) product refinement per clinical feedback and product upgrade toward the next generation of Toumai; 2) expansion of application of Honghu to other joint replacement procedures, including THA; and 3) development of other pipeline projects including but not limited to Toumai single-arm laparoscopic surgical robot and spine surgical robot.

The Company plans to use the proceeds from the Proposed Issue to fund the project in around the next five years.

- (2) *The project of industrialization of surgical robots takes place in Shanghai and Suzhou. Due to the increase in the variety of the Company's pipeline products and their progressing development status, the Company expects that the existing manufacturing capacity of the production bases may be insufficient. Thus, the Company intends to use such proceeds to expand the manufacturing capacity of the production bases in Shanghai and Suzhou. The Shanghai production bases are located at No. 1661 Zhangdong Road and No. 128 Dieqiao Road, Pudong New District, where the areas of manufacturing sites will be increased by about 2,000 and 6,000 square meters respectively. The proceeds are used to expand the manufacturing capacity for laparoscopic surgical robots and relative core spare parts. The Suzhou production base is located in Hengchuang Science and Technology Park, No. 128, Jinling East Road, Suzhou Industrial Park, with an area of about 6,900 square meters. The proceeds are used to expand the manufacturing capacity of the core spare parts for orthopedic surgical robots.*

The Company plans to use the proceeds from the Proposed Issue to fund the project in around the next three years.

LETTER FROM THE BOARD

- (3) *The project of marketing system construction and academic promotion mainly includes: 1) setting up training and display centers and maintenance service centers; 2) organizing academic promotion activities; 3) providing training to surgeons; and 4) building a dedicated team to provide technical support and after-sale services to hospitals and surgeons.*

The Company plans to use the proceeds from the Proposed Issue to fund the project in around the next five years.

As the Proposed Issue is not expected to take place in 2022 and is further subject to the approvals of the CSRC and the Shanghai Stock Exchange, the market condition and other uncertainties, the Company anticipates that extra funding is necessary on top of the net proceeds from the Listing to support its ongoing R&D activities and commercialization of its pipeline products.

Without the proceeds from the Proposed Issue, the Company may need to finance its investment proceeds with cash balance and cash from operating activities through commercialization of the Group's pipeline products and bank borrowings, and thereby reducing the cashflow available and/or increasing the gearing ratio of the Company.

The Company will use the proceeds from the Proposed Issue in strict accordance with the relevant regulations in the PRC, and the proceeds may be used to replace the self-financing funds invested in the projects in the previous stages and to pay the outstanding balance of the projects in accordance with the requirements and procedures of relevant laws, regulations and regulatory documents. The Board considers that the extra proceeds raised from the Proposed Listing will enable the Group to maintain flexibility as to its general working capital and avoid creating financial burden to the Group.

In estimating the proceeds to be raised from the Proposed Issue, the Board has considered, apart from the net proceeds from the Listing, the total funding requirements of the Group's investment projects, the proposed offering percentage, the recent market capitalization of the Company and the future capital market trend. The expected amount of proceeds is not indicative of the issue price. The pricing of the Proposed Issue will be determined in the issuance process by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants.

The Board has fully analyzed the feasibility of the projects to be invested by the proceeds of the Proposed Issue and considers that such projects are feasible.

Within the scope of the above-mentioned proceeds investment projects, the Company may make appropriate adjustments to the order of investment and specific amounts of the corresponding fund-raising investment projects in accordance with the actual situation of the progress and financing needs of the projects.

When the proceeds from the Proposed Issue are available, if the actual net proceeds are less than the total amount of proceeds required for the above-mentioned projects, the shortfall shall be settled by the Company's self-financing funds. If the actual net proceeds exceed the total amount of proceeds required for the above-mentioned projects, the excessive amount will be used to supplement the working capital related to the Group's main business or utilized in accordance with the relevant regulations of the regulatory authorities.

It is agreed that the Company shall establish a dedicated account deposit system for the proceeds from the Proposed Issue, which will be deposited in a dedicated account decided by the Board for centralized management and dedicated use.

LETTER FROM THE BOARD

(iii) Authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and the Proposed Listing at their absolute discretion

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to authorize the Board to fully handle the relevant matters in connection with the Proposed Issue and the Proposed Listing. The authorization proposed to be granted to the Board shall include without limitation:

1. To handle the reporting matters and relevant procedural works of the Proposed Issue and Proposed Listing, including but not limited to the approval, registration, filing, registration and consent procedures with relevant government departments, regulatory bodies and stock exchanges, securities registration and settlement institutions; to sign, execute, amend and complete all necessary documents related to the Proposed Issue and Proposed Listing (including but not limited to letter of intent, prospectus, sponsorship agreement, underwriting agreement, listing agreement, declaration and undertaking and various announcements, etc.);
2. In accordance with the requirements of the CSRC and the Shanghai Stock Exchange and the actual situation of the securities market, to decide specifically on the number of issues, the target subscribers, the issue price, the pricing method, the method of issue, the strategic allotment, the over-allotment option, the timing of the issue, etc. within the issue proposal to be considered and approved at the Extraordinary General Meeting and the Class Meetings;
3. According to the implementation of the plan for the Proposed Issue, market conditions, policy adjustments and the views or recommendations of the regulatory authorities, make necessary adjustments to the specific contents of the plan for the Proposed Issue;
4. Within the scope of the total investment amount of the fund-raising investment projects considered and approved by the Extraordinary General Meeting and the Class Meetings, decide on the specific implementation plan of the projects; the Board shall, based on the actual operational needs of the Company and on the basis of full demonstration of the feasibility of the fund-raising investment projects, make changes, additions, deletions or other forms of adjustments to the investment direction of the Proposed Listing and the scale of fund-raising and other related matters; in accordance with the actual progress of the project, organize and implement the construction of the project with its own or self-financing funds before the availability of the proceeds from the Proposed Issue; when the proceeds from the Proposed Issue become available, utilize the proceeds to replace the indirect financing such as own funds and bank loans invested in the project which shall be invested with the proceeds; determine the dedicated deposit account for the proceeds; enter into the tripartite supervision agreement for the proceed; specific implementation of the investment of the proceeds after the completion of the Proposed Issue and Proposed Listing; enter into major contracts and relevant legal documents involved in the implementation of the investment projects of the proceeds, etc;

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5. According to the results of the implementation of the plan for the Proposed Issue and the opinions or suggestions of the regulatory bodies, make adaptive amendments to the relevant provisions of the Articles of Association and relevant internal systems, and to handle registration/filing matters such as the registration of changes in industrial and commercial registration;
6. Make or amend the public commitments made by the Company in relation to the Proposed Issue and Proposed Listing in accordance with the laws and regulations and the opinions or requirements of the regulatory bodies;
7. After the completion of the Proposed Issue, handle matters in relation to the registration and settlement of the A Shares with China Securities Depository and Clearing Corporation Limited, including but not limited to the registration of share custody, circulation lock-up and other matters;
8. Engage intermediaries such as the sponsor, underwriter, legal adviser and auditor for the Proposed Issue and Proposed Listing, negotiate with the intermediaries to determine the service fees and enter into the engagement agreement(s);
9. In the event of force majeure or other circumstances sufficient to make the plan of the Proposed Issue difficult to implement, or that the implementation of the plan of the Proposed Issue would bring extremely adverse consequences to the Company, exercise the discretion to suspend or terminate of the plan of the Proposed Issue;
10. To handle other matters related to the Proposed Issue and Proposed Listing as appropriate and suitable;
11. The above authorizations shall be valid for a period of twelve months from the date of consideration and approval by the Extraordinary General Meeting and the Class Meetings.

On the basis that this proposal has been considered and approved by the Extraordinary General Meeting and the Class Meetings, the Board has agreed to further authorize the chairman of the Board and the general manager (president) of the Company to carry out the above-mentioned authorizations.

(iv) *Proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue*

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue. Details are as follows:

For any undistributed accumulated profit before the Proposed Issue and the Proposed Listing, it is proposed that such profit shall be shared between the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

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For any unrecovered loss prior to the Proposed Issue and the Proposed Listing, it is proposed that such loss shall be borne by the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

(v) ***Plan for Stabilization of Price of A Shares within Three Years After the Proposed Issue and the Proposed Listing***

In accordance with relevant regulations such as the Opinions of the China Securities Regulatory Commission on Further Promoting the IPO System Reform issued by the CSRC, a special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the “Share Price Stabilization Plan within Three Years after the Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-Shares) on Sci-Tech Board”. Full text of the plan is set out in Appendix II to this circular.

(vi) ***Three-Year Dividend Distribution Plan for Shareholders after the Proposed Issue and the Proposed Listing***

In order to further establish a scientific, continuous and stable return mechanism for investors, maintain the continuity and stability of the profit distribution policy, protect the legitimate rights and interests of the Company’s investors, increase the transparency and operability of dividend distribution decisions, and improve and perfect the Company’s dividend distribution decision-making and supervision mechanism, a special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the “Shareholder Dividend Distribution Plan within Three Years after the Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”. Full text of the plan is set out in Appendix III to this circular.

(vii) ***Undertakings on the matters in connection with the initial public offering of RMB ordinary shares (A Shares) and listing on the Sci-Tech Board and putting forward restraining measures by the Company***

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the undertakings and restraining measures relating to the Proposed Issue and the Proposed Listing, including undertakings mentioned in sub-paragraphs headed (v) and (vi) above. Other major undertakings include Commitment Letter Regarding Share Repurchase, Commitment Letter Regarding Share Repurchase under Fraudulent Issuance, Commitment Letter Regarding The impact of dilution on immediate return by the Initial Public Offering and Listing on the Science and Technology Innovation Board of Shanghai MicroPort MedBot (Group) Co., Ltd. and Adoption of Recovery Measures, Commitment Letter Regarding Liability for Compensation, Commitment Letter Regarding Restraints for Non-fulfillment of Commitments, Letter of Commitment Regarding Authenticity, Accuracy and Completeness of the Application Documents for the Initial Public Offering of A Shares and Listing on the Science and Technology Innovation Board, etc.

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Details of the undertakings and restraining measures are extracted and reproduced as follows:

“1. Commitment Letter Regarding Share Repurchase

The issuer hereby makes the following commitment with respect to the share repurchase:

I. Conditions for initiating share repurchase

After the public offering is completed, if the prospectus and relevant declaration documents for the offering are found by the China Securities Regulatory Commission, the stock exchange or judicial authorities to contain false records, misleading statements or material omissions that have a material and substantial impact on the determination of whether the Company meets the offering conditions stipulated by laws and regulations, the Company will repurchase all of the new shares in the public offering from investors in accordance with law.

II. Share repurchase initiation procedures

1. If the above situation occurs when the new shares have been issued but not listed for trading, the Company will return the funds raised from the public offering of A shares to the investors who have paid the subscription fees at the issue price plus interest on bank deposits for the same period of time within five working days from the date of the above situation.
2. If the above situation occurs after the listing of the new shares issued by the Company in this public offering has been completed, the Board will, within 10 working days after the China Securities Regulatory Commission or other competent authorities have made a final determination or punishment decision on the above facts according to law, formulate a share repurchase plan and submit it to the general meeting for consideration and approval to repurchase all of the new shares issued in this public offering according to law, and repurchase all of the new shares issued by the Company in the public offering through the trading system of the stock exchange at the issue price plus the interest on demand deposits in banks for the period from the date of listing of the new shares to the date of repurchase, or a price not lower than the arithmetic average of the daily weighted average price of the Company's shares for the 30 business days before the date when the China Securities Regulatory Commission initiates

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an investigation into the existence of false records, misleading statements or material omissions in the Company's prospectus and other information disclosure materials (If the Company has any ex-right and ex-dividend events such as bonus distribution, dividend payout, share donation, capital reserve converted into share capital, and allotment of shares, the aforesaid price shall be adjusted accordingly), or another price recognized by the China Securities Regulatory Commission.

3. For future share repurchases, the Company shall also comply with relevant regulations of securities regulators such as the China Securities Regulatory Commission and the Shanghai Stock Exchange.

III. Restraints

1. The Company will strictly fulfill the commitments on share repurchase made at the time of the offering.
2. The Company will voluntarily accept the supervision of securities regulators including the China Securities Regulatory Commission and the Shanghai Stock Exchange on the formulation and implementation of the share repurchase plan, and assume legal responsibilities. If the Company fails to implement the specific measures for share repurchase when the conditions for initiating share repurchase are met, the Company undertakes to accept the following restraints:
 - (1) The Company will publicly explain specific reasons why the commitment has not been fulfilled, cannot be fulfilled or cannot be fulfilled as scheduled in the media designated by the China Securities Regulatory Commission, and make a supplementary commitment or alternative commitment to protect the rights and interests of investors as much as possible.
 - (2) If losses are incurred to investors as a result thereof, the Company will compensate the investors according to the method and amount recognized by the securities regulator or judicial organ.

2. Commitment Letter Regarding Share Repurchase under Fraudulent Issuance

The issuer hereby undertakes:

- (1) There is no fraudulent issuance in the the Proposed Issue and Proposed Listing.
- (2) If the issuer is not eligible for listing but gets issuance registration by deception and has been listed, the issuer will initiate share repurchase within five working days from the date of confirmation by competent authorities like the China Securities Regulatory Commission, to repurchase all of the new shares issued in this public offering.

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3. Commitment Letter Regarding The impact of dilution on immediate return by the Initial Public Offering and Listing on the Science and Technology Innovation Board of Shanghai MicroPort MedBot (Group) Co., Ltd. and Adoption of Recovery Measures

The issuer hereby undertakes:

1. Strengthen the major business, increase the investment in research and development, enhance the research and development capacity, and strengthen the Company's profitability

When the proceeds from the Proposed Issue are ready, the Company's asset scale and financial ability would be enhanced, the Company will continue to consolidate and give full play to its advantages, continuously strengthen the development of the Company's major business, continuously increase investment in research and development and enrich and improve its product pipeline, enhance the level of research and development technology, give full play to the Company's advantageous position in the core industry segments, enhance the company's profitability, and promote the sustainable, healthy and stable development of the Company.

2. Accelerate the construction progress of the investment projects and strive to realize the expected benefits of the projects as soon as possible

When the proceeds from the Proposed Issue are ready, the Company will accelerate the construction of the investment projects and strive to achieve the expected benefits of the investment projects as soon as possible. At the same time, the Company will strictly manage the use of the proceeds in accordance with the relevant regulations and the requirements of the Company's fundraising management system to ensure that the proceeds are fully and effectively utilized in accordance with the original purpose.

3. Improve the profit distribution mechanism and strengthen the investor return mechanism

The Company has, in accordance with the requirements of the "Notice on Further Implementation of Matters Relating to Distribution of Cash Dividends for Listed Companies" (Zheng Jian Fa No. [2012] 37) and "Guideline No. 3 on Supervision of Listed Companies — Cash Dividends for Listed Companies" (CSRC Announcement [2022] No. 3) and other regulations, and after taken into full consideration various factors such as the actual situation of the Company's operation and development and shareholders' return, formulated the "Dividend Return Plan for Shareholders in the Three Years after the Initial Public Offering of RMB Ordinary Shares (A Shares) and Listing on the Sci-Tech Board". In the future, the Company will strictly implement the profit distribution policy, actively implement profit distribution to shareholders and optimize the return on investment mechanism if the distribution conditions are met.

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4. Further improve corporate governance, providing governance structure and institutional guarantee for the sustainable and stable development of the Company

The Company will continue to improve its corporate governance structure in strict compliance with the requirements of the Company Law, the Securities Law and other laws, regulations and regulatory documents to ensure that the Shareholders can fully exercise their rights, the Board can exercise its powers and make scientific decisions in accordance with the provisions of the Articles of Association, independent non-executive Directors can perform their duties independently, protect the legitimate rights and interests of the Company, especially those of small and medium-sized investors, and provide scientific and effective governance structure and institutional guarantee for the sustainable and stable development of the Company.

4. Commitment Letter Regarding Liability for Compensation

The prospectus and other declaration documents for this offering do not contain false records, misleading statements or material omissions. The Company will assume individual and joint liability for the authenticity, accuracy and completeness of the prospectus and other information disclosure materials for this offering.

In the event that the China Securities Regulatory Commission, the People's Court or other competent authorities decide that the prospectus and other information disclosure materials for this public offering contain false records, misleading statements or material omissions, which causes losses to the investors in securities issuance and trading, and the China Securities Regulatory Commission, the People's Court or other competent authorities have made a final determination or effective judgment that the above-mentioned facts exist, the Company will compensate for the actual losses suffered by the investors in accordance with the scope, standard and amount of compensation determined by such final determination or effective judgment.

5. Commitment Letter Regarding Restraints for Non-fulfillment of Commitments

In order to safeguard the interests of public investors, if the Company fails to fulfill the public commitments made at the time of the initial public offering and listing on the Science and Technology Innovation Board during actual implementation, the Company will take or accept the following measures:

1. The Company will publicly explain specific reasons for the non-fulfillment, and apologize to shareholders and public investors at the general meeting and the newspaper designated by the China Securities Regulatory Commission.
2. If losses are thus incurred to the issuer or other investors, the Company will assume corresponding legal responsibility and liability for compensation or take alternative measures in accordance with relevant laws and regulations and requirements of the regulators.
3. If a violated commitment can be continued, the Company shall continue to fulfill the commitment.

In addition, if restraints or penalties are specified in relevant commitments, such restraints or penalties shall apply to the non-fulfillment of said commitments.

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6. Letter of Commitment Regarding Authenticity, Accuracy and Completeness of the Application Documents for the Initial Public Offering of A Shares and Listing on the Science and Technology Innovation Board

The Company hereby makes the following commitment regarding authenticity, accuracy and completeness of the prospectus and other application documents (hereinafter the “application documents”) submitted to the Shanghai Stock Exchange and the China Securities Regulatory Commission for the offering:

The application documents are authentic, accurate and complete, and there are no false records, misleading statements or material omissions; the issuer does not fraudulently obtain registration for the offering, and assumes legal responsibility for the authenticity, accuracy and completeness of the application documents.”

At the same time, it is requested that the Extraordinary General Meeting and the Class Meetings to authorize the Board to make appropriate adjustments to the above commitments or make other necessary and appropriate commitments for the purpose of the Proposed Issue and Proposed Listing in accordance with the laws, regulations, rules and normative documents of the PRC, as well as the relevant regulations, policies and business rules and audit requirements of the securities supervisory authorities, taking into account the practice of the review of the Proposed Issue and Proposed Listing and the actual situation of the Company and appropriate commitments.

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(viii) The impact of dilution on immediate return by the Proposed Issue and adoption of recovery measures

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the impact of dilution on immediate return by the Proposed Issue and adoption of recovery measures.

Pursuant to the “Opinions of the General Office of the State Council on Further Strengthening the Protection of the Lawful Rights and Interests of Small and Medium-sized Investors in the Capital Market”, “Certain Opinions of the State Council on Further Promoting the Healthy Development of the Capital Market” and “Guidance on matters relevant to Dilution of Current Returns by Initial Public Offering, Refinancing and Material Assets Reorganization”, the Company has conducted a careful analysis of the impact of the initial public offering of RMB ordinary shares (A shares) on the dilution of the current return and proposed corresponding filling measures in respect of the dilution of the current return from the initial public offering of RMB ordinary shares (A shares). Details of the impact of dilution on immediate return and adoption of recovery measures are as follows:

I. Impact of the Proposed Issue on the earnings per share of the Company

After the completion of the Proposed Issue, the basic earnings per share and diluted earnings per share of the company may be reduced, but the proceeds from the Proposed Issue could increase the total net assets and net assets per share of the Company, as well as enhance its scale of assets and financial capacity. Since it will take some time from the investment of proceeds of the Proposed Issue to the generation of profits of the projects, it would be difficult to release the expected operating results in a short period of time. If the Company’s earnings do not increase significantly during this period, the expansion of the scale of equity and net assets may lead to the company facing the risk of dilution of earnings per share and return on net assets.

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II. Specific measures and commitments taken by the Company to fill the return

In order to reduce the risk of dilution of the Company's current return from the Proposed Issue and enhance the Company's ability to sustain returns, the Company intends to take the following measures to fill the diluted current return:

1. Strengthen the major business, increase the investment in research and development, enhance the research and development capacity, and strengthen the Company's profitability

When the proceeds from the Proposed Issue are ready, the Company's asset scale and financial ability would be enhanced, the Company will continue to consolidate and give full play to its advantages, continuously strengthen the development of the Company's major business, continuously increase investment in research and development and enrich and improve its product pipeline, enhance the level of research and development technology, give full play to the Company's advantageous position in the core industry segments, enhance the company's profitability, and promote the sustainable, healthy and stable development of the Company.

2. Accelerate the construction progress of the investment projects and strive to realize the expected benefits of the projects as soon as possible.

When the proceeds from the Proposed Issue are ready, the Company will accelerate the construction of the investment projects and strive to achieve the expected benefits of the investment projects as soon as possible. At the same time, the Company will strictly manage the use of the proceeds in accordance with the relevant regulations and the requirements of the Company's fundraising management system to ensure that the proceeds are fully and effectively utilized in accordance with the original purpose.

3. Improve the profit distribution mechanism and strengthen the investor return mechanism

The Company has, in accordance with the requirements of the "Notice on Further Implementation of Matters Relating to Distribution of Cash Dividends for Listed Companies" (Zheng Jian Fa No. [2012] 37) and "Guideline No. 3 on Supervision of Listed Companies — Cash Dividends for Listed Companies" (CSRC Announcement [2022] No. 3) and other regulations, and after taken into full consideration various factors such as the actual situation of the Company's operation and development and shareholders' return, formulated the "Dividend Return Plan for Shareholders in the Three Years after the Initial Public Offering of RMB Ordinary Shares (A Shares) and Listing on the Sci-Tech Board". In the future, the Company will strictly implement the profit distribution policy, actively implement profit distribution to shareholders and optimize the return on investment mechanism if the distribution conditions are met.

4. Further improve corporate governance, providing governance structure and institutional guarantee for the sustainable and stable development of the Company

The Company will continue to improve its corporate governance structure in strict compliance with the requirements of the Company Law, the Securities Law and other laws, regulations and regulatory documents to ensure that the Shareholders can fully

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exercise their rights, the Board can exercise its powers and make scientific decisions in accordance with the provisions of the Articles of Association, independent non-executive directors can perform their duties independently, protect the legitimate rights and interests of the Company, especially those of small and medium-sized investors, and provide scientific and effective governance structure and institutional guarantee for the sustainable and stable development of the Company.

III. Commitment of the Directors and senior management of the Company the measures to fill the return of the Company

In order to reduce the impact of the Company's current return by the Proposed Issue, now the Directors and senior management of the Company will fill the diluted current return of the Shareholders through the following measures:

- “1. I undertake to perform my duties faithfully and diligently to safeguard the legitimate rights and interests of the Company and all Shareholders.
2. I undertake not to transfer benefits to other units or individuals without compensation or on unfair terms, or to use other means to harm the interests of the Company.
3. I undertake to exercise restraint on the consumption in relation to my duties.
4. I undertake not to appropriate the Company's assets to engage in investment or consumption activities unrelated to the performance of my duties.
5. I undertake to make every effort to link the remuneration system formulated by the Board of Directors or the Remuneration Committee of the Company to the implementation of the Company's measures for filling returns, within the scope of my duties and authority.
6. I undertake that if the Company intends to implement the equity incentive in the future, I will, within the scope of my duties and authority, make every effort to link the exercise conditions of the Company's share incentive scheme to be announced with the implementation of the measures to fill the return of the company.
7. As one of the responsible subjects related to the measures to fill the return, if I violate the above undertakings or refuse to fulfill the above promise, I agree to take relevant punishments or have relevant management measures imposed against me in accordance with the relevant regulations and rules formulated or issued by securities regulatory authorities such as CSRC and Shanghai Stock Exchange.”

IV. Undertaking by the Company's controlling shareholders to the Company's measures to fill the return

In order to reduce the impact of the public offering dilution of the Company's current return, the Company's controlling shareholder will fill the diluted current return of Shareholders through the following measures:

- “1. I undertake not to exceed the authority and interfere with the company's business management activities, and not to appropriate the interests of the company.

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2. In case of any breach of the above undertaking or refusal to fulfill the above undertaking, I agree to take relevant punishments or have relevant management measures imposed against me in accordance with the relevant regulations and rules formulated or issued by securities regulatory authorities such as CSRC and Shanghai Stock Exchange.”.

(ix) Appointment of intermediary for the Company’s initial public offering of RMB ordinary shares (A shares) and listing on the Sci-Tech Board

The Company intends to engage China International Capital Corporation as the sponsor and lead underwriter for the Proposed Issue and Proposed Listing, KPMG Huazhen LLP as the financial auditor and internal control auditor for the Proposed Issue and Proposed Listing, and Jia Yuan Law Offices as the legal advisor for the Proposed Issue and Proposed Listing; meanwhile, according to the authorization of the Extraordinary General Meeting and the Class Meetings, the Board agreed to authorize the chairman of the Board and the general manager (president) of the Company to engage other necessary intermediaries in accordance with the needs of the Proposed Issue in accordance with the authorization of the Extraordinary General Meeting and the Class Meetings.

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the above engagements.

(x) Report on the use of proceeds from the previous offering

In accordance with the relevant provisions of laws, regulations and regulatory documents such as the “Regulations on the Report on the Use of Previous Offering”, after verifying the use of previously raised funds up to 31 March, 2022, the Company has prepared the “Report on the Use of Proceeds from the Previous Offering by Shanghai MicroPort MedBot (Group) Co., Ltd.”, full text of which is set out in Appendix XV to this circular.

KPMG Huazhen LLP has conducted assurance on the above report and issued an assurance report that the above report prepared by the Company has complied, in all material respects, with the relevant provisions of the Rules for Report on the Use of Proceeds Raised in Previous Offering published by the CSRC.

A special resolution will be proposed at the Extraordinary General Meeting and the Class Meetings to consider and approve the “Report on the Use of Proceeds from the Previous Offering by Shanghai MicroPort MedBot (Group) Co., Ltd.”.

(xi) Proposed Amendments

In view of the business needs of the Group, the Proposed Issue and the Proposed Listing, and pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021 requiring listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers, in accordance with the provisions of the Company Law, the Securities Law, the Guidelines on the Articles of Association of Listed Companies, the Shanghai Stock Exchange Listing Rules and other relevant laws, regulations, other regulatory documents and business rules, the Company intends to amend the Articles of Association. The amended Article 14, Article 45, Article 68, Article 78, Article 79, Article 86, Article 87, Article 89, Article 141 and Article 235 of the Articles of Association (the “**Core Standards’ Amendments and the Business Scope Amendment**”) will become effective upon approval by the Shareholders at the Extraordinary General Meeting and the Class Meetings, with all other amended Articles as shown in Appendix IV to this circular becoming effective upon the Proposed Listing. Upon approval by the Shareholders at the Extraordinary General Meeting and the Class Meetings, the Company will make consequential change to the number of the relevant Articles of the Articles of Association as a result of the adoption of the Core Standards’ Amendments, including but not limited to the reference made in Article 94 to be changed from “Articles 96 to 100” to “Articles 97 to 101” as a result of the adoption of the new Article 87. Details of the Proposed Amendments are set out in Appendix IV to this circular.

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At the same time, it is proposed to authorize the Board and the personnel under the authorization of the Directors, namely the chairman and general manager (president) of the Company, to make the Proposed Amendments for the purpose of the Proposed Issue and Proposed Listing in accordance with the provisions of domestic and foreign laws, regulations, regulatory documents and business rules or the requirements and recommendations of relevant domestic and foreign government departments and regulatory bodies, as well as the actual situation of the Proposed Issue and Proposed Listing, etc., including but not limited to the adjustment and modification of the text, chapters, articles, effective time, registered capital, shareholding structure, etc.

The details of the Proposed Amendments, which were prepared in the Chinese language, is set out in Appendix IV to this circular. In the event of any discrepancy between the English translation and the Chinese version of the Proposed Amendments, the Chinese version shall prevail.

The legal advisers to the Company as to Hong Kong laws and the PRC laws have respectively confirmed that the revised Article of Association complies with the applicable requirements of Appendix 3 to the Listing Rules and do not violate the laws of the PRC. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a PRC company listed on the Stock Exchange.

The Proposed Amendments have been approved by the Board, and are subject to the approval by the Shareholders by way of special resolutions at the Extraordinary General Meeting and the Class Meetings.

(xii) Amendment or formulation of the internal management policies of the Company

The Company intends to revise the following internal management policies:

- a) the “Rules of Procedure of the General Meeting of Shareholders”;
- b) the “Rules of Procedure of the Board of Directors”;
- c) the “Rules of Procedure of the Supervisory Committee”;
- d) the “Rules of Procedure of the General Manager (President)”;
- e) the “System for the Work of Independent Non-Executive Directors”;
- f) the “Administrative Policies on Disclosure of Information”;
- g) the “Terms of Reference of the Audit Committee of the Board”;
- h) the “Terms of Reference of the Nomination Committee of the Board”;
- i) the “Terms of Reference of the Strategy and Development Committee of the Board”;
- j) the “Terms of Reference of the Remuneration and Appraisal Committee of the Board”; and
- k) the “Management Policies on Internal Audit”.

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The Company intends to formulate the following internal management policies:

- a) the “Rules of Procedure of the Secretary to the Board of Directors (Draft)”;
- b) the “Implementation rules of cumulative voting system (Draft)”;
- c) the “External Investment Management System (Draft)”;
- d) the “External Guarantee Management System (Draft)”;
- e) the “Raised Funds Management System (Draft)”;
- f) the “Investor Relations Management System (Draft)”;
- g) the “A Share Related Party Transaction Decision – Making System (Draft)”;
- h) the “Management Policies for subsidiaries (Draft)”;
- i) the “Administrative Policies on Shareholding Changes of A shares of Directors, Supervisors and Senior Management Members (Draft)”;
- j) the “Management Policies for Funds Transfers with Related Parties (Draft)”;
- k) the “Registration and Management Policies for Insiders (Draft)”.

The above internal management policies will come into effect on the date of completion of the Proposed Issue and the Proposed Listing. Until then, the current internal management policies will continue to apply.

It is proposed to authorize the Board and/or the general manager (president) to adjust and modify the above policies for the purpose of the Proposed Issue and Proposed Listing in accordance with the provisions of domestic and foreign laws, regulations, other regulatory documents and business rules or the requirements and recommendations of relevant domestic and foreign governmental departments and regulatory authorities and the actual situation of the Proposed Issue and Proposed Listing.

A special resolution will be proposed at the Extraordinary General Meeting to consider and approve the amendments to and/or adoption of each of the “Rules of Procedure of the General Meeting of Shareholders”, the “Rules of Procedure of the Board of Directors”, the “Rules of Procedure of the Supervisory Committee”, full texts of which are set out in Appendices V to VII to this circular respectively.

An ordinary resolution will be proposed at the Extraordinary General Meeting to consider and approve the amendments to and/or formulation of each of the “System for the Work of Independent Non-executive Directors”, the “Implementation rules of cumulative voting system (Draft)”, the “External Investment Management System (Draft)”, the “External Guarantee Management System (Draft)”, the “Raised Funds Management System (Draft)”, the “Investor Relations Management System (Draft)”, the “A-Share Related Party Transaction Decision-making System (Draft)”, full texts of which are set out in Appendices VIII to XIV to this circular respectively.

In the event of any discrepancy between the English translation and the Chinese version of the internal management policies, the Chinese version shall prevail.

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(xiii) Confirmation of the Company's related party transactions in the Reporting Period

In accordance with the Company Law, the Securities Law, the Shanghai Stock Exchange Listing Rules and other laws and regulations related to domestic listing and the rules for the identification of “related parties” and “related transactions”, the Company has conducted a review of the related party transactions of the Company (including the subsidiaries within the scope of consolidated statements) for the period from 1 January 2019 to 31 March 2022 (i.e. the “**Reporting Period**”, hereinafter the same), and the details of major related party transactions are as follow:

I. Major related party transactions, including related party advance payments, related party goods and services transactions, related party equity transactions, related party fixed assets transactions, etc.

		<i>Unit: RMB</i>			
Related party	Description	The 3-month period ended 31 March 2022	2021	2020	2019
Cathbot (Shanghai) Robot Co., Ltd.	Advance payments by the Company on behalf of the related party	135,200.50	13,033,037.04	4,025,000.00	—
Shanghai Intbot Robotics Co., Ltd.	Advance payments by the Company on behalf of the related party	135,788.32	3,210,318.12	—	—
Shanghai Targbot Medtech Limited	Advance payments by the Company on behalf of the related party	768,173.35	2,202,685.97	—	—
Robocath S.A.S	Advance payments by the related party on behalf of the Company	—	238,335.10	—	—
Jiaxing MicroPort Medtech Co., Ltd.	Advance payments by the related party on behalf of the Company	2,688.07	26,249.37	9,174.31	—
Suzhou MicroPort Orthopaedics Scientific (Group) Co., Ltd.	Advance payments by the related party on behalf of the Company	—	38,421.83	—	—

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Related party	Description	The 3-month period ended			
		31 March 2022	2021	2020	2019
Shanghai MicroPort Medical (Group) Co., Ltd.	Advance payments by the related party on behalf of the Company	523.54	564,159.81	2,413,915.47	4,395,299.56
Suzhou MicroPort OrthoRecon Co., Ltd.	Advance payments by the related party on behalf of the Company	774.07	289,049.15	655,463.33	3,279,538.48
Microport Scientific Corporation	Advance payments by the related party on behalf of the Company	—	186.01	36,239.04	633,722.87
Suzhou MicroPort OrthoRecon Co., Ltd.	Collection of research and development funds on behalf of the partner	—	—	7,130,000.00	—
Shanghai Shentai Medical Technology Co., Ltd.	Sales of goods*	—	98,860.00	—	—
Robocath S.A.S	Purchase of raw materials and goods	—	10,069,444.10	4,025,340.00	—
Shanghai MicroPort Medical (Group) Co., Ltd.	Purchase of raw materials and goods*	4,230.10	156,385.99	718,929.50	851,951.18
AccuPath Medtech (Jiaxing) Co., Ltd.	Purchase of raw materials and goods*	69,380.54	41,504.43	3,539.83	—
Medical Product Innovation, Inc.	Purchase of raw materials and goods*	161,619.61	7,270,360.79	807,665.27	470,996.60
MicroPort Sinica Co., Ltd.	Purchase of raw materials and goods*	39,146.02	—	—	—

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Related party	Description	The 3-month period ended			
		31 March 2022	2021	2020	2019
Suzhou MicroPort Orthopedics Medical Tools Co., Ltd.	Purchase of raw materials and goods [*]	—	3,160.00	—	—
Ruike Medical Technology (Shanghai) Co., Ltd.	Purchase of raw materials and goods [*]	620.00	—	—	—
AccuTarget MediPharma (Shanghai) Co., LTD.	Purchase of raw materials and goods ^(note)	—	1,327,433.70	—	—
Suzhou ProSteri Medical Technology Co., Ltd.	Receiving of services [*]	11,300.00	—	—	—
MicroPort Medical BV	Receiving of services [*]	18,771.22	—	—	—
MicroPort Sinica Co., Ltd.	Receiving of services [*]	207,163.30	—	—	—
Shanghai Safeway Co., Ltd.	Receiving of services [*]	476,273.58	728,834.92	—	—
Shanghai MicroPort Medical (Group) Co., Ltd.	Receiving of services [*]	210,976.12	3,502,853.14	4,166,898.16	2,794,701.64
AccuPath Medtech (Jiaxing) Co., Ltd.	Receiving of services [*]	1,304,444.86	2,079,418.80	80,216.00	—
Suzhou MicroPort OrthoRecon Co., Ltd.	Receiving of services [*]	355,823.04	894,716.83	341,284.96	—
Medical Product Innovation, Inc.	Receiving of services [*]	—	283,372.67	—	—
Shanghai MicroPort Medical (Group) Co., Ltd.	Intra-group share-based payment settlement	—	—	3,085,847.00	498,000.00

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Related party	Description	The 3-month period ended 31 March 2022	2021	2020	2019
Milford Haven Global Limited	Purchase of equity	—	—	108,856,972.37	—
Microport Scientific Corporation	Purchase of equity	—	—	38,366,292.00	—
Robocath S.A.S	Purchase of equity	70,210,000.00	—	—	—
Medical Product Innovation, Inc.	Purchase of fixed assets	—	—	—	60,632.03
Suzhou MicroPort RehabTech (Group) Co. Ltd.	Transfer of fixed assets*	1,041.15	—	—	—
Shanghai Changlong Lifescience Technology Co., Ltd	Interest Revenue	—	—	—	653,545.00
Dr. He Chao	Withdraw Imprest Fund	—	—	400,000.00	—
Dr. He Chao	Return imprest Fund	—	—	400,000.00	—
Total		74,113,937.39	46,058,787.77	175,522,777.24	13,638,387.36

Note: The transaction between the Company and AccuTarget MediPharma (Shanghai) Co., LTD. in the above table is due to the signing of the Technology Development (Cooperation) Contract between the two parties for the project of combining cryoablation and medical robotics applications.

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II. Connected leases

1. Depreciation amount of the right-of-use asset

Unit: RMB

Related party (lessor)	Leased asset	Depreciation amount of the right-of-use asset recognized in the 3-month- period ended 31 March 2022	Depreciation amount of the right-of-use asset recognized in 2021	Depreciation amount of the right-of-use asset recognized in 2020	Depreciation amount of the right-of-use asset recognized in 2019
Suzhou MicroPort Orthopaedics Scientific (Group) Co., Ltd.	Building	365,826.43	1,483,629.41	247,949.03	—
Shanghai MicroPort Medical (Group) Co., Ltd.	Building	449,886.96	1,824,541.55	1,829,540.29	1,824,541.55
Total		815,713.39	3,308,170.96	2,077,489.32	1,824,541.55

2. Interest expense from lease liability

Unit: RMB

Related party (lessor)	Leased asset	Interest expense from lease liability recognized in the 3-month- period ended 31 March 2022	Interest expense from lease liability recognized in 2021	Interest expense from lease liability recognized in 2020	Interest expense from lease liability recognized in 2019
Suzhou MicroPort Orthopedics Scientific (Group) Co., Ltd.	Building	33,629.28	179,883.88	35,731.56	—
Shanghai MicroPort Medical (Group) Co., Ltd.	Building	51,322.79	268,878.76	364,100.53	452,707.22
Total		84,952.07	448,762.64	399,832.09	452,707.22

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III. Borrowing and lending of related-party funds

Unit: RMB

Item	Beginning balance	Inflow for the year	Outflows for the year	Interest income accrued	Interest income received	Ending balance
2020						
Cash pooling loans	-169,027.51	-70,413,534.72	70,583,534.72	2,673.04	-3,645.53	—
Non-cash pooling loans	—	—	—	—	—	—
2019						
Cash pool loans	30,000,000.00	-42,609,923.43	12,439,923.43	383,314.31	-382,341.82	-169,027.51
Non-cash pooling loans	-10,000,000.00	—	10,000,000.00	—	—	—

In 2021, Shanghai MicroPort Medical (Group) Co., Ltd. and Bank of China Limited entered into a cash management service agreement, whereby the subsidiaries and affiliates of Shanghai MicroPort Medical (Group) Co., Ltd. are allowed to join the cash pooling plan. The Company and its subsidiaries, as the affiliates of Shanghai MicroPort Medical (Group) Co., Ltd., had participated in the cash pooling arrangement and subsequently withdrew from the cash management service agreement in 2020. The annualized interest rate of the funds borrowed and lent by the Company and its subsidiaries under the cash pooling plan in 2019 was 2%.

IV. Remuneration of key management personnel

Unit: RMB

Item	January– March 2022	2021	2020	2019
Remuneration of key managers	17,588,014.24	60,365,519.53	7,007,798.43	1,724,108.17

V. Co-investment with related parties

In November 2020, the Company acquired and in turn holds a 60% stake in Medical (Beijing) Health Technology Co., Ltd.. Up to now, the Company holds a 60% stake and Mr. Liu Yu, Chief Commercial Officer and Executive Vice President (Deputy General Manager) of the Company, directly holds a 40% stake in Medical (Beijing) Health Technology Co., Ltd., respectively.

In February 2021, the Company, NDR Medical Technology Private Limited and Shanghai Youlong Enterprise Management Consultation Center (Limited Partnership) (hereinafter referred to as “**Shanghai Youlong**”) in which Dr. He Chao, executive Director and president (general manager) of the Company, holds 50% of the partnership share, jointly funded the establishment of Shanghai Targbot Medtech Limited, in which the Company holds 41%, NDR Medical Technology Private Limited holds 39% and Shanghai Youlong holds 20% of equity interest, respectively.

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In February 2021, the Company, BIOBOT SURGICAL PTE. LTD. and Shanghai Lingmin Enterprise Management Consultation Center (Limited Partnership) (hereinafter referred to as “**Shanghai Lingmin**”) in which Mr. Yuan Shuai, the Supervisor, holds 50% of the partnership share, jointly funded the establishment of Shanghai Intbot Robotics Co., Ltd., in which the Company holds 40%, BIOBOT SURGICAL PTE. LTD. holds 30% and Shanghai Lingmin holds 30% of equity interest, respectively.

VI. *Financial support for co-invested companies*

In 2021, the Company and Medical (Beijing) Health Technology Co., Ltd. entered into a *Loan Contract*, whereby Medical (Beijing) Health Technology Co., Ltd. would borrow RMB10 million from the Company for the legitimate purposes of its daily operation and outward investment and the loan interest rate would be 4.65% within one year from the date of loan granting.

VII. *Receipt of interest on deferred capital contribution*

On December 10, 2018, Shanghai Latent, Shanghai Qingmin, Shanghai Qinghe and Shanghai Changlong Lifescience Technology Co., Ltd (“**Shanghai Changlong**”) entered into the *Agreement on Capital Increase and Share Expansion of Shanghai MicroPort MedBot (Group) Co., Ltd.*, whereby Shanghai Changlong would inject RMB60.76 million into the Company for capital increase and the capital increase price would be fully paid by January 31, 2019.

On November 28, 2019, Shanghai Changlong and the Company entered into the *Supplemental Agreement on Capital Increase and Share Expansion of Shanghai MicroPort MedBot (Group) Co., Ltd.*. Since the Company has not received the capital increase price of RMB60.76 million from Shanghai Changlong as of the date of entering into the supplementary agreement, it was agreed that Shanghai Changlong would pay the overdue interest on the principal amount of RMB60.76 million at an annual interest rate of 1.3% and the overdue interest would be paid for the period calculated at the number of natural days between January 31, 2019 (inclusive) and the actual date of payment by Shanghai Changlong. Shanghai Changlong paid overdue interest of RMB653,500 to the Company in December 2019.

VIII. *Intellectual property licensing, assignment and sharing*

On 1 January 2017, the Company and Shanghai MicroPort Medical (Group) Co., Ltd. entered into the *Trademark Licensing Contract*, whereby Shanghai MicroPort would license the Company to use 5 trademarks in China. According to the agreement, the trademark licensing royalty to be paid by the Company for the period of use would be RMB0.

In January 2021, the Company and Shanghai MicroPort Medical (Group) Co., Ltd. entered into the *Trademark Licensing Contract*, whereby Shanghai MicroPort Medical (Group) Co., Ltd. would license the Company to use a total 14 trademarks for free and the licensing period would be the date of signing the contract to the expiration date of the registration of the licensed trademarks.

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In January 2021, Suzhou MicroPort OrthoBot Co., Ltd. and Shanghai MicroPort entered into the *Trademark Licensing Contract*, whereby Shanghai MicroPort would license Suzhou MicroPort OrthoBot Co., Ltd. to use a total 12 trademarks for free and the licensing period would be the date of signing the contract to the expiration date of the registration of the licensed trademarks.

In August 2020 and December 2020, Company and Jiaying Urocare entered into the *Registered Trademark Assignment Agreement* and the supplementary agreement, whereby the trademarks “Yangtzi Alligator” (Registration No. 21700042) and “Zhitu” (Registration No. 29840339) were agreed to assigned to Jiaying Urocare for free.

In February 2020 and March 2020, Suzhou MicroPort OrthoBot Co., Ltd. and Suzhou MicroPort OrthoRecon Co., Ltd entered into the *Registered Trademark Assignment Agreement* and the supplementary agreement and the Deed of Assignment, whereby 4 domestic trademarks under Suzhou MicroPort OrthoRecon Co., Ltd were transferred to Suzhou MicroPort OrthoBot Co., Ltd. for free and 1 foreign trademark was transferred to Suzhou MicroPort OrthoBot Co., Ltd. for a consideration of US\$1.

In January 2021, Suzhou MicroPort OrthoBot Co., Ltd. and Shanghai MicroPort Medical (Group) Co., Ltd.t entered into the *Registered Trademark Assignment Agreement*, whereby 3 domestic trademarks under Shanghai MicroPort Medical (Group) Co., Ltd.t were transferred to Suzhou MicroPort OrthoBot Co., Ltd. for free.

In May 2021 and August 2021, Suzhou MicroPort OrthoBot Co., Ltd. and Shanghai MicroPort Medical (Group) Co., Ltd. entered into the *Registered Trademark Assignment Agreement*, whereby 5 domestic trademarks under Shanghai MicroPort Medical (Group) Co., Ltd. were transferred to Suzhou MicroPort OrthoBot Co., Ltd..

In May 2021, the Company and Shanghai MicroPort Medical (Group) Co., Ltd. entered into the *Registered Trademark Assignment Agreement*, whereby 3 domestic trademarks under Shanghai MicroPort Medical (Group) Co., Ltd. were transferred to the Company.

In May 2021, the Company signed a Registered Trademark Assignment Agreement with Cathbot (Shanghai) Robot Co., Ltd. and agreed to transfer one domestic trademark under the Company’s name to Cathbot (Shanghai) Robot Co., Ltd.

In March 2018, the Company and Jiaying Urocare jointly applied for a PRC patent, which was licensed in October 2021.

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IX. Accounts receivable and accounts payable from related party

Item	Related Party	<i>Unit: RMB</i>			
		2022.3.31 Book Balance	2021.12.31 Book Balance	2020.12.31 Book Balance	2019.12.31 Book Balance
Other Receivables	Suzhou MicroPort OrthoRecon Co., Ltd.	—	—	7,130,000.00	—
	Shanghai MicroPort Medical (Group) Co., Ltd.	—	—	—	972.49
	Shanghai Intbot Robotics Co., Ltd.	1,085,182.60	955,364.23	—	—
	Shanghai Targbot Medtech Limited	1,563,043.44	819,351.61	—	—
	Cathbot (Shanghai) Robot Co., Ltd.	87,923.10	—	4,025,000.00	—
	Suzhou MicroPort RehabTech (Group) Co. Ltd.*	1,176.50	—	—	—
Prepaid Accounts	Medical Product Innovation, Inc.*	1,154,712.44	—	—	—
Accounts Payable	Medical Product Innovation, Inc.*	254,179.31	85,612.68	93,380.16	—
	Shanghai MicroPort Medical (Group) Co., Ltd.*	1,575,425.86	3,512,568.98	965,912.94	1,112,263.45
	Suzhou MicroPort OrthoRecon Co., Ltd.*	743,291.42	449,978.38	7,218,051.25	6,303,798.76
	AccuPath Medtech (Jiaxing) Co., Ltd.*	569,632.29	284,594.25	83,755.83	—
	Suzhou MicroPort Orthopedics Medical Tools Co., Ltd.*	—	3,160.00	—	—

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Item	Related Party	2022.3.31 Book Balance	2021.12.31 Book Balance	2020.12.31 Book Balance	2019.12.31 Book Balance
Other Payables	Shanghai Qinghe Enterprise Management Consultation Center LLP	—	—	141,375.00	141,375.00
	MicroPort Sinica Co., Ltd.*	93,955.75	—	—	—
	MicroPort Scientific Corporation	184,993.03	187,891.33	189,954.00	—
	Shanghai MicroPort Medical (Group) Co., Ltd.	8,631,081.52	8,467,360.63	54,435,442.58	16,876,025.02
	Cathbot (Shanghai) Robot Co., Ltd.	241,524.35	294,673.31	—	—
	Ruike Medical Technology (Shanghai) Co., Ltd.*	620.00	—	—	—
	AccuPath Medtech (Jiaxing) Co., Ltd.*	80,139.62	—	—	—
	Suzhou ProSteri Medical Technology Co., Ltd.*	11,300.00	—	—	—
	Shanghai Safeway Co., Ltd.*	152,547.17	—	—	—
	Robocath S.A.S	—	—	4,025,340.00	—
	Milford Haven Global Limited	—	—	108,856,972.37	—

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Item	Related Party	2022.3.31	2021.12.31	2020.12.31	2019.12.31
		Book Balance	Book Balance	Book Balance	Book Balance
Lease Liability	Shanghai MicroPort Medical (Group) Co., Ltd.	5,525,168.07	7,089,052.23	7,714,211.95	11,918,520.55
	Suzhou MicroPort Orthopaedics Scientific (Group) Co., Ltd.	2,872,355.53	2,839,028.02	4,490,684.54	—

* *These transactions also constituted connected transactions or continuing connected transactions of the Company which are either fully exempted under Rule 14A.76(1)(a) as de minimus transactions or non-exempted but already disclosed in the section headed “Connected Transactions — (B) Continuing connected transactions subject to the reporting, annual review, announcement, circular and independent shareholders’ approval requirements” to the Prospectus.*

Save as disclosed above, none of the above related party transactions constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules since the Listing Date and up to 31 March 2022.

The Board confirmed and issued the following opinions on the related party transaction matters occurred between the Company and the related parties outside the consolidated statements during the Reporting Period:

“The Board approved the above-mentioned related party transactions between the Company and the related parties during the Reporting Period, which were conducted in accordance with the principle of fairness and voluntariness and were priced fairly (if priced at all), and were not detrimental to the legitimate rights and interests of the Company and its Shareholders.”

A special resolution will be proposed at the Extraordinary General Meeting to consider and confirm the above transactions.

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OTHER INFORMATION IN RELATION TO THE PROPOSED ISSUE

(A) Reasons for the Proposed Issue and Proposed Listing

The Company considers that the Proposed Issue and the Proposed Listing will accelerate the Group's development and improve its competitiveness, it would be beneficial to and is in the interests of the Company and its Shareholders as a whole and is beneficial to strengthen the sustainable development of the Company for the following reasons.

Branding and benefits as a dual listed company

Following the Listing, the Proposed Issue would allow the Company to become a dual listed company and further enrich its capital base and develop both domestic and international financing platforms. Listing domestically in the PRC would also enable the Company to further enhance its brand image and influence in the domestic market.

As a dual listed company, the Company will be required to comply with the listing rules of both the Stock Exchange and the Shanghai Stock Exchange, which further optimize the Company's corporate governance structure and provide higher level of corporate transparency to Shareholders and potential investors, which is more conducive to protecting the interests of all shareholders as a whole.

Since the establishment of the Sci-Tech Board, it has attracted a lot of companies with strong technological capabilities. Proposed Listing is beneficial to promoting the value and interests of our Company and Shareholders as a whole.

Further funding needs to be met by proceeds from Proposed Issue

While the proceeds raised from the Global Offering provide strong financial support for the sustainable expansion and deployment, as well as acceleration of R&D and industrialization process of the Group in its five major and fast growing surgical specialties, the proceeds from the Proposed Issue will enable the Company to pursue further R&D and commercially launch its future pipeline products and to invest in additional programs.

For the Global Offering, net proceeds from the Listing (including the full exercise of the over-allotment option), after deducting the underwriting commission and other estimated expenses in connection with the Listing which the Company received amounted to approximately HK\$1,682.2 million (equivalent to approximately RMB1,375.4 million).

The surgical robots industry is growing at a high pace. The Company's future success depends on its ability to advance its technologies and introduce improved pipeline products in a timely manner. The Company believe that the Proposed Listing represents a good opportunity for the Company to increase

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its market profile among investors and further contribute to the growth and development of its R&D pipeline and commercialization capabilities.

(B) Effects of the Proposed Issue on shareholding structure of the Company

Upon completion of the Proposed Issue and the Proposed Listing, all of the then existing Domestic Shares will be converted into A Shares and be listed on the Sci-Tech Board. Such converted A Shares will be deposited in China Securities Depository and Clearing Co., Ltd. and subject to lock-up periods as required under relevant PRC laws and regulations.

Assuming that a total of 116,062,930 new A Shares are to be allotted and issued and there is no other change in the share capital of the Company from the Latest Practicable Date up to and including the date of completion of the Proposed Issue, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the Proposed Issue is as follows:

	As at the Latest Practicable Date		Immediately after completion of the Proposed Issue	
	<i>No. of the Shares</i>	<i>Approx. %⁽¹⁾</i>	<i>No. of relevant class of Shares</i>	<i>Approx. %⁽¹⁾</i>
Controlling Shareholders				
— Domestic Shares	—	—	—	—
— H Shares ⁽²⁾	500,731,007	52.24	500,731,007	46.59
— A Shares to be converted from the existing Domestic Shares	—	—	—	—
— A Shares to be allotted and issued	—	—	—	—
Substantial Shareholders, Directors, Chief Executive and their respective Associates				
— Domestic Shares	—	—	—	—
— H Shares ⁽³⁾	152,284,119	15.69	152,284,119	14.17
— A Shares to be converted from the existing Domestic Shares	—	—	—	—
— A Shares to be allotted and issued	—	—	—	—
Public Shareholders				
— Domestic Shares ⁽⁴⁾	6,599,543	0.69	—	—
— H Shares	298,979,162	31.18	298,979,162	27.82
— A Shares to be converted from the existing Domestic Shares	—	—	6,599,543	0.61
— A Shares to be allotted and issued ⁽⁵⁾	—	—	116,062,930	10.80
Total	<u>958,593,831</u>	<u>100%</u>	<u>1,074,656,761</u>	<u>100%</u>

Notes:

- (1) The percentage is calculated on the basis of 958,593,831 Shares (comprising the Domestic Shares and the H Shares) in issue as at the Latest Practicable Date.

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- (2) Shanghai Latent and Shanghai Qingzhen are parties acting-in-concert pursuant to a concert party agreement. Shanghai Qingzhen holds 16,963,831 H Shares and Shanghai Latent holds 483,767,176 H Shares as at the Latest Practicable Date.
- (3) As at the Latest Practicable Date, 96,013,252 H Shares were owned by Shanghai Qingmin, 25,162,653 H Shares were owned by Shanghai Qinghe and 31,108,214 H Shares were owned by Shanghai Qingxing. Dr. He Chao, the executive Director, is a general partner of both Shanghai Qingmin and Shanghai Qingxing and owns approximately 43.12% equity interest in Shanghai Qinghe.
- (4) The 6,599,543 Domestic Shares were not counted as public float immediately prior to the completion of the Proposed Issue.
- (5) Assuming that no core connected person of the Company will participate in the Proposed Issue.

To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, assuming a maximum of 116,062,930 A Shares are allotted and issued, it is expected that approximately a total of 421,641,635 Shares, representing 39.24% of the enlarged issued Shares will be held by the public (including H Shares and A Shares held by the public but excluding any Shares held by the Company's substantial shareholders, Directors, Supervisors, chief executive and their respective close associates) following the completion of the Proposed Issue. As such, the Company would still be able to meet the minimum requirement on public float percentage under the Listing Rules. The Company will closely monitor the shareholdings of the controlling shareholders and other core connected persons of the Company to monitor its public float percentage (including H Shares and A Shares held by the public) to maintain the minimum percentage of listed securities as prescribed by Rule 8.08 of the Listing Rules at all times, including during the stabilization period for the newly issued A Shares, in public hands. The Company will also ensure its compliance with relevant requirements on public float as stipulated under the Listing Rules and will promptly notify the Stock Exchange of any changes in the Company's public float.

(C) Fundraising activities in the past twelve months

The Company conducted the Listing and the Global Offering on the Listing Date. Net proceeds from the Listing (including the full exercise of the over-allotment option), after deducting the underwriting commission and other estimated expenses in connection with the Listing which the Company received amounted to approximately HK\$1,682.2 million (equivalent to approximately RMB1,375.4 million).

The Group intends to utilise the net proceeds raised from the Listing according to the plans set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. All the net proceeds from the Listing were remitted to the PRC and completed the foreign exchange settlement procedures in January 2022. As at 31 March 2022, the Company has utilised the net proceeds from the Listing for the following purposes and has not incurred any major expenditures.

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	Planned use of net proceeds as stated in the Prospectus and taking into account the net proceeds received from the full exercise of the over-allotment option		Actual use of net proceeds for the period from the Listing Date to 31 March 2022	Unutilised net proceeds as at 31 March 2022	Expected timeline of the intended use of proceeds
	HK\$'million	Approximate percentage	HK\$'million	HK\$'million	
For laparoscopic surgical robots	588.91	35.0	64.63	524.28	by the first half of 2023
— ongoing R&D activities of Toumai	336.52	20.0	46.94	289.58	by the first half of 2023
• for further refinement	33.65	2.0	6.37	27.28	by the first half of 2023
• for application expansion to gynecologic, thoracic and general surgeries	100.96	6.0	11.12	89.84	by the first half of 2023
• for product refinement per clinical feedback and product upgrade toward the next generation of Toumai	201.91	12.0	29.45	172.46	by the first half of 2023
— the commercialization of Toumai	252.39	15.0	17.69	234.70	by the first half of 2023
For orthopedic surgical robots	353.35	21.0	1.35	352.00	by the first half of 2023
— ongoing R&D of Honghu	168.26	10.0	1.35	166.91	by the first half of 2023
• for application expansion to other joint replacement procedures	92.54	5.5	1.35	91.19	by the first half of 2023
• for continuous refinements and upgrades	75.72	4.5	—	75.72	by the first half of 2023
— commercialization of Honghu	107.69	6.4	—	107.69	by the first half of 2023
— research and development of other orthopedic surgical robots	77.40	4.6	—	77.40	by the first half of 2023
For the Group's other product candidates	319.69	19.0	29.22	290.47	by the first half of 2023
— the development of our other pipeline products in other surgical specialties, including our trans-bronchial surgical robot and TAVR surgical robot and (ii) the development of new robotic technologies and products to replenish our pipeline	235.56	14.0	28.94	206.62	by the first half of 2023
— the development and commercialization of the surgical robots under our collaboration with international partners, including R-ONE [®] with Robocath, ANT with NDR and Mona Lisa with Biobot	84.13	5.0	0.28	83.85	by the first half of 2023
Enhance our manufacturing capacities and supply chain management capabilities	84.13	5.0	5.91	78.22	by the first half of 2023
Expand our product portfolio with innovative robotic technologies and products	168.26	10.0	86.37	81.89	by the first half of 2023
Working capital and general corporate purposes	168.26	10.0	4.17	164.09	by the first half of 2023

Save as disclosed above, the Company has not conducted any fundraising activities involving the issue of equity or debt securities within the 12 months immediately prior to the Latest Practicable Date.

PROPOSED APPOINTMENT ON AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board, with the recommendation of the Nomination Committee, has resolved to nominate Mr. MUI Wing Hong (“**Mr. MUI**”) as a candidate for the proposed appointment of independent non-executive Director, the chairperson of the Audit Committee and a member of the Nomination Committee, subject to the approval by the Shareholders by way of an ordinary resolution at the Extraordinary General Meeting. The Board identified Mr. MUI as a candidate for the independent non-executive Director through business network and has assessed and reviewed the written confirmation of independence of Mr. MUI based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered Mr. MUI to be independent. The Board has also assessed and evaluated the experience of Mr. MUI based on the nomination policy of the Company which was disclosed in the annual report of the Company and believes that the valuable knowledge and experience of Mr. MUI in the area of finance would generate significant contribution to the Company and the Shareholders as a whole and diversity of the Board.

The biographical details of Mr. MUI are set out as follows:

Mr. MUI Wing Hong (梅永康), aged 51, has more than 25 years’ experience in managing various finance and accounting activities that included financial reporting, budgeting, internal control, fund raising and taxation of listed company.

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Mr. MUI is a fellow of The Hong Kong Institute of Certified Public Accountants, a member of the American Institute of Certified Public Accountants, and is a fellow of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators). Mr. MUI graduated from The Chinese University of Hong Kong with a bachelor's degree in business administration majoring in accounting in December 1994 and further completed a chief financial officer (CFO) program at China Europe International Business School (中歐國際工商學院) in November 2008 and the Northwestern University (Kellogg School of Management) and The Hong Kong University of Science and Technology Executive MBA in December 2020.

From 1994 to 1997, Mr. MUI served as an audit senior at BDO Limited. From to 1997 to 2003, Mr. MUI served as an audit manager at the KPMG Hong Kong branch. From 2004 to 2007, Mr. MUI served as the group finance manager of the Global Beauty Group. From October 2007 to December 2020, Mr. MUI served as the general manager (group corporate finance) of Shui On Land Limited (瑞安房地產有限公司) (stock code: 272), a company listed on the Stock Exchange. From January 2021 to February 2022, Mr. MUI served as the deputy general manager (finance) of K. Wah International Holdings Limited (嘉華國際集團有限公司)(stock code: 173), a company listed on the Stock Exchange.

Subject to the approval of the Shareholders by way of an ordinary resolution at the Extraordinary General Meeting, the Company will enter into an appointment letter with Mr. MUI. The initial length of service will commence from the date of the EGM and end when the term of the first session of the Board expires. Pursuant to the appointment letter, Mr. MUI is entitled to a director's fee of RMB120,000 per annum (before tax), which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Save as otherwise disclosed, Mr. MUI has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with the Company and/or any of its subsidiaries; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. MUI has confirmed that, there are no other matters relating to the proposed appointment that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the proposed appointment that need to be brought to the attention of the Shareholders.

UNCOVERED DEFICIT OF THE COMPANY AMOUNTING TO ONE-THIRD OF THE TOTAL SHARE CAPITAL

As at December 2021, the accumulated loss of the Company was RMB717.989 million and the total share capital of the Company was RMB958.594 million. According to the Articles of Association, when the Company's uncovered deficit reaches one-third of the total paid-up share capital, a general meeting shall be convened and held to consider and approve such matters. The reasons for the Company's uncovered deficit are mainly because the Company's products have only recently debuted for sales, and there are more products in the research and development stage, with a large amount of early research and development expenditure. The Company will subsequently accelerate the progress of R&D and will actively broaden the sales channels for the products already entered the market, so as to achieve the sustainable and stable development of the Company.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the Extraordinary General Meeting to consider and approve the uncovered deficit of the Company amounting to one-third of its total share capital.

EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

The notice of the Extraordinary General Meeting is set out on pages EGM-1 to EGM-9 of this circular. The notice of the Domestic Shareholders' Class Meeting is set out on pages DCM-1 to DCM-8 of this circular. The notice of the H Shareholders' Class Meeting is set out on pages HCM-1 to HCM-8 to this circular.

For determining the eligibility of the holders of H Shares to attend and vote at the Extraordinary General Meeting and H Shareholders' Class Meeting, the register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting and the H Shareholders' Class Meeting, all transfer of H Shares documents, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's share registrar in Hong Kong, 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, 15 June 2022.

PROXY ARRANGEMENT

Forms of proxy for use at the Extraordinary General Meeting and Class Meetings are enclosed with this circular. Such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.medbotsurgical.com). Whether or not you intend to attend the Extraordinary General Meeting and/or the Class Meetings, you are required to complete and sign the forms of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at, Room 101, Area B, Building 1, 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of Domestic Shares) not less than 24 hours before the time fixed for the holding of the Extraordinary General Meeting and Class Meetings (as the case may be) or any adjournment thereof. Completion and delivery of the forms of proxy shall not preclude you from attending and voting in person at the Extraordinary General Meeting and/or Class Meetings if you so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Extraordinary General Meeting and Class Meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Extraordinary General Meeting and Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the proposed resolutions in relation to the Proposed Issue, Proposed Listing, the Proposed Amendments and the proposed appointment of Mr. MUI set out at the notices of the Extraordinary General Meeting and the Class Meetings are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all such resolutions to be proposed at the Extraordinary General Meeting and the Class Meetings.

By order of the Board
Shanghai MicroPort MedBot (Group) Co., Ltd.
Mr. Sun Hongbin
Chairman

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company 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 in the omission of which would make any statement herein or this circular misleading.

GENERAL

The Company's share registrar in Hong Kong is Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the case of any inconsistency.

In order to protect the interests of investors, and further clarify the measures to be taken by Shanghai MicroPort MedBot (Group) Co., Ltd. (hereafter referred to as the “**Company**”) in case that our A-share price is lower than the NAV per share within three years after the initial public offering and listing of our RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board, the Company hereby formulates, in accordance with the relevant provisions in the *Opinions on Further Promoting IPO System Reform* issued by China Securities Regulatory Commission (hereafter referred to as the “**CSRC**”), the share price stabilization plan (hereafter referred to as the “**Plan**”) within three years after the initial public offering and listing of our RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board:

I. CONDITIONS TRIGGERING SHARE PRICE STABILIZATION MEASURES

Within three years from the date of the Company’s listing on the Sci-Tech Board, where the closing price (corresponding adjustments shall be needed as required by SSE’s provisions in the case of ex-rights/ex-dividend events due to the distribution of cash dividends, stock dividends, conversion of capital reserves into share capital and additional new share offering; the same below) of the Company’s A shares is lower than the latest audited NAV per share (NAV per share = net assets in the latest audited consolidated financial statements ÷ the total number of shares of the Company; the same below) for 20 consecutive trading days in each of the three years for the first time not because of force majeure, among others, the Company shall initiate the Plan to protect the interests of shareholders, enhance the investor confidence and stabilize the A-share price.

II. SPECIFIC MEASURES AND ORDER OF THE SHARE PRICE STABILIZATION PLAN

When the conditions for initiating share price stabilization measures are triggered, the Company and related entities will stabilize the share price in accordance with the following measures and order:

(I) The Company repurchases A shares

The Company adopts the call auction trading to repurchase shares from public shareholders (hereafter referred to as the “**share repurchase**”) for the purpose of share price stabilization in compliance with the provisions of relevant laws, regulations and normative documents including the *Company Law*, the *Securities Law* and the *Rules for Share Repurchases of Listed Companies* without disqualifying the Company in terms of the shareholding distribution.

The Board of Directors of the Company makes a resolution on the share repurchase, and the Directors undertake to vote in favor of the Board of Directors on such repurchase.

The shareholders’ meeting shall make a resolution on the share repurchase, which shall be passed by more than two thirds of the voting rights held by the shareholders present at the meeting; and the controlling shareholders of the Company undertake to vote in favor of such share repurchase at the meeting.

Apart from observation of the requirements of relevant laws, regulations and normative documents and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited when carrying out the share repurchase to stabilize the share price, the Company shall also satisfy the following conditions: 1. The price for the proposed share repurchase shall not exceed the Company’s latest audited NAV per share (NAV per share shall be adjusted accordingly in case of

the changes to the Company's net assets and total number of shares because of ex-right/ex-dividend events after the base date for the audit in the most recent period), and such repurchase shall be funded by the Company with its own or self-financing funds; 2. The number of shares repurchased in a single deal shall not exceed 1% of the Company's total A share capital; the cumulative number of shares repurchased in a single fiscal year shall not exceed 2% of the Company's total A share capital; 3. The total amount of funds used for share repurchase shall not exceed the total amount of the proceeds raised by the Company's initial public offering of RMB-denominated ordinary shares (A shares).

(II) The Company's controlling shareholders increase their shareholding of the Company's A shares

When any of the following conditions is fulfilled, the controlling shareholders of the Company shall increase their holdings of the Company's shares on the premise of complying with the conditions and requirements of relevant laws, regulations and normative documents and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited: 1. The Company is unable to implement the share repurchase because of the objective reasons or the share repurchase proposal fails to be approved by the Company's shareholders' meeting; 2. The Company's closing price is lower than the latest audited NAV for 10 consecutive trading days from the day immediately after the date when the company share repurchase plan is finished.

Apart from observation of the requirements of relevant laws, regulations and normative documents and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited when buying additional shares for share price stabilization, the Company's controlling shareholders shall also satisfy the following conditions: 1. The price paid by the controlling shareholders shall not exceed the Company's latest audited NAV per share; 2. The number of additional shares bought in a single deal shall not exceed 1% of the Company's total A share capital; the cumulative number of additional shares bought in a single fiscal year shall not exceed 2% of the Company's total A share capital; 3. Under the premise of following the above provisions, the amount of funds used by the controlling shareholder to increase its shareholding in a single deal shall not be less than 20% of the amount of after-tax cash dividends it received from the Company in the previous fiscal year.

(III) Directors (excluding independent non-executive directors) and executives receiving remuneration increase their holdings of the Company's A shares

When the following conditions are fulfilled, directors (excluding independent non-executive directors, the same below) and executives receiving remuneration from the Company shall, on the premise of complying with the conditions and requirements of relevant laws, regulations and normative documents and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, increase their shareholdings in the Company: The Company's closing price is lower than the latest audited NAV for 10 consecutive trading days from the day immediately after the date when the shareholding increase plan is finished.

Apart from observation of the requirements of relevant laws, regulations and normative documents and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited when buying additional shares for share price stabilization, the Company's directors and executives obliged to increase their holdings shall also satisfy the following conditions: 1. The price paid for shareholding increase shall not exceed the Company's latest audited NAV per share; 2. The funds used in a single deal and/or 12 consecutive months for shareholding increase shall be less than 20% of the total after-tax remuneration they've received in the previous year.

Any newly elected or employed director (excluding independent non-executive directors) and executive receiving remuneration from is paid by the Company shall also be obligated to carry out the undertakings already made by the Company's directors and executives at the time of the Company's initial public offering and listing.

III. PROCEDURES INITIATING SHARE PRICE STABILIZATION MEASURES

(I) Procedures for the Company to initiate A-share repurchase

1. The Board of Directors of the Company shall make a resolution on the share repurchase within 10 trading days from the date when the aforesaid conditions for the share repurchase are triggered;
2. The Board of Directors of the Company shall, within 2 trading days after the resolution of share repurchase is made, announce the resolution of the board of directors and the share repurchase plan and issue a notice of convening a general meeting of shareholders;
3. The Company shall commence the share repurchase from the day immediately after the resolution is made at the general meeting of shareholders and the relevant legal formalities are fulfilled; such share repurchase shall be completed within 12 months from the day immediately after the resolution is made at the aforesaid general meeting of shareholders and the relevant legal formalities are fulfilled;
4. The Company shall publish a report on the shareholding change within two trading days after the share repurchase plan is completed, and the repurchased shares shall be handled in the manner determined by the Board of Directors or the general meeting of shareholders.

(II) Procedures for controlling shareholders to increase their shareholding of the Company's A shares

1. The Board of Directors of the Company shall issue an announcement on the shareholding increase within 5 trading days from the date when the conditions for the controlling shareholder to increase the shareholding are triggered;
2. The controlling shareholder shall commence the shareholding increase from the day immediately after the announcement is published and the relevant legal formalities are fulfilled; such shareholding increase transaction shall be completed within 12 months from the day immediately after the announcement is published and the relevant legal formalities are fulfilled.

(III) Procedures for directors (excluding independent non-executive directors) and executives receiving remuneration to increase their shareholding

1. The Board of Directors of the Company shall issue an announcement on the shareholding increase within 5 trading days from the date when the conditions for the directors and executives to increase the shareholding are triggered;

2. Directors and executives shall commence the shareholding increase from the day after the announcement is published and the relevant legal formalities are fulfilled; such shareholding increase transaction shall be completed within 12 months from the day immediately after the announcement is published and the relevant legal formalities are fulfilled.

IV. TERMINATION CONDITIONS AND RE-TRIGGERING OF A-SHARE PRICE STABILIZATION PLAN

From the date of the announcement of the Company's share price stabilization plan, in case of any of the following circumstances, it will be deemed that the proposed measures and commitments for share price stabilization have been completed and undertaken, and the announced share price stabilization plan will be terminated:

- (I) The Company's closing price for five consecutive trading days is higher than the Company's latest audited NAV per share;
- (II) The Company's shareholding structure shall fail to meet the listing requirements as a result of the Company's subsequent share repurchase or the shareholding increase of controlling shareholders, directors (excluding independent non-executive directors) and executives;
- (III) The number of shares repurchased/additionally bought by or the amount of the funds used for share repurchase/shareholding increase of related entities in each calendar year/12 consecutive months has reached the upper limit;
- (IV) Continuing increasing the shareholding shall trigger the tender offer obligation of controlling shareholders and/or directors and/or executives though they don't have the tender offer intention.

After the implementation of the share price stabilization measures, if the Company's share price again triggers the conditions for initiating the share price stabilization measures, the Company, controlling shareholders, directors, executives and other relevant responsible entities shall continue to perform relevant obligations in accordance with the above measures. In each calendar year, there is only one time that the Company shall be obligated to initiate the share price stabilization measures.

V. BINDING MEASURES

- (I) The Company will prompt and urge the controlling shareholders, directors and executives (including the existing directors and executives as well as new ones to be elected or appointed in the future) who are obliged to increase their shareholdings to strictly fulfill the corresponding commitments to share price stabilization made by the Company, controlling shareholders, directors and executives at the time of the initial public offering and listing of the Company's RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board.

- (II) The Company voluntarily accepts the supervision of relevant authorities including securities regulation authorities and stock exchanges on the formulation and implementation of the share price stabilization plan, and assumes legal responsibility thereunder. In the case that the Company, controlling shareholders, directors and executives don't take share price stabilization measures though the prerequisites for initiating such measures are met and there is no force majeure, the Company, controlling shareholders, directors and executives undertake to be subject to the following restraint measures:
1. In the case of breaking the commitments set out in the share price stabilization plan within three years after the initial public offering and listing of RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board, the Company should: (1) publicly explain the specific reasons for the failure to fulfill the commitments at the Company's general meeting of shareholders and the media designated by the CSRC, apologize to shareholders and public investors, and put forward supplementary or alternative commitments to protect the rights and interests of investors as much as possible; (2) compensate the investors as required by laws for any loss arising from the failure to perform such commitments.
 2. In the case of breaking the commitments set out in the share price stabilization plan within three years after the initial public offering and listing of RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board, the controlling shareholder should: (1) publicly explain the specific reasons for the failure to fulfill the commitments at the Company's general meeting of shareholders and the media designated by the CSRC, apologize to shareholders and public investors, and put forward supplementary or alternative commitments to protect the rights and interests of investors as much as possible; (2) compensate the investors as required by laws for any loss arising from the failure to perform such commitments.
 3. In the case of breaking the commitments set out in the share price stabilization plan within three years after the initial public offering and listing of RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board, the Company's directors and executives should: (1) publicly explain the specific reasons for the failure to fulfill the commitments at the Company's general meeting of shareholders and the media designated by the CSRC, apologize to shareholders and public investors, and put forward supplementary or alternative commitments to protect the rights and interests of investors as much as possible; (2) compensate the investors as required by laws for any loss arising from the failure to perform such commitments.

The above-mentioned Plan shall take effect from the date of approval by the Company's general meeting of shareholders, the class meeting of H shareholders and the class meeting of domestic shareholders, and shall be binding upon the initial public offering and listing of the Company's RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board.

Shanghai MicroPort MedBot (Group) Co., Ltd
4 June 2022

APPENDIX III SHAREHOLDER DIVIDEND DISTRIBUTION PLAN WITHIN THREE YEARS AFTER THE INITIAL PUBLIC OFFERING AND LISTING OF RMB-DENOMINATED ORDINARY SHARES (A-SHARES) ON SCI-TECH BOARD

Shanghai MicroPort MedBot (Group) Co., Ltd (hereinafter referred to as the “**Company**”) intends to apply for an initial public offering and listing of RMB-denominated ordinary shares (A shares) on the Sci-Tech Board (hereinafter referred to as the “**proposed offering and listing**”). Pursuant to relevant laws and regulations including the *Company Law*, the *Notice regarding Further Implementation of Cash Dividend Distribution by Listed Companies (Zheng Jian Fa [2012] No. 37)* and the *No. 3 Guidelines for the Supervision on Listed Companies — Cash Dividend Distribution of Listed Companies (CSRC Announcement [2013] No. 43)* issued by the CSRC and the *Articles of Association* that was amended and came into effect after the Company’s initial public offering and listing of RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board, the Company hereby formulates the below shareholder dividend distribution plan within three years after the initial public offering and listing RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board:

I. PROFIT DISTRIBUTION PRINCIPLE

The Company’s profit distribution policy keeps consistent and stable while taking into account the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company, and the Company gives priority to the distribution of profit in the form of cash dividends if appropriate.

II. PROFIT DISTRIBUTION METHOD

The Company may distribute dividends in cash, stock or a combination of cash and stock or other ways permitted by laws and regulations.

III. CONDITIONS FOR CASH DIVIDEND DISTRIBUTION

1. The Company’s distributable profit for the year (i.e., the Company’s after-tax profit after making up for losses and withdrawing statutory reserve and surplus reserve) is positive and the statutory reserve has been appropriated in full.
2. The auditor issues a standard unqualified audit report on the Company’s financial report for the year.
3. The Company has no major investment plans or material cash expenses (except for fund-raising projects).

Major investment plans or material cash expenses may fall within one of the following circumstances:

- (1) The cumulative expenditure of the Company’s proposed external investment, acquisition of assets or purchase of equipment over the next twelve months meets or exceeds 30% of the Company’s latest audited net assets;
- (2) The cumulative expenditure of the Company’s proposed external investment, acquisition of assets or purchase of equipment over the next twelve months meets or exceeds 10% of the Company’s latest audited total assets.

**APPENDIX III SHAREHOLDER DIVIDEND DISTRIBUTION PLAN WITHIN
THREE YEARS AFTER THE INITIAL PUBLIC OFFERING
AND LISTING OF RMB-DENOMINATED ORDINARY SHARES
(A-SHARES) ON SCI-TECH BOARD**

IV. DIFFERENTIATED CASH DIVIDEND POLICIES

The Board of Directors shall comprehensively consider such factors as the characteristics of the industry in which it operates, the stage of development, the Company's business model, the profitability, and whether there are major capital expenditure arrangements to distinguish the following cases and propose differentiated cash dividend policies in accordance with the procedures stipulated in the Company's articles of association:

1. If the Company is at the late stage without any major cash expenditure arrangement, cash dividends shall account for at least 80% of the proposed profit distribution;
2. If the Company is at the late stage with major cash expenditure arrangements, cash dividends shall account for at least 40% of the proposed profit distribution;
3. If the Company is at the expansion stage with major cash expenditure arrangements, cash dividends shall account for at least 20% of the proposed profit distribution;

V. CONDITIONS FOR DISTRIBUTION OF STOCK DIVIDENDS

If the Company's revenue grows rapidly and the Board of Directors believes that the Company's stock price does not match the size of its share capital, the Company may propose a stock dividend distribution when the above conditions regarding cash dividends are satisfied, which shall be subject to the approval of the general meeting of shareholders after the approval of the Board of Directors and the Supervisory Committee. The stock dividends shall not exceed the scope of accumulated distributable profits.

VI. INTERVAL OF PROFIT DISTRIBUTION

Subject to the above third clause regarding cash dividends, the Company shall pay the dividends once a year in principle. The Board of Directors of the Company may propose an interim dividend based on the Company's current profits size, cash flows status, stage of development and capital requirements.

VII. REVIEW AND APPROVAL PROCEDURES FOR PROFIT DISTRIBUTION PLAN

1. The Board of Directors of the Company is responsible for formulating the profit distribution plan, on which independent non-executive directors shall express their independent opinions;
2. The profit distribution plan approved by the Board of Directors shall be executed only after the consideration and approval of the general meeting of shareholders;
3. If the Board of Directors of the Company does not make a cash profit distribution plan, or if the cash profit distribution plan made by the Board of Directors does not comply with the provisions the Articles of Association, the Company shall disclose in detail in the periodic report the reasons and the use of the funds not used for dividend distribution but retained by the Company. Independent non-executive directors shall express an independent opinion in this regard;

**APPENDIX III SHAREHOLDER DIVIDEND DISTRIBUTION PLAN WITHIN
THREE YEARS AFTER THE INITIAL PUBLIC OFFERING
AND LISTING OF RMB-DENOMINATED ORDINARY SHARES
(A-SHARES) ON SCI-TECH BOARD**

4. The Supervisory Committee shall supervise the profit distribution plan formulated by the Board of Directors. Where the Board of Directors fails to make a cash profit distribution plan in accordance with the *Articles of Association*, or where the cash profit distribution plan made by the Board of Directors does not comply with the *Articles of Association*, the Supervisory Committee shall have the right to request the Board of Directors to make rectifications;
5. When the profit distribution policy needs to be adjusted due to significant changes in the external business environment or the Company's operating situation, the Board of Directors shall reformulate the profit distribution policy, on which the independent non-executive directors shall express their opinions. The profit distribution policy reformulated by the Board of Directors shall be submitted to the shareholders' meeting for consideration and shall be implemented only after it is approved by at least 2/3 of the votes held by the shareholders present at the meeting where both on-site voting and online voting are permitted to facilitate small and medium-sized shareholders in formulating or modifying the profit distribution policy.

After the general meeting of shareholders makes a resolution on the profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within two months after such meeting.

VIII. ADJUSTMENTS OR CHANGES OF PROFIT DISTRIBUTION POLICY

In the event of force majeure such as war, natural disasters, epidemics, or changes in the Company's external operating environment that have a material impact on the Company's production and operation, or major changes in the Company's operating situation, the Company may adjust or change its profit distribution policy in accordance with laws.

The adjusted profit distribution policy shall be designed to protect rights and interests of shareholders and shall not violate the relevant provisions of relevant laws, regulations and normative documents; the Company's Board of Directors shall make a special discussion to justify the adjustment or change of the profit distribution policy by the Board of Directors, and provide a written report that shall be subject to the approval of the special resolution of the shareholders' meetings after being reviewed by independent non-executive directors. When reviewing the changes to the profit distribution policy, the Company shall facilitate all shareholders to express their opinions and provide suggestions.

The above-mentioned plan shall take effect from the date of approval by the Company's general meeting of shareholders, the class meeting of H shareholders and the class meeting of domestic shareholders, and shall be binding upon the initial public offering and listing of the Company's RMB-denominated ordinary shares (A-shares) on the Sci-Tech Board.

Shanghai MicroPort MedBot (Group) Co., Ltd
4 June 2022

COMPARISON TABLE OF AMENDMENTS
TO THE ARTICLES OF ASSOCIATION

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 1. To safeguard the legitimate rights and interests of the shareholders and creditors of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “Company”), and to regulate the organization and activities of the Company, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1), the Reply of the State Council on Adjusting the Provisions Applicable to the Notice Period for Convening Shareholders’ General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws, administrative regulations and normative documents.</p>	<p>Article 1. To safeguard the legitimate rights and interests of the shareholders and creditors of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “Company”), and to regulate the organization and activities of the Company, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1), the Reply of the State Council on Adjusting the Provisions Applicable to the Notice Period for Convening Shareholders’ General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <u>the Guidelines on the Articles of Association of Listed Companies (Announcement of China Securities Regulatory Commission [2022] No. 2), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (SZF [2020] No. 101) (the “Sci-Tech Board Listing Rules”)</u>, and other relevant laws, administrative regulations and normative documents.</p>
<p>Article 4. On September 12, 2021, the Company was approved by the China Securities Regulatory Commission to issue 36,200,000 overseas-listed foreign shares (the “H Shares”) (without the exercise of the over-allotment option) in Hong Kong. On November 2, 2021, the H Shares were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).</p>	<p>Article 4. On September 12, 2021, the Company was approved by the China Securities Regulatory Commission <u>(the “CSRC”)</u> to issue 36,200,000 overseas-listed foreign shares (the “H Shares”) (without the exercise of the over-allotment option) in Hong Kong. On November 2, 2021, the H Shares were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).</p> <p><u>Approved by the CSRC on [Date], the Company issued [•] shares of RMB common stock (A shares) to the public for the first time, and was listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange on [Date].</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 7. The registered capital of the Company was RMB916,963,831 Yuan before the issuance of H Shares.</p> <p>The registered capital of the Company is RMB953,163,831 Yuan after completion of the issuance of H Shares (without the exercise of the over-allotment option). If the over-allotment option is fully exercised, the registered capital of the Company will be RMB958,593,831 Yuan.</p>	<p>Article 7. The registered capital of the Company was RMB[•] Yuan.</p>
<p>Article 11. The Articles of Association are adopted by a resolution at the general meeting of the Company and approved by the relevant department of the PRC, and shall become effective on the date when the overseas-listed foreign shares issued by the Company are listed and traded on the Hong Kong Stock Exchange. From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the Company's organization and activities, as well as the rights and obligations between the Company and each shareholder and between the shareholders.</p> <p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management, all of whom shall have the rights to propose any matters of the Company pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, a shareholder may take legal action against another shareholder or the Company, the Company may take legal action against a shareholder, a shareholder may take legal action against the directors, supervisors and senior management of the Company, and the Company may take legal action against its directors, supervisors and senior management.</p> <p>The legal action referred to in the preceding paragraph includes applications to competent courts or arbitral bodies.</p>	<p>Article 11. From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the Company's organization and activities, as well as the rights and obligations between the Company and each shareholder and between the shareholders.</p> <p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management, all of whom shall have the rights to propose any matters of the Company pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, a shareholder may take legal action against another shareholder or the Company, the Company may take legal action against a shareholder, a shareholder may take legal action against the directors, supervisors and senior management of the Company, and the Company may take legal action against its directors, supervisors and senior management.</p> <p>The legal action referred to in the preceding paragraph includes applications to competent courts or arbitral bodies <u>in accordance with the Articles of Association.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 14. The business scope of the Company shall be such items as approved by the company registration authority. The Company’s business scope registered according to law: General items: technology development, technology transfer, technology consultation, technology service, technology exchange and technology promotion in the field of medical robotic technology; sales of instruments and meters; sales of mechanical equipment; sales of electronic components and electromechanical units and equipment; sales of metal products; sales of medical equipment supporting software, parts, components and computer software and system integration products and equipment; import and export of goods; import and export of technologies; production of Class I medical devices; sales of Class I medical devices; sales of Class II medical devices; Repair of Class I, Class II and Class III medical devices, their software, parts and components. Relevant ancillary aftermarket services and technical services for Class I, Class II and Class III medical devices, their software, parts and components. Design, system integration, assembly and installation of minimally invasive surgical systems in operating theatres of medical institutions; operating lease of medical equipment. Approval items: production of Class II medical devices; production of Class III medical devices; operation of Class III medical devices (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law). The Company may, upon approval by the general meeting and relevant government authorities (if necessary), adjust its business scope according to law based on changes in the domestic and foreign markets, business development and its own capabilities, and go through the relevant adjustment procedures as required.</p>	<p>Article 14. The business scope of the Company shall be such items as approved by the company registration authority. The Company’s business scope registered according to law: General items: technology development, technology transfer, technology consultation, technology service, technology exchange and technology promotion in the field of medical robotic technology and <u>medical devices</u>; sales of instruments and meters; sales of mechanical equipment; sales of electronic components and electromechanical units and equipment; sales of metal products; sales of medical equipment supporting software, parts, components and computer software and system integration products and equipment; import and export of goods; import and export of technologies; production of Class I medical devices; sales of Class I medical devices; sales of Class II medical devices; <u>repair of specialized equipment; electrical installation services; information system integration services; leasing services (excluding leasing services for the approved items)</u>. Approval items: production of Class II medical devices; production of Class III medical devices; operation of Class III medical devices (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with <u>the</u> law).</p> <p>The Company may, upon approval by the general meeting and relevant government authorities (if necessary), adjust its business scope according to law based on changes in the domestic and foreign markets, business development and its own capabilities, and go through the relevant adjustment procedures as required.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 19. Shares that the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares that are listed overseas shall be referred to as overseas-listed foreign shares.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions that are recognized by the foreign exchange authority of the PRC and that can be used to pay for the shares subscribed.</p> <p>Foreign shares issued by the Company that are listed in Hong Kong shall be referred to as H Shares. H Shares are shares that have been approved for listing on the Hong Kong Stock Exchange, the par value of which is denominated in Renminbi, and are subscribed for and traded in Hong Kong dollars.</p>	<p>Article 19. Shares that the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. <u>Domestic shares that are domestically listed shall be referred to as domestically listed domestic shares.</u> Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares that are listed overseas shall be referred to as overseas-listed foreign shares.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions that are recognized by the foreign exchange authority of the PRC and that can be used to pay for the shares subscribed.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p> <p>Shares issued by the Company but not listed on any stock exchanges in or outside the PRC are known as unlisted shares. Upon the issuance and listing of the Company's shares overseas, subject to the approval by the securities regulatory authority of the State Council, holders of the unlisted shares of the Company may transfer all or part of the shares held by them to foreign investors and have such shares listed and traded on an overseas stock exchange; all or part of the domestic shares may be convertible into foreign shares, and the converted foreign shares may be listed and traded on an overseas stock exchange. The shares transferred or converted as mentioned above shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange if they are listed and traded on the overseas stock exchange. The listing and trading of shares on an overseas stock exchange or the conversion of domestic shares into foreign shares for listing and trading on an overseas stock exchange as mentioned above does not require voting at any general meeting or class meeting.</p> <p>The domestic shares converted to the overseas-listed foreign shares shall be regarded as the same class of shares as the original overseas-listed foreign shares.</p>	<p>Foreign shares issued by the Company that are listed in Hong Kong shall be referred to as H Shares. H Shares are shares that have been approved for listing on the Hong Kong Stock Exchange, the par value of which is denominated in Renminbi, and are subscribed for and traded in Hong Kong dollars. <u>Domestic shares can be converted into H shares with the approval of the State Council or an agency authorized by the State Council and the consent of the Hong Kong Stock Exchange.</u></p> <p><u>Shares issued by the Company that are listed on domestic stock exchanges shall be referred to as A Shares. A Shares are shares that have been approved for listing on stock exchanges in China, the par value of which is denominated in Renminbi, and are subscribed for and traded in Renminbi.</u></p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>
<p>Article 20. The total number of shares issued by the Company on the date of its establishment subject to the approval of the company approval authority authorized by the State Council was 900,000,000 shares, all of which were ordinary shares subscribed by the promoters at the time of its establishment. Details of the number of shares held the promoters and their shareholding percentage are as follows:.....</p>	<p>Article 20. The total number of shares issued by the Company on the date of its establishment subject to the approval of the company approval authority authorized by the State Council was 900,000,000 shares, all of which were ordinary shares subscribed by the promoters at the time of its establishment. <u>The names of promoters, number of shares held, shareholding proportion, method of capital contribution, and date of capital contribution are as follows:.....</u></p>
<p>Article 21. Pursuant to the approval of the securities regulatory authority of the State Council, the Company issued 36,200,000 overseas-listed foreign shares (without the exercise of the over-allotment option) under the initial public offering.</p>	<p>Article 21. Pursuant to the approval of the securities regulatory authority of the State Council, the Company issued <u>41,630,000</u> overseas-listed foreign shares (<u>including 5,430,000 shares issued upon exercise of the over-allotment option</u>) under the initial public offering.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Upon completion of the initial public offering of its overseas-listed foreign shares, if the over-allotment option is not exercised, the share capital of the Company is comprised of 953,163,831 ordinary shares, including 946,564,288 overseas-listed foreign shares (including 910,364,288 overseas-listed foreign shares converted from unlisted domestic shares) and 6,599,543 domestic shares; if the over-allotment option is exercised in full, the share capital of the Company is comprised of 958,593,831 ordinary shares, including 951,994,288 overseas-listed foreign shares (including 910,364,288 overseas-listed foreign shares converted from unlisted domestic shares) and 6,599,543 domestic shares.</p>	<p>Upon completion of the initial public offering of its overseas-listed foreign shares, if the over-allotment option is not exercised, the share capital of the Company is comprised of 953,163,831 ordinary shares, including 946,564,288 overseas-listed foreign shares (including 910,364,288 overseas-listed foreign shares converted from unlisted domestic shares) and 6,599,543 domestic shares, <u>in which overseas-listed foreign shares represent 99.31% and domestic shares represent 0.69%</u> of the Company's ordinary shares; if the over-allotment option is exercised in full, the share capital of the Company is comprised of 958,593,831 ordinary shares, including 951,994,288 overseas-listed foreign shares (including 910,364,288 overseas-listed foreign shares converted from unlisted domestic shares) and 6,599,543 domestic shares, <u>in which overseas-listed foreign shares represent 99.31% and domestic shares represent 0.69% of the Company's ordinary shares.</u></p> <p><u>With the approval of the Shanghai Stock Exchange and the China Securities Regulatory Commission for registration, the Company issued [•] domestic RMB common shares (A shares) in its initial public offering, and was listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange on [Date]. Upon completion of the initial public offering of domestic RMB ordinary shares (A shares) and the listing on the Science and Technology Innovation Board of the Shanghai Stock Exchange, the share capital of the Company is comprised of [•] ordinary shares, including [•] domestic RMB ordinary shares (A shares), which represents [•]% of the Company's ordinary shares; and [•] H shares, which represents [•]% of the Company's ordinary shares.</u></p>
<p>Article 25. Unless otherwise provided by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange, fully-paid shares of the Company shall be freely transferable and shall also be free from all liens.</p> <p>Any transfer of shares of the Company shall be conducted in accordance with the applicable laws and regulations of the PRC and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange.</p>	<p>Delete clause</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 26. Based on its operating and development needs, the Company may, pursuant to the laws and administrative regulations and with the approval by resolution at the general meeting, increase its registered capital in the following ways in accordance with the requirements of the Articles of Association:</p> <ol style="list-style-type: none"> (1) Offer new shares to non-specially-designated investors for subscription; (2) Place new shares to existing shareholders; (3) Distribute new shares to existing shareholders; (4) Issue new shares to specially-designated investors; (5) Convert capital reserves into share capital; (6) Any other means approved by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange. <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, it shall be made in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC and the regulatory rules in the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules).</p>	<p>Article 25. Based on its operating and development needs, the Company may, pursuant to the laws and administrative regulations and with the approval by resolution at the general meeting, increase its registered capital in the following ways in accordance with the requirements of the Articles of Association:</p> <ol style="list-style-type: none"> (1) Offer new shares to non-specially-designated investors for subscription; (2) Place new shares to existing shareholders; (3) Distribute new shares to existing shareholders; (4) Issue new shares to specially-designated investors; (5) Convert capital reserves into share capital; (6) Any other means approved by the laws and regulations of the PRC, the securities regulatory authorities <u>and the stock exchange</u> in the place where the Company's shares are listed. <p><u>The Company may not issue preferred shares that are convertible to common shares.</u></p> <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, it shall be made in accordance with the procedures set out in the relevant laws, administrative regulations and <u>departmental rules</u> of the PRC and the regulatory rules in the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules <u>and the Sci-Tech Board Listing Rules</u>).</p>
<p>Article 28. The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten days from the date of the Company's resolution to reduce registered capital and shall publish an announcement in a newspaper within thirty days from the date of such resolution. A creditor shall have the right to require the Company to repay its debts or to provide a corresponding guarantee for such debts within thirty days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within forty-five days from the date of the relevant announcement.</p> <p>The Company's registered capital shall not, upon reduction, be less than the minimum amount prescribed by law.</p>	<p>Delete clause</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 29. The Company may, subject to the procedures set out in the laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) and the Articles of Association, repurchase its outstanding shares under the following circumstances upon the approval of the relevant competent authorities of the PRC:</p> <ol style="list-style-type: none"> (1) Cancellation of its shares for the purpose of reducing its capital; (2) Merger with another company which holds the shares of the Company; (3) Granting of shares for employee stock option plans or equity incentives; (4) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company; (5) Use of the shares for the conversion of convertible corporate bonds issued by the listed company; (6) As required for maintenance of the corporate value and shareholders' rights and interests of a listed company; (7) Any other circumstance prescribed by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange. <p>Other than the aforesaid circumstances, the Company shall not engage in any activities for the purchase or sale of its shares.....</p> <p>The Company shall perform its obligations of information disclosure in accordance with the Securities Law of the People's Republic of China and the Hong Kong Listing Rules when it acquires its own shares.</p> <p>Where the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange have any other provisions in respect of the matters relating to the share buyback, such provisions shall prevail.</p>	<p>Article 27. The Company may, subject to the procedures set out in laws, administrative regulations, departmental rules, and the regulatory rules in the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules and the Sci-Tech Board Listing Rules) and the Articles of Association, repurchase its outstanding shares under the following circumstances upon the approval of the relevant competent authorities of the PRC:</p> <ol style="list-style-type: none"> (1) Cancellation of its shares for the purpose of reducing its capital; (2) Merger with another company which holds the shares of the Company; (3) Granting of shares for employee stock option plans or equity incentives; (4) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company; (5) Use of the shares for the conversion of convertible corporate bonds issued by the listed company; (6) As required for maintenance of the corporate value and shareholders' rights and interests of the Company; (7) Any other circumstance prescribed by the laws and regulations of the PRC, the securities regulatory authorities and <u>the stock exchange</u> in the place where the Company's shares are listed. <p>Other than the aforesaid circumstances, the Company shall not engage in any activities for the purchase or sale of its shares.....</p> <p>The Company shall perform its obligations of information disclosure in accordance with the Securities Law of the People's Republic of China and <u>the regulatory rules in the place where the Company's shares are listed</u>.</p> <p>Where the laws and regulations of the PRC, the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed have any other provisions in respect of the matters relating to the share buyback, such provisions shall prevail.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 30. The Company may, upon the approval of the relevant competent authorities of the PRC, repurchase its shares in one of the following ways:</p> <ol style="list-style-type: none"> (1) Making a pro rata general offer of repurchase to all its shareholders; (2) Repurchasing through public trading on a stock exchange; (3) Repurchasing shares by an off-market agreement outside a stock exchange; (4) Any other ways recognized by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange. 	<p>Article 28. The Company may, upon the approval of the relevant competent authorities of the PRC, repurchase its shares in one of the following ways:</p> <ol style="list-style-type: none"> (1) Making a pro rata general offer of repurchase to all its shareholders; (2) Repurchasing through public trading on a stock exchange; (3) Repurchasing shares by an off-market agreement outside a stock exchange; (4) Any other ways recognized by the laws and regulations of the PRC, the securities regulatory authorities <u>and the stock exchange</u> in the place where the Company's shares are listed. <p><u>Where the Company purchases A shares of the Company under the circumstances specified in items (3), (5) and (6) of Paragraph 1 under Article 27, the purchase shall be made through a public centralized transaction.</u></p>
<p>Article 32. The price of redeemable shares for which the Company has the right to repurchase shall be limited to a maximum price if purchases are not made through the market or by tender. If purchases are made by tender, the tender shall be available to all shareholders on the same terms.</p>	<p>Delete clause</p>
<p>Article 34.Where the laws, regulations, rules and normative documents of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange contain any other provisions in respect of the accounting treatment for the aforesaid share repurchases, such provisions shall prevail.</p>	<p>Article 31.Where the laws, regulations, rules and normative documents of the PRC, the securities regulatory authorities <u>and the stock exchange</u> in the place where the Company's shares are listed contain any other provisions in respect of the accounting treatment for the aforesaid share repurchases, such provisions shall prevail.</p>
<p>Article 35. Unless otherwise provided by the laws and regulations of the PRC, and the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange, fully-paid shares of the Company shall be free from any restriction on the right of transfer, freely transferable and also free from all liens. Transfer of overseas-listed foreign shares listed in Hong Kong requires registration with the Company's share registrar in Hong Kong.</p>	<p>Article 32. Unless otherwise provided by the laws and regulations of the PRC, the securities regulatory authorities <u>and the stock exchange</u> in the place where the Company's shares are listed, fully-paid shares of the Company shall be free from any restriction on the right of transfer, freely transferable and also free from all liens.</p> <p><u>The transfer of the Company's shares shall be carried out in accordance with applicable laws and regulations of the PRC, and provisions of the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed.</u></p> <p><u>The Company will not accept the Company's shares as the subject of a pledge.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 38. Shares of the Company held by the promoters shall not be transferred for a period of one year after the Company’s establishment.</p> <p>Each of the directors, supervisors and senior management of the Company shall declare to the Company the number of shares of the Company he or she holds and the subsequent changes in the shareholding. The number of shares that such person may transfer every year during his or her terms of office shall not exceed 25% of the total number of the Company’s shares held by him or her. Such person shall not transfer the Company’s shares held within half a year after he or she ceased to serve the Company.</p>	<p>Article 35. Shares of the Company held by the promoters shall not be transferred for a period of one year after the Company’s establishment. <u>Unlisted domestic shares issued before the Company’s initial public offering of A shares shall not be transferred for a period of one year from the date when the Company’s shares are listed and traded on the stock exchange.</u></p> <p>Each of the directors, supervisors and senior management of the Company shall declare to the Company the number of shares of the Company he or she holds and the subsequent changes in the shareholding. The number of shares that such person may transfer every year during his or her terms of office shall not exceed 25% of the total number of the Company’s shares held by him or her; <u>the shares held by he or she shall not be transferred within one year from the date of listing and trading of the corresponding stock of the Company.</u> Such person shall not transfer the Company’s shares held within half a year after he or she ceased to serve the Company.</p>
<p>New clause</p>	<p><u>Article 36. Where any shareholder, director, supervisor, or senior management member that holds more than 5% of the Company’s shares sells the Company’s A shares or other securities of an equity nature he or she holds within six months from the date of purchase, or repurchases within six months from the date of sale, the gains therefrom shall go to the Company, and the Company’s Board of Directors will recover such gains, except in the case that a securities company holds more than 5% of the Company’s shares as a result of purchasing the remaining shares after underwriting and other circumstances specified by the China Securities Regulatory Commission.</u></p> <p><u>Shares or other securities of an equity nature held by directors, supervisors, senior management and natural person shareholders as mentioned in the previous paragraph shall include shares or other securities of an equity nature held by their spouses, parents and children or using another person’s account.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<p><u>If the Board of Directors of the Company fails to enforce the provisions of the first paragraph under this Article, the shareholders shall have the right to demand such enforcement by the Board of Directors within thirty days. If the Board of Directors fails to do so within the said period, the shareholders shall have the right to file a lawsuit in their own name directly to the People’s Court for the interests of the Company.</u></p> <p><u>Where the Board of Directors of the Company fails to enforce the provisions of the first paragraph under this Article, the director that is responsible shall assume joint and several liability according to law.</u></p>
<p>Article 39. The Company or its subsidiaries shall not, at any time, provide any kind of financial assistance to a person who acquires or intends to acquire shares of the Company. The aforesaid person acquiring shares of the Company includes a person who has directly or indirectly incurred any obligations as a result of the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, by any means at any time, provide financial assistance to the aforesaid person for the purpose of reducing or discharging his or her obligations.</p> <p>This Article shall not apply to the circumstances specified in Article 41 hereof.</p>	<p>Article 37. The Company or its subsidiaries shall not, at any time, provide any kind of financial assistance <u>in the form of grants, advances, guarantees, compensation or loans to a person who acquires</u> or intends to acquire shares of the Company. The aforesaid person acquiring shares of the Company includes a person who has directly or indirectly incurred any obligations as a result of the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, by any means at any time, provide financial assistance to the aforesaid person for the purpose of reducing or discharging his or her obligations.</p> <p>This Article shall not apply to the circumstances specified in Article 39 hereof.</p>
<p>Article 41. The following acts shall not be deemed to be acts as prohibited by Article 39 hereof:.....</p>	<p>Article 39. The following acts shall not be deemed to be acts as prohibited by Article 37 hereof:.....</p>
<p>Article 42. Share certificates of the Company shall be in registered form. In addition to those provided in Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange on which the shares of the Company are listed.</p> <p>Where the share capital of the Company includes shares that do not carry voting rights, the words “non-voting” must appear on the name of such shares. Where the share capital includes shares with different voting rights, the name of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p>Article 40. Share certificates of the Company shall be in registered form. In addition to those provided in Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange on which the shares of the Company are listed.</p> <p><u>The A shares issued by the company are under centralized depository of China Securities Depository and Clearing Corporation Limited;</u> the H Shares issued by the Company may take the form of overseas depository receipts or other derivative forms of shares pursuant to the laws in Hong Kong, requirements of the Hong Kong Stock Exchange or practices for registration and deposit of securities.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>The H Shares issued by the Company may take the form of overseas depository receipts or other derivative forms of shares pursuant to the laws in Hong Kong, requirements of the Hong Kong Stock Exchange or practices for registration and deposit of securities.</p>	
<p>Article 45. The Company shall keep a register of members according to the certificates provided by the securities registration authority and register the following particulars, or shall register shareholders in accordance with the laws and regulations of the PRC and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange:</p>	<p>Article 43. The Company shall keep a register of members according to the certificates provided by the securities registration authority and register the following particulars, or shall register shareholders in accordance with the laws and regulations of the PRC and relevant requirements of the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed:</p>
<p>Article 47. The Company may, in accordance with the memorandum of understanding and agreements between the securities authority of the State Council and overseas securities regulatory authorities, maintain its original copy of the register of holders of overseas-listed foreign shares outside China and entrust an overseas agent to maintain such register. The original copy of the register of holders of overseas-listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas- listed foreign shares at the Company's corporate domicile. The appointed overseas agent shall ensure the consistency between the original copy and the duplicate of register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original copy and the duplicate of the register of holders of overseas-listed foreign shares, the original copy shall prevail.</p>	<p>Article 45. The Company may, in accordance with the memorandum of understanding and agreements between the securities authority of the State Council and overseas securities regulatory authorities, maintain its original copy of the register of holders of overseas-listed foreign shares outside China and entrust an overseas agent to maintain such register. The original copy of the register of holders of overseas-listed foreign shares listed in Hong Kong shall be kept in Hong Kong. <u>The Company can, by notice given in accordance with the relevant provisions of the Hong Kong Listing Rules and the Hong Kong Companies Ordinance, close the register of members relating to the class of shares for a period or periods not exceeding in the aggregate 30 days in any one year.</u></p> <p>The Company shall maintain a duplicate of the register of holders of overseas- listed foreign shares at the Company's corporate domicile. The appointed overseas agent shall ensure the consistency between the original copy and the duplicate of register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original copy and the duplicate of the register of holders of overseas-listed foreign shares, the original copy shall prevail.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 51. Where the Company convenes a general meeting, distributes dividends, liquidates or carries out other activities that require the determination of shareholding, the Board of Directors or a convener of the general meeting shall set a record date for determination of shareholding. Upon the close of such date, shareholders whose names appear in the register of members shall be deemed as the shareholders of the Company.</p>	<p>Article 49. Where the Company convenes a general meeting, distributes dividends, liquidates or carries out other activities that require the determination of shareholding, the Board of Directors or a convener of the general meeting shall set a record date for determination of shareholding. <u>Shareholders whose names appear in the register of members after the close of market on the record date shall be deemed as the shareholders of the Company.</u></p>
<p>Article 57. Holders of ordinary shares of the Company shall have the following rights:</p> <ol style="list-style-type: none"> (1) The right to receive dividends and other distributions in proportion to the number of shares held; (2) The right to request, convene, preside over, attend and vote in person or appoint a proxy to attend and vote correspondingly on their behalf at general meetings in accordance with the laws; (3) The right to supervise the Company's operations, and to put forward proposals or raise enquiries; (4) The right to transfer, gift or pledge the shares held in accordance with the laws, administrative regulations and the Articles of Association; 	<p>Article 55. Holders of ordinary shares of the Company shall have the following rights:</p> <ol style="list-style-type: none"> (1) The right to receive dividends and other distributions in proportion to the number of shares held; (2) The right to request, convene, preside over, attend and vote in person or appoint a proxy to attend and vote correspondingly on their behalf at general meetings in accordance with the laws; (3) The right to supervise the Company's operations, and to put forward proposals or raise enquiries; (4) The right to transfer, gift or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>(5) The right to obtain the relevant information in accordance with the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. A copy of the Articles of Association upon payment of a reasonable fee; 2. The right to inspect and copy upon payment of a reasonable fee; <p>(1) The complete register of shareholders;</p> <p>(2) Personal particulars of directors, supervisors, general manager and other senior management of the Company;</p> <ol style="list-style-type: none"> (a) present and former name and alias; (b) principal address (place of residence); (c) nationality; (d) full-time jobs and all other part-time jobs and positions; (e) identification documents and the numbers thereof; <p>(3) The status of the Company's share capital;</p> <p>(4) The Company's latest audited financial statements and the reports of the Board of Directors, auditors and the Supervisory Committee;</p> <p>(5) The special resolutions of the Company;</p> <p>(6) Reports showing the aggregate par value, quantity, highest and lowest prices paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</p>	<p>(5) The right to obtain the relevant information in accordance with the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. A copy of the Articles of Association upon payment of a reasonable fee; 2. The right to inspect and copy upon payment of a reasonable fee; <p>(1) The complete register of shareholders;</p> <p>(2) Personal particulars of directors, supervisors, general manager and other senior management of the Company;</p> <ol style="list-style-type: none"> (a) present and former name and alias; (b) principal address (place of residence); (c) nationality; (d) full-time jobs and all other part-time jobs and positions; (e) identification documents and the numbers thereof; <p>(3) The status of the Company's share capital;</p> <p>(4) The Company's latest audited financial statements and the reports of the Board of Directors, auditors and the Supervisory Committee;</p> <p>(5) The special resolutions of the Company;</p> <p>(6) Reports showing the aggregate par value, quantity, highest and lowest prices paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>(7) A copy of the latest annual inspection report filed with the competent administration for industry and commerce or other competent authorities;</p> <p>(8) Minutes of general meetings.</p> <p>The Company shall publish the above documents in item (3)–(7) in the paragraph (2) above and any other applicable documents on the website of the Hong Kong Stock Exchange and website of the Company. The Company shall place the above documents in item (1) and (8) in the paragraph (2) above at the designated address in Hong Kong for inspection by the public and shareholders free of charge, the minutes of general meetings which are available for inspection by shareholders only.</p> <p>Subject to the applicable laws, regulations and regulatory rules in the place where the Company’s shares are listed; the Company may refuse to provide any information for inspection or copying which involves trade secrets of and insider information relating to the Company and personal privacy of relevant personnel.</p> <p>(6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held;</p> <p>(7) With respect to shareholders who voted against any resolution adopted at a general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) Shareholders individually or jointly holding more than 3% of the Company’s shares is entitled to make a provisional motion in writing to the Board of Directors ten days before the date of the general meeting;</p>	<p>(7) A copy of the latest annual inspection report filed with the competent administration for industry and commerce or other competent authorities;</p> <p>(8) Minutes of general meetings.</p> <p><u>3. The right to inspect the Company’s bond stubs, resolutions of board meetings and Supervisory Committee meetings, and financial statements.</u></p> <p>The Company shall publish the above documents in <u>item (3)–(7) in 2</u> above and any other applicable documents on the website of the Hong Kong Stock Exchange and website of the Company. The Company shall place the above documents in <u>item (1) and (8) in 2</u> above at the designated address in Hong Kong for inspection by the public and shareholders free of charge, the minutes of general meetings which are available for inspection by shareholders only.</p> <p>Subject to the applicable laws, regulations and regulatory rules in the place where the Company’s shares are listed; the Company may refuse to provide any information for inspection or copying which involves trade secrets of and insider information relating to the Company and personal privacy of relevant personnel.</p> <p>(6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held;</p> <p>(7) With respect to shareholders who voted against any resolution adopted at a general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) Shareholders individually or jointly holding more than 3% of the Company’s shares is entitled to make a provisional motion in writing to the Board of Directors ten days before the date of the general meeting;</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>(9) Any other rights prescribed by laws, administrative regulations, departmental rules, regulatory rules in the place where the Company’s shares are listed or the Articles of Association.</p>	<p>(9) Any other rights prescribed by laws, administrative regulations, departmental rules, regulatory rules in the place where the Company’s shares are listed or the Articles of Association.</p> <p><u>If a shareholder requests to inspect the information or obtain the materials mentioned in the preceding article, the shareholder shall provide the Company with written documents that prove the type and number of the Company’s shares held by the shareholder, and the Company shall provide such information to the shareholder after verification of the shareholder’s identity.</u></p>
<p>Article 59. Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) To pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) Not to surrender the shares unless required by laws or administrative regulations;</p> <p>(4) Not to abuse the shareholders’ rights to prejudice the interests of the Company or other shareholders; not to abuse the status of the Company as an independent legal person or the limited liability of the shareholders to prejudice the interests of any creditors of the Company;</p> <p>Where any shareholder of the Company abuses the shareholders’ rights and incurs losses to the Company or other shareholders, such shareholder shall be liable for the damages according to the law;</p> <p>Where shareholders of the Company abuse the Company’s status as an independent legal person and the limited liability of the shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;</p> <p>(5) Other obligations imposed by laws, administrative regulations, regulatory rules in the place where the Company’s shares are listed and the Articles of Association.</p>	<p>Article 57. Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) To pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) Not to surrender the shares unless required by laws or administrative regulations;</p> <p>(4) Not to abuse the shareholders’ rights to prejudice the interests of the Company or other shareholders; not to abuse the status of the Company as an independent legal person or the limited liability of the shareholders to prejudice the interests of any creditors of the Company;</p> <p>(5) Other obligations imposed by laws, administrative regulations, regulatory rules in the place where the Company’s shares are listed and the Articles of Association.</p> <p><u>Shareholders of the Company who abuse shareholders’ rights to cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law.</u></p> <p><u>Shareholders of the Company who abuse the independent status of the Company as a legal person and limited liability of shareholders to evade debts and seriously damage the interests of the Company’s creditors shall be jointly and severally liable for the debts of the Company.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>
<p>Article 60. In addition to the obligations imposed by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company’s shares are listed and the Hong Kong Stock Exchange, a controlling shareholder, when exercising the shareholders’ rights, shall not exercise his or her voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders:.....</p>	<p>Article 58. In addition to the obligations imposed by the laws and regulations of the PRC, the securities regulatory authorities and the stock exchange in the place where the Company’s shares are listed, a controlling shareholder, when exercising the shareholders’ rights, shall not exercise his or her voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders:.....</p>
<p>New clause</p>	<p><u>Article 60. In the event that a director or senior management violates laws, administrative regulations or the Articles of Association when performing their duties for the Company and causes damage to the Company, shareholders who individually or collectively hold more than one percent of the Company’s shares for more than one hundred and eighty consecutive days shall have the right to request in writing that the Supervisory Committee file a lawsuit to the People’s Court; in the event that the Supervisory Committee violates laws, administrative regulations or the Articles of Association when performing their duties for the Company and causes damage to the Company, shareholders may request in writing that the Board of Directors file a lawsuit to the People’s Court.</u></p> <p><u>If the Supervisory Committee or the Board of Directors refuses to file a lawsuit after receiving the written request from the shareholders as specified in the preceding paragraph, or fails to file a lawsuit within thirty days from the date of receipt of the request, or if the situation is so urgent that failure to file a lawsuit immediately would cause irreparable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall have the right to file a lawsuit directly to the People’s Court in their own name for the interests of the Company.</u></p> <p><u>When others infringe upon the legitimate rights and interests of the Company and cause damage to the Company, the shareholders specified in the first paragraph under this Article may bring a lawsuit to the People’s Court in accordance with the provisions of the two preceding paragraphs.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<u>Article 61. If a director or senior management violates laws, administrative regulations or the Articles of Association to the detriment of the interests of shareholders, shareholders may file a lawsuit to the People’s Court.</u>
New clause	<u>Article 62. A shareholder who holds more than five percent of the voting shares of the Company and pledges his or her shares shall, from the date of such fact, make a written report to the Company.</u>
New clause	<u>Article 63. The controlling shareholder and the de facto controller of the Company shall not use their connections to harm the interests of the Company. If any violation of the provision causes losses to the Company, they shall be liable for compensation.</u> <u>The controlling shareholder and the de facto controller of the Company shall have the obligation of good faith to the Company and the holders of the Company’s public shares. The controlling shareholder shall exercise the rights of capital contributors in strict accordance with the law. The controlling shareholder shall not harm the legitimate rights and interests of the Company and the holders of public shares by means like profit distribution, asset restructuring, outbound investment, occupation of funds, loan guarantee, and shall not harm the interests of the Company and the holders of public shares using his or her controlling status.</u>
<p>Article 62. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <ol style="list-style-type: none"> (1) To decide the Company’s operational directions and investment plans; (2) To elect and replace directors and supervisors who are not staff representatives and to determine matters relating to the remuneration of the directors and supervisors; (3) To consider and approve the reports of the Board of Directors; (4) To consider and approve the reports of the Supervisory Committee; (5) To consider and approve the Company’s annual financial budgets and final accounts; 	<p>Article 64. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <ol style="list-style-type: none"> (1) To decide the Company’s operational directions and investment plans; (2) To elect and replace directors and supervisors who are not staff representatives and to determine matters relating to the remuneration of the directors and supervisors; (3) To consider and approve the reports of the Board of Directors; (4) To consider and approve the reports of the Supervisory Committee; (5) To consider and approve the Company’s annual financial budgets and final accounts;

Before amendment ^(Note 1)	After amendment ^(Note 2)
(6) To consider and approve the Company's profit distribution plans and loss recovery plans;	(6) To consider and approve the Company's profit distribution plans and loss recovery plans;
(7) To make resolutions on increase or reduction of the Company's registered capital;	(7) To make resolutions on increase or reduction of the Company's registered capital;
(8) To make resolutions on the issue of debentures, any class of shares, warrants and other similar securities by the Company;	(8) To make resolutions on the issue of debentures, any class of shares, warrants and other similar securities by the Company;
(9) To make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;	(9) To make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;
(10) To amend the Articles of Association;	(10) To amend the Articles of Association;
(11) To consider and approve the motions put forward by shareholders individually or jointly holding more than 3% of the Company's shares with voting rights;	(11) To consider and approve the motions put forward by shareholders individually or jointly holding more than 3% of the Company's shares with voting rights;
(12) To make resolutions on the appointment, re-appointment or dismissal of the accounting firms;	(12) To make resolutions on the appointment, re-appointment or dismissal of the accounting firms;
(13) To consider and approve the guarantees requiring the approval of the general meeting;	(13) To consider and approve the guarantees requiring the approval of the general meeting;
(14) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's total assets within one year;	(14) To consider and approve the matters in relation to purchase or disposal of material assets by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;
(15) To consider share incentive plans;	<u>(15) To consider and approve matters relating to the use of proceeds;</u>
(16) To consider other matters which are required to be determined at the general meeting as required by laws, administrative regulations, departmental rules and the Articles of Association;	(16) To consider stock incentive plan <u>and employee stock ownership plan;</u>
(17) Any other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.	(17) To consider other matters which are required to be determined at the general meeting as required by laws, administrative regulations, departmental rules and the Articles of Association;

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>The aforesaid matters within the scope of duties and powers of the general meeting shall be considered and resolved by the general meeting, but may resolved by the Board of Directors under the authorization of the general meeting. For any authorization granted to the Board of Directors by the general meeting, the matter involved shall be approved by shareholders (including their proxies) representing more than one-half of the voting rights present at the general meeting if it constitutes an ordinary resolution, or by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting if it constitutes a special resolution. The contents of the authorization shall be clearly specified in details.</p>	<p>(18) Any other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.</p> <p><u>The above-mentioned powers and functions of the general meeting shall not be exercised by the Board of Directors or other institutions and individuals through authorization. However, the general meeting may authorize the Board of Directors to handle matters authorized or entrusted by it, provided that such authorization does not violate laws and regulations, and relevant laws, regulations, normative documents and business rules of the listing place.</u> For any authorization granted to the Board of Directors by the general meeting, the matter involved shall be approved by shareholders (including their proxies) representing more than one-half of the voting rights present at the general meeting if it constitutes an ordinary resolution, or by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting if it constitutes a special resolution. The contents of the authorization shall be clearly specified in details.</p>
<p>Article 63. The provision of any external guarantee by the Company shall be considered and approved by the Board of Directors. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be approved at a general meeting:</p> <p>When the general meeting is considering a resolution on provision of guarantee to any shareholder or de facto controller, the said shareholder or the shareholder(s) controlled by the said de facto controller shall abstain from voting on such resolution, and the resolution shall be subject to approval by other shareholders representing more than half of the voting rights present at the general meeting.</p> <p>If a director, the general manager or any other senior management violates a provision on the approval authority or approval procedure for the provision of external guarantees as specified in the laws, administrative regulations or the Articles of Association, thereby causing the Company to suffer a loss, he or she shall be liable for damages and the Company may take legal action against him or her in accordance with laws.</p>	<p><u>Article 65. When the Company provides any guarantee, it shall bring the matter to the Board of Directors or the general meeting for consideration, and disclose it in a timely manner. The following matters of guarantee shall be submitted to the general meeting for consideration after being considered and approved by the Board of Directors.</u></p> <p>(1) <u>A single guarantee that exceeds 10% of the Company's latest audited net assets;</u></p> <p>(2) <u>Any guarantee provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds 50% of the Company's latest audited net assets;</u></p> <p>(3) <u>Guarantees provided to recipients with a gearing ratio of over 70%;</u></p> <p>(4) <u>Any guarantee provided after the total amount of the Company's external guarantee exceeds 30% of the latest audited total assets;</u></p> <p>(5) <u>A guarantee that exceeds 30% of the company's latest audited total assets in a year;</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<p><u>(6) Guarantees provided to shareholders (including controlling shareholder), de facto controller and their related parties;</u></p> <p><u>(7) Guarantees provided to related parties of the Company;</u></p> <p><u>(8) Other guarantees as stipulated by the Shanghai Stock Exchange or the Articles of Association.</u></p> <p><u>For guarantee matters within the authority of the Board of Directors, in addition to the approval of a majority of all directors, the approval of at least two-thirds of the directors present at the board meeting shall also be required; for guarantees in (4) under paragraph 1 of this Article, the approval of at least two-thirds of the votes held by shareholders present at the general meeting shall be required.</u></p> <p><u>The Company shall have reasonable business logic when providing guarantee for related parties pursuant to (7) under paragraph 1 of this Article. When the Company provides guarantee for shareholders (including controlling shareholder), de facto controller and their related parties in accordance with (6) under paragraph 1 of this article, the controlling shareholder and related parties shall provide counter-guarantees.</u></p> <p><u>When the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a holding subsidiary and the other shareholders of the holding subsidiary provide guarantee in proportion to the interests they enjoy, which is not detrimental to the interests of the Company, the Company may be exempted from the provisions of (1) to (3) under paragraph 1 of this Article, except as otherwise provided in the Articles of Association. The Company shall disclose a summary of the aforesaid guarantees in the annual and semi-annual reports.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<p><u>In the event that a recipient of the Company's guarantee fails to honor its debt repayment obligations within 15 trading days upon maturity of the debt, or the recipient of guarantee is bankrupt, liquidated or under other circumstances that seriously affect its solvency, the Company shall promptly disclose the situation.</u></p> <p>When the general meeting is considering a resolution on provision of guarantee to any shareholder or de facto controller, the said shareholder or the shareholder(s) controlled by the said de facto controller shall abstain from voting on such resolution, and the resolution shall be subject to approval by other shareholders representing more than half of the voting rights present at the general meeting.</p>
New clause	<p><u>Article 66. Major transactions (except external guarantees) that meet one of the following criteria shall be submitted to the general meeting for consideration:</u></p> <p><u>(1) The total amount of assets involved in the transaction (the higher of book value and assessed value, if both exist) represents more than 50% of the Company's latest audited total assets;</u></p> <p><u>(2) The turnover of the transaction is more than 50% of the Company's market value;</u></p> <p><u>(3) The net assets of the subject of the transaction (equity interest, for example) for the most recent fiscal year represent more than 50% of the Company's market value;</u></p> <p><u>(4) Relevant operating revenue of the subject of the transaction (equity interest, for example) for the most recent fiscal year represents more than 50% of the Company's audited operating revenue for the most recent fiscal year and exceeds RMB50 million;</u></p> <p><u>(5) The profits generated by the transaction account for more than 50% of the Company's audited net profits for the most recent fiscal year and exceed RMB5 million;</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p><u>(6) Relevant net profits of the subject of the transaction (equity interest, for example) for the most recent fiscal year represent more than 50% of the Company’s audited net profits for the most recent fiscal year and exceed RMB5 million.</u></p> <p><u>The net profit indicator in the above criteria may be exempted until the Company achieves profitability.</u></p> <p><u>The above-mentioned turnover refers to the transaction amount paid and the debts and expenses incurred. If the transaction arrangements involve possible payment or collection of consideration in the future, and no specific amount is mentioned or the amount is determined according to set conditions, the estimated maximum amount will be the turnover. The above-mentioned market value refers to the arithmetic mean of the closing market values for the ten trading days prior to the transaction.</u></p> <p><u>Where the Company conducts a transaction in stages, the above provisions shall be applied on the basis of the total amount of the transaction. The Company shall disclose the actual situation of transactions carried out in stages in a timely manner.</u></p> <p><u>Transactions in which the Company gains benefits unilaterally, including receiving donations of cash assets, getting debt relief, and receiving guarantee and financial support, are exempt from the consideration procedures of the general meeting in accordance with the provisions of this Article.</u></p> <p><u>For transactions between the Company and its related parties (except for the provision of guarantee) that account for more than 1% of the Company’s latest audited total assets or market value and exceed RMB30 million, an appraisal report or audit report shall be provided and submitted to the general meeting for consideration. Connected transactions which are related to daily operations can be exempted from audit or appraisal.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 64. The Company shall not, without the prior approval of the general meeting, enter into any contract with any party (other than the directors, supervisors, general manager and other senior management) pursuant to which such party shall be in charge of management of all of the Company's businesses or the Company's major businesses.</p>	<p>Article 67. Unless the Company is in crisis and other special circumstances, the Company shall not, without prior approval of the general meeting by a special resolution, enter into any contract with any party (other than the directors, supervisors, general manager and other senior management) pursuant to which such party shall be in charge of management of all of the Company's businesses or the Company's major businesses.</p>
<p>Article 65. A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within six months from the conclusion of the preceding accounting year.</p> <p>Extraordinary general meetings shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within two months from the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> (1) When the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) When the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital; (3) When any shareholder individually or jointly holding more than 10% of the Company's shares requests in writing to do so; (4) When deemed necessary by the Board of Directors or when proposed by the Supervisory Committee; (5) When proposed by two or more of independent non-executive directors; (6) Any other circumstance prescribed by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange. <p>In any of the circumstances referred to in items (3), (4) and (5) above, the matter for consideration proposed by the party requesting the convening of the extraordinary general meeting shall be included in the agenda of such meeting.</p>	<p>Article 68. A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within six months from the conclusion of the preceding accounting year.</p> <p>Extraordinary general meetings shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within two months from the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> (1) When the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) When the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital; (3) When any shareholder individually or jointly holding more than 10% of the Company's shares requests in writing to do so; (4) When deemed necessary by the Board of Directors or when proposed by the Supervisory Committee; (5) When proposed by two or more of independent non-executive directors; (6) Any other circumstance prescribed by the laws and regulations of the PRC, the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed. <p>In any of the circumstances referred to in items (3), (4) and (5) above, the matter for consideration proposed by the party requesting the convening of the extraordinary general meeting shall be included in the agenda of such meeting.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
New clause	<p><u>Article 69. General meetings shall be held at the domicile of the Company or at the place stated in the notice of the general meeting. General meetings shall be held in the form of on-site meetings. The Company will also arrange online voting to facilitate shareholders’ participation in general meetings. Shareholders who attend the general meeting by the aforesaid means will be deemed to be present.</u></p> <p><u>After the notice of the general meeting is issued, the place of the on-site general meeting shall not be changed without justifiable reasons. If such a change is necessary, the convener shall make an announcement at least two business days before the date of the on-site meeting and give reasons for the change.</u></p>
New clause	<p><u>Article 70. When holding a general meeting, the Company shall engage a lawyer to issue a legal opinion and make an announcement on the following issues:</u></p> <ul style="list-style-type: none"> <u>(1) Whether the convening and holding procedures of the meeting are in line with laws, administrative regulations and the Articles of Association;</u> <u>(2) Whether the qualifications of the participants and the convener of the meeting are legal and valid;</u> <u>(3) Whether the voting procedures and results of the meeting are legal and valid;</u> <u>(4) Legal opinions on other related issues at the request of the Company.</u>
Section 2. Convening, Proposal and Notice of General Meeting	Section 2. Convening of General Meetings

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<p><u>Article 72. The independent non-executive directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In response to the proposal of the independent non-executive directors, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written reply of approval or disapproval within ten days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the extraordinary general meeting within five days after making a resolution of the Board of Directors; if the Board of Directors disagrees to convene an extraordinary general meeting, it shall give the reasons and make an announcement.</u></p>
New clause	<p><u>Article 73. The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and such a proposal shall be made in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written reply of approval or disapproval within ten days upon receipt of the proposal.</u></p> <p><u>If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the extraordinary general meeting within five days after making a resolution of the Board of Directors, and changes to the original proposal in the notice shall be approved by the Supervisory Committee.</u></p> <p><u>If the Board of Directors disagrees to convene an extraordinary general meeting, or gives no reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable to perform or will not perform the duty of calling a general meeting, and the Supervisory Committee may convene and hold the meeting by itself.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 67. Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <p>(1) Shareholders individually or jointly holding more 10% of the shares carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form and content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board of Directors shall convene an extraordinary general meeting or a class meeting as soon as possible after having received the aforesaid written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.</p> <p>(2) If the Board of Directors disagrees with the convening of the extraordinary general meeting or class meeting or fails to issue a notice of convening such meeting within thirty days upon receipt of such written request, the shareholders who made such request may request the Supervisory Committee to convene the extraordinary general meeting or class meeting.</p> <p>(3) If the Supervisory Committee disagrees with the convening of the extraordinary general meeting or class meeting or fails to issue a notice of convening such meeting within thirty days upon receipt of such written request, shareholders, for more than ninety consecutive days, individually or jointly holding more than 10% of the shares carrying voting rights at the meeting sought to be held may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors.</p>	<p>Article 74. Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <p>(1) Shareholders individually or jointly holding more 10% of the shares carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form and content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. <u>The Board of Directors shall give a reply of approval or disapproval within ten days upon receipt of the aforesaid written request.</u> The above-mentioned shareholding shall be calculated as of the day on which the written request is made.</p> <p><u>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of the extraordinary general meeting or class meeting within five days after making a resolution of the Board of Directors, and changes to the original request in the notice shall be approved by the related shareholders.</u></p> <p>(2) If the Board of Directors disagrees with the convening of the extraordinary general meeting or class meeting or gives no reply within ten days upon receipt of such written request, the shareholders who made such request may request the Supervisory Committee to convene the extraordinary general meeting or class meeting, <u>and make the request to the Supervisory Committee in writing.</u></p> <p><u>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five days upon receipt of such request, and changes to the original request in the notice shall be approved by the related shareholders.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owed by the Company to the delinquent directors.</p>	<p>(3) If the Supervisory Committee disagrees with the convening of the extraordinary general meeting or class meeting, <u>or fails to issue a notice of the general meeting within the specified time, it will be deemed that the Supervisory Committee will not convene or hold the general meeting, and shareholders that individually or jointly hold more than 10% of the Company's shares for 90 consecutive days may convene and hold the meeting themselves.</u></p> <p><u>For a general meeting convened by the Supervisory Committee or shareholders, all reasonable expenses shall be borne by the Company.</u></p>
New clause	<p><u>Article 75. Where the Supervisory Committee or shareholders decide to convene a general meeting on their own, they must notify the Board of Directors in writing and report to the Shanghai Stock Exchange for filing.</u></p> <p><u>Before the resolution of the general meeting is announced, the percentage of shares held by the convening shareholders shall not be less than 10%.</u></p> <p><u>The Supervisory Committee or the convening shareholder shall submit relevant supporting materials to the Shanghai Stock Exchange when issuing the notice of the general meeting and the announcement of the resolution of the general meeting.</u></p>
New clause	<p><u>Article 76. The Board of Directors and the secretary thereof shall provide assistance to the general meeting convened by the Supervisory Committee or shareholders themselves. The Board of Directors shall provide the register of shareholders as of the record date.</u></p> <p><u>If the Board of Directors does not provide the register of shareholders, the convener may apply to the securities registration and clearing institution to obtain the register with relevant announcement of the notice of convening the general meeting. The register of shareholders obtained by the convener may not be used for purposes other than the convening of the general meeting.</u></p>
New clause	<p><u>Section 3. Proposals at and Notice of General Meetings</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>New clause</p>	<p><u>Article 77. Proposals at a general meeting shall meet the following conditions:</u></p> <p><u>(1) The contents do not conflict with the laws and regulations and the Articles of Association, and are within the Company’s business scope and the powers and functions of the general meeting;</u></p> <p><u>(2) There are clear topics and specific matters for resolution;</u></p> <p><u>(3) The proposals are submitted to the Board of Directors in writing.</u></p>
<p>Article 68. When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding more than 3% of the shares of the Company shall be entitled to propose resolutions to the Company. Shareholders individually or jointly holding more than 3% of the shares of the Company may propose and submit new provisional resolutions in writing to the convener ten days prior to the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other shareholders within two days after the receipt of such resolutions and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting for the consideration.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the resolutions set out in the notice of general meeting or add any new resolutions after the said notice is served.</p> <p>Resolutions not set out in the notice of general meeting or not complying with the Articles of Association shall not be voted or resolved at the general meeting.</p>	<p>Article 78. When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding more than 3% of the shares of the Company shall be entitled to make proposals to the Company.</p> <p>Shareholders individually or jointly holding more than 3% of the shares of the Company may make and submit new provisional proposals in writing to the convener ten days prior to the general meeting. The convener of the general meeting shall issue a supplemental notice of the general meeting to <u>announce the contents of the provisional proposals</u> and notify other shareholders within two days after the receipt of such proposals and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting for consideration at the general meeting.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the general meeting or add any new proposals after the said notice is served.</p> <p>Proposals not set out in the notice of the general meeting or not complying with the Articles of Association shall not be voted or resolved at the general meeting.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 69. Resolutions for a general meeting shall comply with the following conditions:</p> <p>(1) The contents are not in conflict with the provisions of laws, regulations and the Articles of Association, and are within the scope of business of the Company and within the scope of duties and powers of the general meeting;</p> <p>(2) The matters have definite topics and specific resolutions;</p> <p>(3) The resolutions are submitted to the Board of Directors in writing.</p>	<p>Delete clause</p>
<p>Article 70. Where the Company is to convene an annual general meeting, it shall send written notice twenty business days (excluding the date of issue of notice and the date of meeting) prior to the date of the meeting; when the Company is to convene an extraordinary general meeting, it shall send written notice fifteen days or ten business days (whichever is longer) (excluding the date of issue of notice and the date of meeting) prior to the date of the meeting. Where the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange have other provisions, such provisions shall prevail.</p> <p>Unless otherwise provided by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed, the Hong Kong Stock Exchange and the Articles of Association, the notice of general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the general meeting). The address` of the recipient shall be the address registered in the register of members; or shall be published on the website of the Company or the designated website of the Hong Kong Stock Exchange subject to applicable laws and regulations and the listing rules in the place where the Company's shares are listed. For the holders of domestic shares, notice of the general meeting may be issued by way of public announcement.</p>	<p>Article 79 Where the Company is to convene an annual general meeting, it shall send written notice twenty-one days (excluding the date of issue of notice and the date of meeting) prior to the date of the meeting; when the Company is to convene an extraordinary general meeting, it shall send written notice fifteen days (excluding the date of issue of notice and the date of meeting) prior to the date of the meeting. Where the laws and regulations of the PRC, the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed have other provisions, such provisions shall prevail.</p> <p>Unless otherwise provided by the laws and regulations of the PRC, the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed, and the Articles of Association, the notice of general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the general meeting). The address` of the recipient shall be the address registered in the register of members; or shall be published on the website of the Company or the designated website of the stock exchange where the Company's shares are listed subject to applicable laws and regulations and the listing rules in the place where the Company's shares are listed. For the holders of domestic shares, notice of the general meeting may be issued by way of public announcement.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Subject to the requirements of laws, administrative regulations, departmental rules and the regulatory rules of the place where the shares of the Company are listed and after the performance of the relevant procedures, delivery of notice of general meeting to holders of overseas-listed shares may be made by means of publication on the website of the Hong Kong Stock Exchange and website of the Company. Upon the publication of the announcement, all holders of overseas-listed shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p><u>The announcement mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory authority under the State Council within twenty-one days prior to the annual general meeting (excluding the date of issue of notice and the date of meeting) and fifteen days prior to the extraordinary general meeting (excluding the date of issue of notice and the date of meeting), and upon such announcement, all shareholders of domestic shares shall be deemed to have received the notice of the general meeting.</u></p> <p>Subject to the requirements of laws, administrative regulations, departmental rules and the regulatory rules of the place where the shares of the Company are listed and after the performance of the relevant procedures, delivery of notice of general meeting to holders of overseas-listed shares may be made by means of publication on the website of the Hong Kong Stock Exchange and website of the Company. Upon the publication of the announcement, all holders of overseas-listed shares shall be deemed to have received the notice of the relevant general meeting.</p>
<p>Article 72. Notice of the general meeting shall:</p> <ol style="list-style-type: none"> (1) be given in writing; (2) specify the time, place and date of the meeting; (3) set out the matters to be considered at the meeting; (4) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes, but is not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained; 	<p>Article 81. Notice of the general meeting shall:</p> <ol style="list-style-type: none"> (1) be given in writing; (2) specify the time, place and date of the meeting; (3) set out the matters to be considered at the meeting/<u>submit the matters and proposals to be considered at the meeting;</u> (4) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes, but is not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, supervisor, general manager and other senior management in his or her capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(6) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his or her behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(9) other matters stipulated by laws, administrative regulations and normative documents.</p>	<p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, supervisor, general manager and other senior management in his or her capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(6) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his or her behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting;</p> <p><u>(9) record date for shareholders entitled to attend the general meeting;</u></p> <p><u>(10) name and phone number of the permanent contact for conference affairs;</u></p> <p><u>(11) time and procedures for poll conducted via network or other means;</u></p> <p><u>(12) other matters stipulated by laws, administrative regulations and normative documents.</u></p> <p><u>The period between the record date and the meeting date shall comply with regulations of relevant regulatory authority in the place where the Company’s shares are listed. Once confirmed, the record date may not be changed.</u></p> <p><u>The notice and supplemental notice of the general meeting shall fully and completely disclose all specific contents of all proposals, and all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed. If the matters to be discussed require the opinions of independent non-executive directors, the opinions of the independent non-executive directors and the reasons therefor shall be disclosed at the same time when the notice or supplemental notice of the general meeting is published.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
New clause	<p><u>Article 82. In the event that the general meeting will discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the details of the candidates for directors and supervisors, including at least the following:</u></p> <p><u>(1) Educational background, work experience, part-time jobs and other personal information;</u></p> <p><u>(2) Whether there is a connection with the Company or the Company’s controlling shareholder and de facto controller;</u></p> <p><u>(3) Number of the Company’s shares held;</u></p> <p><u>(4) Whether the person has been punished by the CSRC and other relevant authorities and disciplined by stock exchanges.</u></p> <p><u>Except for the election of directors and supervisors by the cumulative voting system, each candidate for director or supervisor shall be proposed by a single proposal.</u></p>
New clause	<p><u>Article 84. After the notice of a general meeting is issued, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the general meeting shall not be cancelled. In the event of postponement or cancellation, the convener shall make an announcement and state the reasons at least two business days prior to the original date of the meeting.</u></p>
Section 3. Convening of, Voting at and the Passing of Resolutions at General Meetings	Section 4. Holding of General Meetings
New clause	<p><u>Article 85. The Board of Directors and other conveners of will take necessary measures to ensure the regular order of general meetings. Measures will be taken to stop acts of interfering with general meetings, provoking trouble and infringing on the legitimate rights and interests of shareholders and will be reported to relevant authorities for investigation in a timely manner.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 74. Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (not necessarily a shareholder(s)) as his or her proxy(ies) to attend and vote on his or her behalf. The proxy(ies) so appointed may exercise the following rights pursuant to the authorization from such shareholder:</p> <ul style="list-style-type: none"> (1) such shareholder’s right to speak at the meeting; (2) the right to demand a poll alone or jointly with others; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll, unless otherwise provided by the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company’s shares are listed and the Hong Kong Stock Exchange. 	<p>Article 86. All shareholders registered on the record date or their proxies shall be entitled to attend the general meeting of shareholders and to exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association.</p> <p>Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (not necessarily a shareholder(s)) as his or her proxy(ies) to attend and vote on his or her behalf. The proxy(ies) so appointed may exercise the following rights pursuant to the authorization from such shareholder:</p> <ul style="list-style-type: none"> (1) such shareholder’s right to speak at the meeting; (2) the right to demand a poll alone or jointly with others; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll, unless otherwise provided by the laws and regulations of the PRC, the securities regulatory authorities and the stock exchange in the place where the Company’s shares are listed.
<p>New clause</p>	<p>Article 87. If an individual shareholder attends the meeting in person, he or she shall show his or her ID card or other valid documents or certificates indicating his or her identity, and the stock account card; if a proxy attends the meeting, he or she shall show his or her valid ID card and the shareholder’s proxy form. Corporate shareholders shall attend the meeting through the legal representative or the proxy appointed by the legal representative. If the legal representative attends the meeting, he or she shall present his or her ID card, and a valid certificate that proves his or her status as the legal representative; if the proxy attends the meeting, the proxy shall present his or her ID card, and a written proxy form issued by the legal representative of the corporate shareholder in accordance with the law (except for Recognized Clearing House or its agent).</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 76. The proxy form shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours prior to the designated voting time. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board of Directors or other decision-making body shall be entitled to attend the general meeting of the Company as a representative of the appointer.</p> <p>Where such shareholder is a Recognized Clearing House (or its agent), it may authorize one or more persons as it deems fit to act as its representative(s) at any general meeting or any class meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which person is so authorized. The power of attorney shall be signed by a person authorized by the Recognized Clearing House. The authorized persons may attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights on behalf of the Recognized Clearing House (or its agent), as if the persons are individual shareholders of the Company.</p>	<p>Article 89. The proxy form shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours prior to the designated voting time. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board of Directors or other decision-making body shall be entitled to attend the general meeting of the Company as a representative of the appointer.</p> <p>Where such shareholder is a Recognized Clearing House (or its agent), it may authorize one or more persons as it deems fit to act as its representative(s) at any general meeting or any class meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which person is so authorized. The power of attorney shall be signed by a person authorized by the Recognized Clearing House. The authorized persons may attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise the rights set forth in Article 86 on behalf of the Recognized Clearing House (or its agent), as if the persons are individual shareholders of the Company.</p> <p><u>Under the Hong Kong Listing Rules, if such shareholder is Recognized Clearing House (or its nominee), Recognized Clearing House is entitled to appoint proxies or corporate representatives to attend meetings of the company’s creditors, and such proxies or corporate representatives have the same statutory rights as other shareholders, including the right to speak and vote.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 77. Any form issued to a shareholder by the Board of Directors of the Company for appointing a proxy of shareholder shall allow the shareholder to freely instruct the proxy to cast vote and to give separate instructions on each matter to be voted at the meeting. Such a form shall contain a statement that the proxy may vote as he or she deems fit in the absence of the shareholder’s instruction.</p> <p>Save as provided above, the aforesaid proxy form shall also contain the following: number of shares represented by, and name of, the proxy; whether the voting power is granted to the proxy; whether the proxy is entitled to votes for the interim proposals that may be included in the agenda of the general meeting; specific instruction of voting if voting power is granted; date of appointing a proxy and the effective period for such appointment. Where a shareholder appoints more than one proxy, he or she shall specify the number of shares represented by each proxy in the proxy form.</p> <p>Where the general meeting is attended by proxy, he or she shall produce his or her identification proof and letter of authorization signed by the appointer or its legal representative. Where a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his or her identification proof and the notarized copy of the resolution appointing the said legal representative of the board of directors or other authority of the legal person or other certified copy permitted by the Company (except for the Recognized Clearing House or its nominee).</p>	<p>Article 90. Any form issued to a shareholder by the Board of Directors of the Company for appointing a proxy of shareholder shall allow the shareholder to freely instruct the proxy to cast vote and to give separate instructions on each matter to be voted at the meeting. Such a form shall contain a statement whether the proxy may vote as he or she deems fit in the absence of the shareholder’s instruction.</p> <p><u>Save as provided above, the aforesaid proxy form shall also contain the following:</u></p> <ol style="list-style-type: none"> <u>(1) name of the proxy;</u> <u>(2) whether the proxy has the right to vote;</u> <u>(3) instructions for casting affirmative, negative or abstention votes on matters to be considered on the agenda of the general meeting respectively;</u> <u>(4) issuance date and effective term of the proxy form;</u> <u>(5) signature (or seal) of the appointer, and if the appointer is a corporate shareholder, seal of the legal entity is required;</u> <u>(6) number of shares held by the appointer that the proxy represents;</u> <u>(7) In the event that more than one proxy is appointed, the proxy form shall indicate the number of shares represented by each proxy.</u>
<p>New clause</p>	<p><u>Article 92. The registration form for a general meeting shall be produced by the Company. The registration form shall provide the names (or organization names) of the participants, their ID numbers, addresses, the amount of voting shares held or represented, and the names (or organization names) of proxies.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<u>Article 93. The convener and the lawyers engaged by the Company will jointly verify the legitimacy of the shareholders' qualification based on the register of shareholders provided by the securities registration and clearing institution, and register the names of shareholders and the number of voting shares they hold. The registration shall be ended before the host announces the number of shareholders and proxies present at the meeting and the total number of voting shares they hold.</u>
New clause	<u>Article 94. When a general meeting is held, all directors, supervisors and the secretary to the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management shall sit in on the meeting.</u>
<p data-bbox="201 763 783 1229">Article 79. A general meeting shall be convened and presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his or her duties, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no meeting chairman has been so designated, the attending shareholders shall elect one person to chair the meeting. If for any reason the shareholders fail to elect a meeting chairman, the shareholder (including his or her proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p data-bbox="201 1268 783 1598">If the chairman of the Board of Directors is unable or fails to perform his or her duties, the Supervisory Committee shall convene and preside over the meeting in a timely manner. If the Supervisory Committee fails to convene or preside over the meeting, the shareholders individually or jointly holding more than 10% of the shares of the Company for over ninety consecutive days may convene and preside over the meeting on their own initiative.</p> <p data-bbox="201 1636 783 1864">A general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his or her duties, one supervisor shall be elected jointly by more than half of the supervisors to preside over the meeting.</p>	<p data-bbox="810 763 1393 963"><u>Article 95. A general meeting shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his or her duties, a director jointly recommended by more than half of the Board of Directors shall preside over the meeting.</u></p> <p data-bbox="810 1002 1393 1229">A general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his or her duties, one supervisor shall be elected jointly by more than half of the supervisors to preside over the meeting.</p> <p data-bbox="810 1268 1393 1566">The general meeting convened by shareholder(s) itself or themselves shall be presided over by a representative elected by the convener. If no chairman is so elected, the attending shareholders shall elect one person to act as the chairman of the meeting. If for any reason the shareholders fail to elect a meeting chairman, the shareholder (including his or her proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p data-bbox="810 1604 1393 1955">When a general meeting is held and the chairman violates the rules of procedure in a way that makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the chairman so as to carry on with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights. If for any reason the shareholders fail to elect a meeting chairman, the shareholder (including his or her proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>The general meeting convened by shareholder(s) itself or themselves shall be presided over by a representative elected by the convener. If no chairman is so elected, the attending shareholders shall elect one person to act as the chairman of the meeting. If for any reason the shareholders fail to elect a meeting chairman, the shareholder (including his or her proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>When a general meeting is held and the chairman violates the rules of procedure in a way that makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the chairman so as to carry on with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights. If for any reason the shareholders fail to elect a meeting chairman, the shareholder (including his or her proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p>	
New clause	<p><u>Article 96. The Company shall formulate the Rules of Procedure for the General Meeting, which shall set out in detail the convening and voting procedures of the general meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, minutes of the meeting and signing thereof, announcement, as well as the principles of authorization by the general meeting for the Board of Directors, which shall be clear and specific. The Rules of Procedure for the General Meeting shall be annexed to the Articles of Association, drafted by the Board of Directors and approved by the general meeting.</u></p>
New clause	<p><u>Article 97. At the annual general meeting, the Board of Directors and the Supervisory Committee shall make a report to the general meeting on their work in the past year. Each independent non-executive director shall also make a report on his or her work.</u></p>
New clause	<p><u>Article 98. Directors, supervisors and senior management shall give explanations and clarifications in response to shareholders' inquiries and suggestions at the general meeting.</u></p>
New clause	<p><u>Article 99. Before voting, the host shall announce the number of shareholders and proxies present at the meeting and the total number of voting, which shall be based on the registration form.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<p><u>Article 100. Minutes of the general meeting shall be taken by the secretary to the Board of Directors. The minutes shall record the following:</u></p> <ol style="list-style-type: none"> <u>(1) Time, place, agenda, and convener’s name;</u> <u>(2) Names of the host, directors, supervisors, general manager and other senior management present at the meeting with or without voting rights;</u> <u>(3) Number of shareholders and proxies, total number of voting shares, and percentage in the Company’s total shares;</u> <u>(4) Consideration of each proposal, highlights of statements and voting results;</u> <u>(5) Shareholders’ inquiries and suggestions and corresponding replies or explanations;</u> <u>(6) Names of lawyers, vote counters and scrutineers;</u> <u>(7) Other contents that should be included in the minutes as stipulated in the Articles of Association.</u>
New clause	<p><u>Article 101. The convener shall ensure that the minutes of the meeting is true, accurate and complete. The directors, supervisors, the secretary to the Board of Directors, the convener or his/her representative and the host present at the meeting shall sign the minutes. The minutes shall be kept together with the attendance records of shareholders present, the proxy forms, information about voting on line or by other means, and other valid materials for a period of not less than ten years.</u></p>
New clause	<p><u>Article 102. The convener shall ensure that the general meeting will be held continuously until a final resolution is formed. If the general meeting is suspended or unable to make resolutions due to force majeure or other special reasons, the convener shall take necessary measures to resume the general meeting as soon as possible, or directly terminate the general meeting, and make a timely announcement. Meanwhile, the convener shall report to the agency of the China Securities Regulatory Commission where the Company is located and the Shanghai Stock Exchange.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<u>Section 5. Voting and resolutions of the general meeting of shareholders</u>
<p>Article 81. Shareholders (including their proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the general meeting.</p>	<p>Article 104. Shareholders (including their proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the general meeting.</p>
<p>For any connected transaction to be considered at a general meeting, connected shareholders shall abstain from voting on such connected transactions if required by the applicable laws, regulations or the listing rules of the stock exchange on which the shares of the Company are listed, and the number of shares represented by such shareholders carrying voting rights shall not be counted into the total valid votes. The announcement of any resolution made at the general meeting shall adequately disclose information relating to voting by non-connected shareholders.</p>	<p><u>When the general meeting considers material matters concerning the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately, and the results shall be disclosed publicly in a timely manner.</u></p>
<p>Where any shareholder is, under the applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed (including the Hong Kong Listing Rules), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p><u>The shares of the Company held by the Company do not have voting rights, and such shares are not included in the total number of shares with voting rights at the general meeting.</u></p>
	<p><u>In the event that a shareholder's acquisition of the Company's voting shares violates the provisions of Paragraph 1 and Paragraph 2 under Article 63 of the Securities Law, the shares in excess of the stipulated proportion shall not exercise voting rights for a period of thirty-six months after the acquisition and shall not be included in the total number of voting shares at the general meeting.</u></p>
	<p><u>The Board of Directors, independent non-executive directors, shareholders holding more than one percent of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or provisions of the China Securities Regulatory Commission may publicly solicit shareholders' voting rights. Information on the solicitation of shareholders' voting rights shall be fully disclosed to the solicitees, including specific voting intentions. The solicitation of shareholders' voting rights by means of compensation or disguised compensation is prohibited. Except for statutory conditions, the Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p>For any connected transaction to be considered at a general meeting, connected shareholders shall abstain from voting on such connected transactions if required by the applicable laws, regulations or the listing rules of the stock exchange on which the shares of the Company are listed, and the number of shares represented by such shareholders carrying voting rights shall not be counted into the total valid votes. The announcement of any resolution made at the general meeting shall adequately disclose information relating to voting by non-connected shareholders.</p> <p>Where any shareholder is, under the applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed (including the Hong Kong Listing Rules <u>and the Sci-Tech Board Listing Rules</u>), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>
New clause	<p><u>Article 105. The list of candidates for directors and supervisors shall be submitted to the general meeting for approval in the form of a proposal.</u></p> <p><u>When the general meeting votes on the election of directors and supervisors, cumulative voting shall be implemented in accordance with the Articles of Association or the resolution of the general meeting.</u></p> <p><u>The cumulative voting system mentioned in the preceding paragraph means that in the election of directors or supervisors at the general meeting, each share shall have the same number of votes as the number of directors or supervisors to be elected, and the voting rights owned by the shareholders can be used centrally. The Board of Directors shall announce to the shareholders the resume and basic information of the candidates for directors and supervisors.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<p><u>The implementation rules of the cumulative voting system are as follows:</u></p> <p><u>(1) Independent non-executive directors and non-independent directors shall be voted separately. The total number of votes for the election of non-independent directors shall be limited to the election of non-independent directors, and the total number of votes for the election of independent non-executive directors shall be limited to the election of independent non-executive directors;</u></p> <p><u>(2) A shareholder may cast all the voting rights of his or her shares (the number of shares with voting rights multiplied by the number of directors or supervisors to be elected) for one candidate for director or supervisor, or for several candidates for director or supervisor;</u></p> <p><u>(3) The number of votes cast by a shareholder for the candidates for directors and supervisors shall not exceed the maximum number of votes he or she has for directors and supervisors;</u></p> <p><u>(4) The candidates for directors or supervisors shall be ranked in descending order by the total number of votes they get, and those before the number of directors or supervisors to be elected (inclusive) shall be elected, but the total number of votes received by an elected directors or supervisor shall exceed 1/2 of the total number of votes held by the shareholders present at the general meeting (based on the number of non-cumulative shares);</u></p> <p><u>(5) If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected, but the number of all elected directors or supervisors of the Company has exceeded the minimum number stipulated in the Company Law and at least two-thirds of the number of members of the Board of Directors or the Supervisory Board stipulated in the Articles of Association, the vacancy shall be filled by an election at the next general meeting;</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p>(6) <u>If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected, but the number of all elected directors or supervisors of the Company is less than the minimum number stipulated in the Company Law and at least two-thirds of the number of members of the Board of Directors or the Supervisory Board stipulated in the Articles of Association, a second round of election shall be held among the unelected candidates for directors or supervisors; if the aforesaid requirements are still not met after the second round of election, a general meeting shall be held again within two months after this general meeting to elect the vacant directors or supervisors;</u></p> <p>(7) <u>In the event that two or more candidates get the same number of votes and the number is the lowest among the candidates to be elected, if all of them are elected, the number of elects will exceed the number to be elected, the general meeting shall conduct a second round of election for the above-mentioned candidates for directors or supervisors with the same number of votes according to the specified procedures, and if the second round still fails to settle the election, another election shall be held at the next general meeting. If, as a result, the number of elected directors or supervisors is less than at least two-thirds of the number of members of the Board of Directors or the Supervisory Committee stipulated in the Articles of Association, another general meeting shall be held within two months after the this general meeting to elect the vacant directors or supervisors.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
New clause	<u>Article 106. In addition to cumulative voting, the general meeting shall vote on all proposals one by one, and if there are different proposals on the same matter, the voting shall be conducted according to the order in which the proposals are presented. Except for force majeure and other special reasons which lead to suspension of the general meeting or its inability to make a resolution, the general meeting shall not put a proposal on hold or refrain from voting on it.</u>
New clause	<u>Article 107. When the general meeting considers the proposal, no changes will be made to the proposal, or the changes shall be considered as a new proposal and cannot be voted on at this general meeting.</u>
New clause	<u>Article 108. One vote can only be cast by one of the on-site, online or other voting methods. In case of repeated voting with the same vote, the result of the first vote shall prevail.</u>
New clause	<u>Article 109. Except for proposals concerning the procedures of the general meeting or administrative matters, which may be decided in good faith by the chairman of the general meeting and voted on by a show of hands, the general meeting shall adopt an open ballot.</u>
New clause	<u>Article 110. Before voting on a proposal, the general meeting shall appoint two shareholder representatives to participate in vote counting and scrutinizing. If the matter under consideration is related to a shareholder, the shareholder and his or her proxy shall not participate in the vote counting and scrutinizing.</u> <u>When the general meeting votes on proposals, the lawyers, shareholder representatives and supervisor representatives shall be jointly responsible for counting and scrutinizing the votes, the voting results shall be announced on the spot, and the voting results of the resolutions shall be recorded in the minutes of the meeting.</u> <u>Shareholders of the Company or their proxies who vote online or by other means shall have the right to check their voting results via the corresponding voting system.</u>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 82. — Unless the following people request to vote by ballot before or after voting by show of hands, the general meeting shall vote by show of hands:</p> <p>(1) chairman of the meeting;</p> <p>(2) at least two shareholders with voting rights or proxies thereof;</p> <p>(3) one or more shareholders (including their proxies) individually or jointly holding more than 10% (including 10%) of all shares carrying the right to vote at the meeting.</p> <p>Unless a poll is demanded, the announcement by the chairman that whether the proposals have been passed based on the results of voting by a show of hands and the recording of such in the minutes shall be conclusive evidence. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who demanded the same.</p> <p>Where the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company's shares are listed and the Hong Kong Stock Exchange have other provisions regarding the voting method, such provisions shall prevail.</p>	Delete clause
<p>Article 83. — A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matter shall be taken at such time as the chairman deems appropriate, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution passed at that meeting.</p>	Delete clause
<p>Article 85. In the case of an equality of votes, whether by a show of hands or by poll, the chairman of the meeting has a casting vote.</p>	Article 112. In the case of an equality of votes, the chairman of the meeting has a casting vote.

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Article 86. The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>(1) Work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(3) Appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and method of payment thereof;</p> <p>(4) The Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) Any matters other than those required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association to be approved by special resolution.</p>	<p>Article 113. The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>(1) Work reports of the Board of Directors and the Supervisory Committee;</p> <p>(2) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(3) Appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and method of payment thereof;</p> <p>(4) The Company's annual financial budgets and final accounts;</p> <p><u>(5) The Company's annual reports, balance sheets, income statements and other financial statements;</u></p> <p>(6) Any matters other than those required by laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association to be approved by special resolution.</p>
<p>Article 87. The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) Increase or reduction of the registered capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) Amendments to these Articles of Association;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p>	<p>Article 114. The following matters shall be approved by special resolutions at a general meeting:</p> <p>(1) Increase or reduction of the registered capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) Issuance of debentures of the Company;</p> <p>(3) Division, <u>split</u>, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) Amendments to these Articles of Association;</p> <p>(5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>(6) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolution at a general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(7) Any other matters required by the regulatory rules of the place where the Company's shares are listed to be approved by special resolution.</p>	<p><u>(6) Equity inventive plan;</u></p> <p>(7) Any other matters prescribed by laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolution at a general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(8) Any other matters required by the regulatory rules of the place where the Company's shares are listed to be approved by special resolution.</p>
New clause	<p><u>Article 116. The on-site session of a general meeting shall not end earlier than the session held online or by other means, and the host shall announce the voting situation and results of each proposal, and announce whether the proposal is adopted or not based on the voting results.</u></p> <p><u>Before the voting results are officially announced, all parties involved in the on-site voting, online voting and voting by other means at the general meeting, such as the Company, the vote counters, the scrutineers, major shareholders and the web service provider, shall be obliged to keep the voting information confidential.</u></p>
New clause	<p><u>Article 117. Shareholders present at a general meeting shall express one of the following opinions on the proposal put to vote: agree, disagree or abstain, with the exception of securities registration and clearing institutions which act as nominal holders of stocks in Mainland and Hong Kong stock markets trading connectivity mechanisms and make declarations based on the intention of the actual holders.</u></p> <p><u>Votes that are not filled in, incorrectly filled in, illegible, or not cast will be deemed to be abstentions by the voters and the voting results of the shares they hold will be recorded as "abstentions".</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<u>Article 120. Resolutions of the general meeting shall be announced in a timely manner, and the announcement shall provide details about the number of shareholders and proxies present at the meeting, the total number of shares with voting rights and the percentage of such shares in the total number of the Company's voting shares, the voting method, the voting results of each proposal and the resolutions adopted.</u>
New clause	<u>Article 121. If a proposal is not approved, or if a resolution of the previous general meeting is changed at the general meeting, special tips shall be included in the announcement of the resolutions of the general meeting.</u>
New clause	<u>Article 122. Where a proposal on the election of directors and supervisors is adopted at the general meeting, the newly elected directors and supervisors shall take office on the date of approval at the general meeting.</u>
New clause	<u>Article 123. Where proposals on cash dividends, bonus shares or capital reserve converted into share capital are approved at the general meeting, the Company shall implement corresponding plans within two months after the general meeting.</u>
<p>Article 91. If votes are counted at the general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company or the place required by relevant regulatory authorities.</p>	<p>Article 124. If votes are counted at the general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company or the place required by relevant regulatory authorities for a period of not less than ten years.</p>
<p>Article 94. Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a general meeting and by the affected class shareholders at a separate meeting convened in accordance with Articles 96 to 100 hereof.</p>	<p>Article 127. Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a general meeting and by the affected class shareholders at a separate meeting convened in accordance with Articles 129 to 133 hereof.</p>
<p>Article 96. Shareholders of the affected class, whether or not otherwise entitled to vote at the general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning items (2) to (8), (11) and (12) of Article 95 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p>	<p>Article 129. Shareholders of the affected class, whether or not otherwise entitled to vote at the general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning items (2) to (8), (11) and (12) of Article 128 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 97. Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 96 hereof.</p>	<p>Article 130. Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 129 hereof.</p>
<p>Article 101. Directors shall be elected or replaced at the general meetings for a term of three years, and are eligible to offer himself or herself for re-election upon expiration of his term of office.</p>	<p>Article 134. Directors shall be elected or replaced at the general meetings for a term of three years, and are eligible to offer himself or herself for re-election upon expiration of his term of office.</p>
<p>Subject to the relevant laws and administrative regulations, a director may be removed by an ordinary resolution at general meeting before the expiration of his or her term of office (but without prejudice to any claim for damages under any contract).</p>	<p>Subject to the relevant laws and administrative regulations, a director may be removed from office by an ordinary resolution at general meeting before the expiration of his or her term of office (but without prejudice to any claim for damages under any contract).</p>
<p>The term of office of a director shall start from the date on which the said director assumes office, and shall end upon the expiry of the current term of the Board of Directors. If a director is not re-elected in time upon the expiration of his or her term of office, the said director shall continue to perform his duties in accordance with the laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected director assume his or her office.</p>	<p>The term of office of a director shall start from the date on which the said director assumes office, and shall end upon the expiry of the current term of the Board of Directors. If a director is not re-elected in time upon the expiration of his or her term of office, the said director shall continue to perform his duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected director assume his or her office.</p>
<p>The notice proposing a person for election as a director and the notice by that person indicating his or her acceptance of such nomination shall be delivered to the Company within a period of not less than seven days. The notice period shall be commenced from the day following the despatch of the notice of the meeting appointed for such election by the Company and ended no later than seven days before (or earlier) the date of such general meeting.</p>	<p><u>Directors may also be general manager or other senior management personnel, but the total number of directors who also hold the positions of general manager or other senior management personnel and directors who are employee representatives shall not exceed one-half of the total number of directors of the Company.</u></p>
<p>A director is not required to hold any shares of the Company.</p>	<p>The notice proposing a person for election as a director and the notice by that person indicating his or her acceptance of such nomination shall be delivered to the Company within a period of not less than seven days. The notice period shall be commenced from the day following the despatch of the notice of the meeting appointed for such election by the Company and ended no later than seven days before (or earlier) the date of such general meeting.</p> <p>A director is not required to hold any shares of the Company.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 103. A director may resign before expiration of his term of office. The resigning director shall submit a written resignation to the Board of Directors.</p> <p>In the event that the resignation of any director results in the number of members of the Board of Directors to be less than the statutory minimum requirement, the said director shall continue to perform his or her duties in accordance with the laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected director assume his or her office.</p> <p>Save for the circumstances stated in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation to the Board of Directors.</p> <p>Subject to the relevant laws and regulations, and the regulatory rules of the place where the Company’s shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy or as an additional director, the director so appointed shall only hold office up to the next annual general meeting of the Company, and shall be eligible to offer himself or herself for re-election at the meeting.</p>	<p>Article 136. A director may resign before expiration of his term of office. The resigning director shall submit a written resignation to the Board of Directors. <u>The Board of Directors shall disclose the situation within two days.</u></p> <p>In the event that the resignation of any director results in the number of members of the Board of Directors to be less than the statutory minimum requirement, the said director shall continue to perform his or her duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected director assume his or her office.</p> <p>Save for the circumstances stated in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation to the Board of Directors.</p>
<p>Article 104. When a director’s resignation becomes effective or his or her term of office expires, he or she shall duly carry out all handover procedures with the Board of Directors, his or her fiduciary obligations to the Company and shareholders shall not necessarily terminate by the time his or her term of office ends, and shall remain effective within a reasonable period as specified in the articles of association.</p>	<p>Article 137. When a director’s resignation becomes effective or his or her term of office expires, he or she shall duly carry out all handover procedures with the Board of Directors, his or her fiduciary obligations to the Company and shareholders shall not necessarily terminate by the time his or her term of office ends, and shall remain effective within a reasonable period after his or her term of office ends.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 105. The Company shall have independent non-executive directors. Except as otherwise provided by this section, the provisions relating to the qualifications and obligations of directors in the Articles of Association shall apply to independent non-executive directors. The number of independent non-executive directors shall account for at least one-third of the Board of Directors and shall be no less than three, of whom there shall be at least one independent non-executive director with the appropriate professional qualification in compliance with the regulatory requirement, or with appropriate accounting or related financial management expertise. Independent non-executive directors shall perform their duties honestly and faithfully, safeguard the Company’s interest and in particular, preventing encroachment of the lawful rights and interests of public shareholders, so as to ensure the sufficient representation of the interests of all shareholders.</p> <p>If there are any independent non-executive director fails to comply with the independence requirement or there are circumstances that render he or she not appropriate to perform his or her duties as an independent non-executive director, which results in the number of independent non-executive directors less than that required by the Articles of Association, the Company shall appoint independent non-executive directors to fill up the vacancy as required.</p>	<p>Article 138. The Company shall have independent non-executive directors. Except as otherwise provided by this section, the provisions relating to the qualifications and obligations of directors in the Articles of Association shall apply to independent non-executive directors. The number of independent non-executive directors shall account for at least one-third of the Board of Directors and shall be no less than three, of whom there shall be at least one independent non-executive director with the appropriate professional qualification in compliance with the regulatory requirement, or with appropriate accounting or related financial management expertise. Independent non-executive directors shall perform their duties honestly and faithfully, safeguard the Company’s interest and in particular, preventing encroachment of the lawful rights and interests of public shareholders, so as to ensure the sufficient representation of the interests of all shareholders.</p> <p>If there are any independent non-executive director fails to comply with the independence requirement or there are circumstances that render he or she not appropriate to perform his or her duties as an independent non-executive director, which results in the number of independent non-executive directors less than that required by the Articles of Association, the Company shall appoint independent non-executive directors to fill up the vacancy as required.</p> <p><u>Independent non-executive directors shall comply with laws, administrative regulations, and the relevant provisions of the China Securities Regulatory Commission and the stock exchange where the Company’s shares are listed.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 106. Prior to the expiration of his term of office, any director who has withdrawn from his office without permission, or who violates any laws, administrative regulations, departmental rules or the articles of association during the course of performing his duties, and resulting any loss to the Company, such director shall be liable for compensation of such loss.</p>	<p>Article 139. <u>Directors who violate laws, administrative regulations, departmental rules or the Articles of Association in the performance of their duties for the Company and cause losses to the Company shall be liable for compensation.</u></p> <p>Prior to the expiration of his term of office, any director who has withdrawn from his office without permission, or who violates any laws, administrative regulations, departmental rules or the articles of association during the course of performing his duties, and resulting any loss to the Company, such director shall be liable for compensation of such loss.</p>
<p>Article 108. The Company has established a Board of Directors, which is accountable to the general meeting. The Board of Directors shall comprise seven (7) directors. The Board of Directors shall have one chairman.</p> <p>Directors shall be elected at the general meetings for a term of three years. A director shall be eligible to offer himself for re-election and re-appointment upon the expiration of his or her term of office.</p> <p>The chairman of the Board of Directors shall be elected or removed by more than one half of all directors, and shall hold office for a term of three years, who is then eligible to offer himself or herself for re-election and re-appointment.</p>	<p>Article 141. The Company has established a Board of Directors, which is accountable to the general meeting. The Board of Directors shall comprise seven (7) directors. The Board of Directors shall have one chairman.</p> <p>Directors shall be elected at the general meetings for a term of three years. A director shall be eligible to offer himself for re-election and re-appointment upon the expiration of his or her term of office.</p> <p>The chairman of the Board of Directors shall be elected or removed by more than one half of all directors, and shall hold office for a term of three years, who is then eligible to offer himself or herself for re-election and re-appointment.</p> <p><u>That any person appointed by the board of directors to fill a casual vacancy on or as an addition to the board shall hold office only until the first annual general meeting of the issuer after his appointment, and shall then be eligible for re-election.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 109. The Board of Directors shall be accountable to the general meeting and is dedicated with the following functions and powers:</p> <ol style="list-style-type: none"> (1) To convene general meeting, and report its work to the general meeting; (2) To implement the resolutions of the general meeting; (3) To determine the business plan and investment plan of the Company; (4) To formulate the Company's annual financial budgets and accounts; (5) To formulate the Company's profit distribution plan and loss recovery plan; (6) To formulate the Company's plan for increasing or reducing registered capital, as well as plan for issuance and listing of corporate debentures or other securities; (7) To formulate plans for material acquisition, repurchase of the Company's shares, or merger, split-up, dissolution and change of corporate form of the Company; (8) To determine the setup of the Company's internal management structure; (9) To appoint or remove the Company's general manager; and to, with the recommendation from the general manager, appoint or remove the vice general manager, chief financial officer and other senior management of the Company, and to determine their remunerations, awards and punishments; (10) To formulate the Company's basic management system; (11) To formulate the proposed amendments to these Articles of Association; 	<p>Article 142. The Board of Directors shall be accountable to the general meeting and is dedicated with the following functions and powers:</p> <ol style="list-style-type: none"> (1) To convene general meeting, and report its work to the general meeting; (2) To implement the resolutions of the general meeting; (3) To determine the business plan and investment plan of the Company; (4) To formulate the Company's annual financial budgets and accounts; (5) To formulate the Company's profit distribution plan and loss recovery plan; (6) To formulate the Company's plan for increasing or reducing registered capital, as well as plan for issuance and listing of corporate debentures or other securities; (7) To formulate plans for material acquisition, repurchase of the Company's shares, or merger, split-up, dissolution and change of corporate form of the Company; <u>(8) To determine matters including external investment, acquisition and sale of assets, pledge of assets, external guarantee, entrusted financial management, connected transactions, and external donations within the authorized scope of the general meeting;</u> (9) To determine the setup of the Company's internal management structure; <u>(10) To determine the appointment or removal of the general manager, the secretary to the Board of Directors and other senior management personnel, and determine their remuneration, rewards and punishments; and based on the nomination by the general manager, to determine the appointment or removal of the deputy general managers, the person in charge of finance and other senior management personnel, and determine their remuneration, rewards and punishments;</u>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>(12) To handle investment, acquisition or disposal of assets, financing, connected transactions and other matters that shall be decided by the Board of Directors pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;</p> <p>(13) To manage information disclosures of the Company pursuant to the laws and regulations, Hong Kong Listing Rules and internal rules and regulations of the Company;</p> <p>(14) To decide on other major affairs of the Company, save for matters required to be resolved at general meetings as specified under the Company Law and the Articles of Association;</p> <p>(15) To dedicate part of the functions and powers to the chairman;</p> <p>(16) Any other functions and powers stipulated in and conferred by the laws, administrative regulations, departmental rules, regulatory rules of the places where the Company's shares are listed or the Articles of Association.</p> <p>Except for matters specified in items (6), (7) and (11) which shall be passed by two-thirds or more of the directors, the resolutions of the Board of Directors in respect of any other matters mentioned above may be passed with the consents from more than one half of all directors.</p> <p>The Board of Directors of the Company shall explain to the general meeting the non-standard opinions on the financial report of the Company contained in the audit report issued by the certified accountant.</p>	<p>(11) To formulate the Company's basic management system;</p> <p>(12) To formulate the proposed amendments to these Articles of Association;</p> <p>(13) To handle investment, acquisition or disposal of assets, financing, connected transactions and other matters that shall be decided by the Board of Directors pursuant to the Hong Kong Listing Rules and the Sci-Tech Board Listing Rules;</p> <p>(14) To manage information disclosures of the Company pursuant to the laws and regulations, <u>the regulatory rules of the stock exchange in the place where the Company's shares are listed</u>, and internal rules and regulations of the Company;</p> <p><u>(15) To propose to the general meeting to hire or replace the accounting firm that audits the Company;</u></p> <p><u>(16) To listen to the work report of the general manager and inspect the work of the general manager;</u></p> <p>(17) To decide on other major affairs of the Company, save for matters required to be resolved at general meetings as specified under the Company Law and the Articles of Association;</p> <p>(18) To dedicate part of the functions and powers to the chairman;</p> <p>(19) Any other functions and powers stipulated in and conferred by laws, administrative regulations, departmental rules, regulatory rules of the places where the Company's shares are listed or the Articles of Association.</p> <p>Except for matters specified in items (6), (7) and (11) which shall be passed by two-thirds or more of the directors, the resolutions of the Board of Directors in respect of any other matters mentioned above may be passed with the consents from more than one half of all directors.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	The Board of Directors of the Company shall explain to the general meeting the non-standard opinions on the financial report of the Company contained in the audit report issued by the certified accountant.
New clause	<u>Article 143. The Board of Directors shall establish the Rules of Procedure of the Board of Directors to ensure that the Board of Directors implements the resolutions of the general meeting, improves working efficiency and secures scientific decision-making. The Rules of Procedure of the Board of Directors shall be annexed to the Articles of Association, be prepared by the Board of Directors and be approved by the general meeting.</u>
New clause	<u>Article 144. The Board of Directors shall determine the authorities of external investment, acquisition and sale of assets, pledge of assets, external guarantees, entrusted financial management, connected transactions, and external donations, and establish strict review and decision-making procedures; major investment projects shall be evaluated by relevant experts and professionals and reported to the general meeting for approval.</u> <u>Transactions of the Company (the definition of transaction shall follow the Sci-Tech Board Listing Rules, which excludes the purchase of raw materials, fuel and power, the sale of products or commodities and other trading activities related to daily operations, the provision of guarantees and transactions in which the Company gains benefits unilaterally) that meet one of the following criteria shall be considered by the Board of Directors:</u> <u>(1) The assets involved in the transaction (the higher of book value and assessed value, if both exist) account for more than 10% of the latest audited total assets of the listed company;</u> <u>(2) The turnover of the transaction is more than 10% of the market value of the listed company;</u> <u>(3) The net assets of the subject of the transaction (equity interest, for example) for the most recent fiscal year account for more than 10% of the market value of the listed company;</u>

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<p><u>(4) The operating revenue associated with the subject of the transaction (equity interest, for example) for the most recent fiscal year accounts for more than 10% of the audited operating revenue of the listed company for the most recent fiscal year and exceeds RMB10 million;</u></p> <p><u>(5) The profits generated by the transaction account for more than 10% of the audited net profit of the listed company for the most recent fiscal year and exceed RMB1 million;</u></p> <p><u>(6) The net profits generated by the subject of the transaction (equity interest, for example) for the most recent fiscal year account for more than 10% of the audited net profits of the listed company for the most recent fiscal year and exceed RMB1 million;</u></p> <p><u>(7) External guarantees subject to consideration by the general meeting according to the Articles of Association;</u></p> <p><u>(8) Connected transactions subject to consideration by the Board of Directors according to the Sci-Tech Board Listing Rules and the Hong Kong Listing Rules.</u></p> <p><u>Transactions of the Company that exceed the above-mentioned criteria for consideration by the Board of Directors shall be submitted to the general meeting for consideration after consideration and approval by the Board of Directors.</u></p> <p><u>The net profit indicator in the above criteria may be exempted from application until the company achieves profitability.</u></p> <p><u>Transactions (other than the provision of guarantees) between the company and related parties that meet one of the following criteria shall be submitted to the board of directors for consideration and timely disclosure:</u></p> <p><u>(1) Transactions with related natural persons with a turnover of more than RMB300,000;</u></p> <p><u>(2) Transactions with related legal persons with a turnover that accounts for more than 0.1% of the Company's latest audited total assets or market value and exceeds RMB3 million.</u></p>
New clause	<u>Article 146. The Board of Directors shall have a chairman who is elected by more than half of all directors.</u>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 111. The chairman of the Board of Directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) To chair the general meetings and to convene and chair the meetings of the Board of Directors; (2) To supervise and inspect the implementation of resolutions of the Board of Directors; (3) To sign share certificates, debentures and other marketable securities issued by the Company; (4) To sign material documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company; (5) In the event of any urgent situation due to huge-scale natural disaster and other force majeure, to exercise special powers in relation to the Company’s affairs in compliance with legal requirements and in the interests of the Company, and subsequently reports such activities to the Board of Directors and the general meeting; (6) To propose the convening of an extraordinary board meeting; (7) Any other functions and powers stipulated in the laws and regulations, regulatory rules of the places where the Company’s shares are listed or the Articles of Association, as well as those conferred by the Board of Directors. <p>In the event that the chairman of the Board of Directors is unable to carry out his duties, a director elected by half or more of all directors may perform his duties.</p> <p>The Board of Directors may, if necessary, authorize the chairman of the Board of Directors to exercise part of the powers of the Board of Directors when it is in recess.</p>	<p>Article 147. The chairman of the Board of Directors shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) To chair the general meetings and to convene and chair the meetings of the Board of Directors; (2) To supervise and inspect the implementation of resolutions of the Board of Directors; (3) To sign share certificates, debentures and other marketable securities issued by the Company; (4) To sign material documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company; (5) In the event of any urgent situation due to huge-scale natural disaster and other force majeure, to exercise special powers in relation to the Company’s affairs in compliance with legal requirements and in the interests of the Company, and subsequently reports such activities to the Board of Directors and the general meeting; (6) To propose the convening of an extraordinary board meeting; (7) Any other functions and powers stipulated in the laws and regulations, regulatory rules of the places where the Company’s shares are listed or the Articles of Association, as well as those conferred by the Board of Directors. <p>In the event that the chairman of the Board of Directors is unable to carry out his duties, a director elected by half or more of all directors may perform his duties.</p> <p>The Board of Directors may, if necessary, authorize the chairman of the Board of Directors to exercise part of the powers of the Board of Directors when it is in recess. <u>The authorization of the Board of Directors to the chairman thereof shall be expressly made by means of a resolution of the Board of Directors, and there shall be explicit and specific authorization matters, contents and authority. Any matter involving major interests of the Company shall be decided collectively by the Board of Directors and shall not be delegated to the Chairman or individual directors for decision.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 114. Notice shall be given to all directors, supervisors and the general manager at least 14 days prior to a regular meeting of the Board of Directors, and at least 5 days prior to an extraordinary meeting of the Board of Directors. The responsible body of the Company shall serve a written notice of the meeting convened to all directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>In case of emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>	<p>Article 150. Notice shall be given to all directors, supervisors and the general manager at least 14 days prior to a regular meeting of the Board of Directors, and at least 5 days prior to an extraordinary meeting of the Board of Directors. The responsible body of the Company shall serve a written notice of the meeting convened to all directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>In case of emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting. <u>With unanimous agreement of all directors, the deadline for notice of meetings may be waived.</u></p>
<p>New clause</p>	<p><u>Article 154. Resolutions of the Board of Directors shall be decided by a show of hands, ballot or fax.</u></p> <p><u>Extraordinary meetings of the Board of Directors may be conducted and pass resolutions by mail or other means of communication including video, telephone, fax and e-mail, provided that the directors can adequately express their opinions, and the resolutions shall be signed by the participating directors.</u></p>
<p>Article 118. A director shall attend the meetings of the Board of Directors in person. If a director is not able to attend the meeting of the Board of Directors for any reason, he may appoint in writing other directors to attend the meeting on his behalf and specify the scope of authorization in the proxy.</p>	<p>Article 155. A director shall attend the meetings of the Board of Directors in person. If a director is not able to attend the meeting of the Board of Directors for any reason, he may appoint in writing other directors to attend the meeting on his behalf, <u>but the proxy shall provide the name of the proxy, the subject matter, the scope of authority and the period of validity, and the signature or seal of the appointer.</u></p>
<p>Article 119. When a director <u>is connected to</u> an enterprise related to a resolution of the meeting of the Board of Directors, such director shall not exercise his or her voting rights in respect of such resolution, nor shall he or she vote on behalf of other directors. The meeting of the board of directors may be held with the presence of more than half of the <u>non-connected</u> directors, resolutions at the meeting of the Board of Directors shall be passed by more than half of the <u>non-connected</u> directors. If the number of non-connected directors attend the meeting of Board of Directors is less than three, the matter shall be submitted to the general meeting for consideration.</p>	<p>Article 156. When a director <u>is connected to</u> an enterprise related to a resolution of the meeting of the Board of Directors, such director shall not exercise his or her voting rights in respect of such resolution, nor shall he or she vote on behalf of other directors. The meeting of the board of directors may be held with the presence of more than half of the <u>non-connected</u> directors, resolutions at the meeting of the Board of Directors shall be passed by more than half of the <u>non-connected</u> directors. If the number of non-connected directors attend the meeting of Board of Directors is less than three, the matter shall be submitted to the general meeting for consideration.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 121. Unless otherwise required by the laws and regulations or the Listing Rules of Hong Kong, the Board of Directors may accept the written proposals in lieu of convening board meetings, but the draft of such proposals shall be delivered to each director through direct delivery, post, fax or e-mail. If a written proposal has been circulated to all directors by the Board of Directors, and the number of directors signed and approved such proposal has reached the required quorum for making a decision, after the signed document for approving such proposal being delivered to has circulated the written proposal to all directors, such proposal will become a resolution of the Board of Directors, and deemed to have the same legal effect as a resolution passed at a meeting of the Board of Directors convened in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>	<p>Article 158. Unless otherwise required by the laws and regulations <u>or the stock exchange in the place where the Company’s shares are listed</u>, the Board of Directors may accept the written proposals in lieu of convening board meetings, but the draft of such proposals shall be delivered to each director through direct delivery, post, fax or e-mail. If a written proposal has been circulated to all directors by the Board of Directors, and the number of directors signed and approved such proposal has reached the required quorum for making a decision, after the signed document for approving such proposal being delivered to has circulated the written proposal to all directors, such proposal will become a resolution of the Board of Directors, and deemed to have the same legal effect as a resolution passed at a meeting of the Board of Directors convened in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>
<p>Article 122. The Board of Directors shall keep minutes of resolutions on matters discussed at the meeting, all attending directors and the recorder of the minutes shall sign the minutes of such meetings. The minutes of the meeting of the Board of Directors shall be kept as record of the Company. Directors shall be liable for the resolutions of the Board of Directors. If the resolutions of the Board of Directors violate the laws, administrative regulations or the Articles of Association, and the Company suffers a material loss as a result thereof, the directors participating in the resolutions are liable to the Company for the losses.</p>	<p>Article 159. The Board of Directors shall keep minutes of resolutions on matters discussed at the meeting, all attending directors and the recorder of the minutes shall sign the minutes of such meetings. The minutes of the meeting of the Board of Directors shall be kept as record of the Company <u>for a period of not less than ten years</u>. Directors shall be liable for the resolutions of the Board of Directors. If the resolutions of the Board of Directors violate laws, administrative regulations or the Articles of Association, and the Company suffers a material loss as a result thereof, the directors participating in the resolutions are liable to the Company for the losses.</p>
<p>New clause</p>	<p><u>Article 160. The secretary to the Board of Directors or the designated person thereof shall be responsible for taking minutes of the meetings of the Board of Directors. The minutes of the meeting shall include the following:</u></p> <ul style="list-style-type: none"> <u>(1) The session, time, place and way of holding of the meeting;</u> <u>(2) Notification of the meeting;</u> <u>(3) Convener and host of the meeting;</u>

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<p><u>(4) Attendance of directors in person and by proxy;</u></p> <p><u>(5) Proposals considered at the meeting, agenda of the meeting, highlights of each director’s speech and main opinions on relevant matters, and voting intentions on the proposals</u></p> <p><u>(6) Voting method and results for each proposal (with specific number of affirmative, negative and abstention votes);</u></p> <p><u>(7) Other matters that the attending directors believe should be recorded.</u></p>
<p>Article 123.Each special committee is responsible to the Board of Directors, and its members are all directors, of which, the Audit Committee can only comprise non-executive directors and has at least three members, the majority of which shall be independent non-executive directors, with at least one member with the proper qualification as required by the Hong Kong Listing Rules, or appropriate accounting or related financial management expertise, and the convener (i.e. chairman) must be an independent non-executive director. The Remuneration and Appraisal Committee shall have a majority of independent non-executive directors, and the convener (i.e. chairman) must be an independent non-executive director. The convener (i.e. chairman) of the Nomination Committee must be the chairman of the Board of Directors, and shall have a majority of independent non-executive directors. Where necessary, the Board of Directors may also establish other committees or make adjustment to the existing committees. The Board of Directors shall separately formulate the term of reference of each special committee to set out the respective responsibilities and procedures.</p>	<p>Article 161.The special committees are responsible to the Board of Directors, <u>they shall perform duties in accordance with the Articles of Association and the authorization of the Board of Directors, their proposals shall be submitted to the Board of Directors for consideration and approval, and the members thereof are all directors.</u> Among them, the Audit Committee shall only comprise non-executive directors and have at least three members, the majority of which shall be independent non-executive directors, <u>and the convener (i.e. chairman) must be an independent non-executive director with the proper qualification as required by the Hong Kong Listing Rules and the Sci-Tech Board Listing Rules, or appropriate accounting or related financial management expertise.</u> The Remuneration and Appraisal Committee shall have a majority of independent non-executive directors, and the convener (i.e. chairman) must be an independent non-executive director. The convener (i.e. chairman) of the Nomination Committee must <u>be an independent non-executive director</u>, and the majority of members shall be independent non-executive directors. Where necessary, the Board of Directors may also establish other committees or make adjustment to the existing committees. The Board of Directors shall separately formulate the term of reference/<u>regulations of each special committee to standardize operations of the special committees.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 125. The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed or removed by the Board of Directors. His or her primary duties include:</p> <ol style="list-style-type: none"> (1) To ensure that the Company has a complete set of organizational documents and records; (2) To prepare and submit the report and document required by competent authority according to the laws; (3) To ensure the proper maintenance of the Company’s register of shareholders, so as to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis; (4) To exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations and the stock exchange in the place where the Company’s shares are listed. 	<p>Article 163. The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience, <u>and shall be nominated by the chairman</u> and appointed or removed by the Board of Directors. His or her primary duties include:</p> <ol style="list-style-type: none"> (1) To ensure that the Company has a complete set of organizational documents and records; (2) To prepare and submit the report and document required by competent authority according to the laws; (3) To ensure the proper maintenance of the Company’s register of shareholders, so as to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis; (4) <u>To be responsible for preparing general meetings and board meetings, keeping documents and managing shareholders’ information, and handling information disclosure matters;</u> (5) To exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations and the stock exchange in the place where the Company’s shares are listed. <p><u>The secretary to the board of directors shall abide by the relevant provisions of laws, administrative regulations, departmental rules and the articles of association.</u></p>
<p>New clause</p>	<p><u>Article 166. The provisions of Article 197 herein regarding the duty of loyalty of directors and Article 198 (4), (5) and (6) regarding the duty of diligence shall also apply to the senior management.</u></p>
<p>New clause</p>	<p><u>Article 167. Those who hold administrative positions other than director or supervisor in the Company’s controlling shareholder shall not serve as senior management of the Company.</u></p> <p><u>Senior management of the Company shall be paid by the Company only and shall not be paid by the controlling shareholder on behalf of the Company.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<u>Article 171. The general manager shall formulate the working rules of the general manager and submit it to the Board of Directors for approval before implementation.</u>
New clause	<u>Article 172. The working rules of the general manager shall include the following:</u> <u>(1) Conditions, procedures and participants of the general manager’s meeting;</u> <u>(2) The responsibilities of the general manager and the specific duties of other senior management personnel and their division of labor;</u> <u>(3) The use of the Company’s funds and assets, the authority to enter into major contracts, and the system of reporting to the Board of Directors and the Supervisory Committee;</u> <u>(4) Other matters that the Board of Directors believe necessary.</u>
New clause	<u>Article 173. The general manager may resign before the expiration of his or her term of office. The specific procedures and methods regarding the resignation of the general manager are stipulated in the labor contract between the general manager and the Company.</u>
New clause	<u>Article 174. Senior management personnel who violate laws, administrative regulations, departmental rules or the Articles of Association while performing their duties for the Company and cause losses to the Company shall be liable for compensation.</u>
New clause	<u>Article 175. The senior management of the Company shall faithfully perform their duties to safeguard the best interests of the Company and all shareholders. If the senior management of the Company fails to faithfully perform their duties or violates their duty of good faith, and causes damage to the interests of the Company and the shareholders of public shares, they shall be liable for compensation according to law.</u>
New clause	<u>Section 1 Supervisors</u>
New clause	<u>Article 177. Directors, general manager and other senior management may not concurrently serve as supervisors.</u>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
New clause	<u>Article 178. Supervisors shall abide by laws, administrative regulations and the Articles of Association, shall have duties of loyalty and diligence to the Company, and shall not use their position to accept bribes or other illegal income, or embezzle the Company’s property.</u>
New clause	<u>Article 179. The term of office of supervisors shall be three years each. The supervisors can be re-elected upon the expiration of their term of office.</u>
New clause	<u>Article 180. If a supervisor is not timely re-elected upon expiration of his or her term of office, or if a supervisor resigns during his or her term of office, so that there is less than a quorum of members of the Supervisory Committee, the original supervisor shall continue to perform his or her duties as a supervisor in accordance with laws, administrative regulations and the Articles before the re-elected supervisor assumes office.</u>
New clause	<u>Article 181. The supervisors shall ensure that the information disclosed by the Company is true, accurate and complete and shall issue written acknowledgment of the periodic reports.</u>
New clause	<u>Article 182. Supervisors may sit in on board meetings and make inquiries or suggestions on the resolutions of the Board of Directors.</u>
New clause	<u>Article 183. Supervisors shall not use their connections to harm the interests of the Company, and if losses are caused to the Company, the supervisors shall be liable for compensation.</u>
New clause	<u>Article 184. Supervisors who violate laws, administrative regulations, departmental rules and the Articles of Association when performing their duties for the Company and cause damage to the Company shall be liable for compensation.</u>
New clause	<u>Section 2 Supervisory Committee</u>
Article 135. The directors and senior management of the Company shall not concurrently act as supervisors.	<u>Delete clause</u>
<p>Article 136. The Supervisory Committee shall be accountable to the general meeting and is dedicated with the following functions and powers:</p> <p>(1) To inspect the Company’s financial position;</p> <p>(2) To monitor any acts on the part of directors and senior management in their performance of duties that may violate the laws, administrative regulations and the Articles of Association;</p>	<p>Article 188. The Supervisory Committee shall be accountable to the general meeting and is dedicated with the following functions and powers:</p> <p>(1) To inspect the Company’s financial position;</p> <p>(2) To monitor any acts on the part of directors and senior management in their performance of duties that may violate the laws, administrative regulations and the Articles of Association;</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>(3) To demand directors and senior management to make rectification if their act has damaged the Company’s interest;</p> <p>(4) To review financial information such as financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the general meetings; if there is any doubt, it can engage certified public accountants and practicing auditors in the name of the Company to assist their second review;</p> <p>(5) To propose the convening of an extraordinary general meeting, and convene and chair the general meeting when the Board of Directors fails to perform such duties as required by the Company Law;</p> <p>(6) To submit proposals to the general meeting;</p> <p>(7) To propose the convening of an extraordinary board meeting;</p> <p>(8) To deal with the directors on behalf of the Company or bring an action against a director and senior management in accordance with the Company Law;</p> <p>(9) To exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.</p> <p>Supervisors shall attend the board meetings as non-voting participants.</p>	<p>(3) To demand directors and senior management to make rectification if their act has damaged the Company’s interest;</p> <p><u>(4) To Supervise the conduct of directors and senior management in the performance of their duties for the Company, and propose the removal of directors and senior management who violate laws, administrative regulations, the Articles of Association or resolutions of the general meeting;</u></p> <p>(5) To review financial information such as financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the general meetings; if there is any doubt, it can engage certified public accountants and practicing auditors in the name of the Company to assist their second review;</p> <p>(6) To propose the convening of an extraordinary general meeting, and convene and chair the general meeting when the Board of Directors fails to perform such duties as required by the Company Law;</p> <p>(7) To submit proposals to the general meeting;</p> <p>(8) To propose the convening of an extraordinary board meeting;</p> <p>(9) To deal with the directors on behalf of the Company or bring an action against a director and senior management in accordance with the Company Law;</p> <p><u>(10) To review periodic reports prepared by the Board of Directors and issue a written opinion;</u></p> <p><u>(11) To investigate abnormalities with the Company’s operations; when necessary, to hire professional institutions like an accounting firm or a lawyer’s firm to give assistance at the Company’s expense;</u></p> <p>(12) To exercise other functions and powers specified in laws, administrative regulations and the Articles of Association.</p> <p>Supervisors shall attend the board meetings as non-voting participants.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 137. The Supervisory Committee shall convene at least once meeting every six months, which shall be convened by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, a supervisor who has been elected by more than half of the supervisors shall convene and preside over the meeting of the Supervisory Committee.</p> <p>Notice shall be given to all supervisors at least 14 days prior to a regular meeting of the Supervisory Committee, and at least 5 days prior to an extraordinary meeting of the Board of Directors. The staff working for the Supervisory Committee shall serve a written notice of the meeting convened to all supervisors by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>In case of emergency and an extraordinary meeting of the Supervisory Committee is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>	<p>Article 189. The Supervisory Committee shall convene at least once meeting every six months, which shall be convened <u>and chaired</u> by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, a supervisor who has been elected by more than half of the supervisors shall convene and preside over the meeting of the Supervisory Committee. <u>Supervisors may propose to hold extraordinary meetings of the Supervisory Committee.</u></p> <p><u>The Supervisory Committee shall formulate the rules of procedure of the Supervisory Committee to define the method for resolving matters and the voting procedures of the Supervisory Committee so as to ensure the working efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure of the Supervisory Committee shall be annexed to the Articles of Association, drafted by the Supervisory Committee and approved by the general meeting.</u></p> <p>Notice shall be given to all supervisors at least 14 days prior to a regular meeting of the Supervisory Committee, and at least 5 days prior to an extraordinary meeting of the Board of Directors. The staff working for the Supervisory Committee shall serve a written notice of the meeting convened to all supervisors by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>In case of emergency and an extraordinary meeting of the Supervisory Committee is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting. <u>With unanimous consent of all supervisors, the deadline for notification of meetings may be waived.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 140. Unless otherwise required by the laws and regulations or the Listing Rules of Hong Kong, the Supervisory Committee may accept the written proposals in lieu of convening a Supervisory Committee meeting, but the draft of such proposals shall be delivered to each supervisor through direct delivery, post, fax or e-mail. If a proposal has been circulated to all directors by the Supervisory Committee, and the number of supervisors signed and approved such proposal has reached the required quorum for making a decision, after the signed document for approving such proposal being delivered to has circulated the written proposal to all supervisors, such proposal will become a resolution of the Supervisory Committee, and deemed to have the same legal effect as a resolution passed at a meeting of the Supervisory Committee convened in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>	<p>Article 192. Unless otherwise required by the laws and regulations <u>or the regulatory rules of the stock exchange in the place where the Company's shares are listed</u>, the Supervisory Committee may accept the written proposals in lieu of convening a Supervisory Committee meeting, but the draft of such proposals shall be delivered to each supervisor through direct delivery, post, fax or e-mail. If a proposal has been circulated to all directors by the Supervisory Committee, and the number of supervisors signed and approved such proposal has reached the required quorum for making a decision, after the signed document for approving such proposal being delivered to has circulated the written proposal to all supervisors, such proposal will become a resolution of the Supervisory Committee, and deemed to have the same legal effect as a resolution passed at a meeting of the Supervisory Committee convened in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>
<p>Article 141. The Supervisory Committee shall keep minutes of resolutions on matters discussed at the meeting, all attending supervisors shall sign the minutes of such meetings. A supervisor is entitled to request that an explanatory note be made with regard to his speech in the meeting. The minutes of the meeting of the Supervisory Committee shall be kept at the address of the Company.</p>	<p>Article 193. The Supervisory Committee shall keep minutes of resolutions on matters discussed at the meeting, all attending supervisors shall sign the minutes of such meetings. A supervisor is entitled to request that an explanatory note be made with regard to his speech in the meeting. The minutes of the meeting of the Supervisory Committee shall be kept at the address of the Company <u>as company files for a period of at least ten years.</u></p>
<p>Article 144. The following persons may not serve as a director, supervisor, the general manager, or other senior management of the Company:</p> <ol style="list-style-type: none"> (1) A person without or with limited capacity for civil conduct; (2) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five years have elapsed since the sentence was served; 	<p>Article 196. The following persons may not serve as a director, supervisor, the general manager, or other senior management of the Company:</p> <ol style="list-style-type: none"> (1) A person without or with limited capacity for civil conduct; (2) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five years have elapsed since the sentence was served;

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
(3) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;	(3) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;
(4) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;	(4) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;
(5) A person who has a relatively large amount of debts which have become overdue;	(5) A person who has a relatively large amount of debts which have become overdue;
(6) A person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;	<u>(6) A person subject to prohibition of entry into the securities market by the China Securities Regulatory Commission which has not expired;</u>
(7) A person who, according to law and administrative regulations, is not permitted to be the leader of an enterprise;	(7) A person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;
(8) A person who is not a natural person;	(8) A person who, according to law and administrative regulations, is not permitted to be the leader of an enterprise;
(9) A person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than 5 years have elapsed since the date of such conviction;	(9) A person who is not a natural person;
(10) Other persons stipulated in the relevant laws and regulations of the place where the Company’s shares are listed.	(10) A person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than 5 years have elapsed since the date of such conviction;

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>For director, supervisor, general manager, or other senior management elected, appointed and engaged in violation of this provision, such election, appointment and engagement will be void. If the above situation exists for a director, supervisor, general manager, or other senior management during his term of office, the Company will discharge him or her from duty.</p>	<p>(11) Other persons stipulated in the relevant laws and regulations and departmental rules of the place where the Company’s shares are listed.</p> <p>For director, supervisor, general manager, or other senior management elected, appointed and engaged in violation of this provision, such election, appointment and engagement will be void. If the above situation exists for a director, supervisor, general manager, or other senior management during his term of office, the Company will discharge him or her from duty.</p>
<p>New clause</p>	<p><u>Article 197. The directors shall comply with laws, administrative regulations and the Articles of Association and shall have the following duties of loyalty to the Company:</u></p> <p>(1) <u>Do not use one’s position to accept bribes or other illegal income, and do not embezzle the Company’s property;</u></p> <p>(2) <u>Do not appropriate the Company’s funds;</u></p> <p>(3) <u>Do not keep the Company’s assets or funds in an account opened in one’s own name or in the name of other individuals;</u></p> <p>(4) <u>Do not lend the Company’s funds to others or provide guarantees for others with the Company’s property without the consent of the general meeting or the Board of Directors in violation of the Articles of Association;</u></p> <p>(5) <u>Not to enter into contracts or transactions with the Company in violation of the Articles of Association or without the consent of the general meeting;</u></p> <p>(6) <u>Without the consent of the general meeting, Do not use the convenience of one’s position to seek business opportunities for oneself or others that should belong to the Company, or to operate business of the same kind as the Company for oneself or for others;</u></p> <p>(7) <u>Do not take possession of commissions from transactions with the Company;</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p><u>(8) Do not disclose the Company’s secrets without authorization ;</u></p> <p><u>(9) Do not use one’s connections to harm the interests of the Company;</u></p> <p><u>(10) Other duties of loyalty as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</u></p> <p><u>Income gained by a director in violation of the provisions of this Article shall go to the Company; if it causes damage to the Company, he or she shall be liable for compensation.</u></p>
New clause	<p><u>Article 198. The directors shall comply with laws, administrative regulations and the Articles of Association and shall have the following duties of diligence to the Company:</u></p> <p><u>(1) To exercise rights granted by the Company in a prudent, conscientious and diligent manner to ensure that the Company’s business practices comply with national laws, administrative regulations and the requirements of various national economic policies, and that the business activities do not exceed the scope of business specified in the business license;</u></p> <p><u>(2) To treat all shareholders fairly;</u></p> <p><u>(3) To keep abreast of the Company’s business management status;</u></p> <p><u>(4) To issue a written opinion on the Company’s periodic reports, and ensure the information disclosed by the Company is true, accurate and complete;</u></p> <p><u>(5) To truthfully provide relevant information to the Supervisory Committee and do not obstruct the Supervisory Committee or the supervisors in the exercise of their powers;</u></p> <p><u>(6) Other duties of diligence as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 146. In addition to the obligations imposed by the laws and regulations of China, the security regulatory authorities where the Company's shares are listed and the Hong Kong Listing Rules, each of the Company's directors, supervisors, general manager and other senior management assumes the following obligations to each shareholder in the course they perform the functions and exercise the powers entrusted to him by the Company:.....</p>	<p>Article 200. In addition to the obligations imposed by the laws and regulations of China, the security regulatory authorities where the Company's shares are listed, the Hong Kong Listing Rules and the Sci-Tech Board Listing Rules, each of the Company's directors, supervisors, general manager and other senior management assumes the following obligations to each shareholder in the course they perform the functions and exercise the powers entrusted to him by the Company:.....</p>
<p>Article 151. Except for circumstances prescribed in Article 60 hereof, a director, supervisor, general manager and other senior management of the Company may be relieved of liability for specific breaches of his duty with the informed consent given in a general meeting.</p>	<p>Article 205. Except for circumstances prescribed in Article 58 hereof, a director, supervisor, general manager and other senior management of the Company may be relieved of liability for specific breaches of his duty with the informed consent given in a general meeting.</p>
<p>Article 152. Where a director, supervisor, general manager or other senior management of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than the appointment agreement entered between the Company and the directors, supervisors, manager and other senior management), he shall disclose the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not such matters are subject to the approval of the Board of Directors under normal circumstances.</p>	<p>Article 206. Where a director, supervisor, general manager or other senior management of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than the appointment agreement entered between the Company and the directors, supervisors, general manager and other senior management), he shall disclose the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not such matters are subject to the approval of the Board of Directors under normal circumstances.</p>
<p>Except for the exceptions permitted under the Hong Kong Listing Rules, a director shall not vote on any resolution of the Board of Directors approving any contract or arrangement or any other relevant proposal in which he or any of his close associates (as defined under the Hong Kong Listing Rules effective from time to time) has a material interest nor shall he be counted in the quorum present at the meeting.</p>	<p>Unless the interested director, supervisor, general manager or other senior management of the Company has disclosed his interest to the Board of Directors as required by the first paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, general manager or other senior management.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>Unless the interested director, supervisor, general manager or other senior management of the Company has disclosed his interest to the Board of Directors as required by the first paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, general manager or other senior management.</p> <p>A director, supervisor, general manager or other senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his related party is interested.</p> <p>If any directors are required to refrain from participating in a meeting of the Board of Directors, resulting in the quorum of the meeting cannot be met, then the concerned matters shall be submitted to the general meeting for consideration.</p> <p>If a substantial shareholder (as defined in the Hong Kong Listing Rules) or director is considered by the Board of Directors to have material conflict of interest in a matter to be considered at the meeting of the Board of Directors, such matter shall not be handled by way of circulation or handled by a sub-committee (other than a committee resolved to be established for such matter at a meeting of the Board of Directors), and the Board of Directors shall held a meeting of the Board of Directors for such matter. If an independent non- executive director and his associate (as defined in the Hong Kong Rules) is not material interested in a transaction, such independent non-executive director shall attend the relevant meeting of the Board of Directors.</p>	<p>A director, supervisor, general manager or other senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his related party is interested.</p> <p>If any directors are required to refrain from participating in a meeting of the Board of Directors, resulting in the quorum of the meeting cannot be met, then the concerned matters shall be submitted to the general meeting for consideration.</p> <p>If a substantial shareholder (as defined in the Hong Kong Listing Rules) or director is considered by the Board of Directors to have material conflict of interest in a matter to be considered at the meeting of the Board of Directors, such matter shall not be handled by way of circulation or handled by a sub- committee (other than a committee resolved to be established for such matter at a meeting of the Board of Directors), and the Board of Directors shall held a meeting of the Board of Directors for such matter. If an independent non- executive director and his associate (as defined in the Hong Kong Rules) is not material interested in a transaction, such independent non-executive director shall attend the relevant meeting of the Board of Directors.</p>
<p>Article 157. A guarantee for a loan provided by the Company in breach of the first paragraph of Article 155 therein shall not be enforceable against the Company, unless:.....</p>	<p>Article 211. A guarantee for a loan provided by the Company in breach of the first paragraph of Article 209 therein shall not be enforceable against the Company, unless:.....</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 163. The Company shall adopt the Gregorian calendar year for its accounting year, namely that the accounting year shall be from 1 January to 31 December.</p> <p>At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.</p> <p>The financial statements of the Company shall be prepared in accordance with accounting standards and regulations of the People’s Republic of China, as well as in accordance with international accounting standards, or the accounting standards of the jurisdiction in which the Company’s shares are listed. If there is material differences between the financial statements prepared in accordance with the two accounting standards, it should be specified in the notes to the financial statement.</p> <p>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown respectively in the abovementioned two financial statements shall be adopted.</p>	<p>Article 217. The Company shall adopt the Gregorian calendar year for its accounting year, namely that the accounting year shall be from 1 January to 31 December.</p> <p>At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.</p> <p><u>The Company shall submit and disclose the annual report to the China Securities Regulatory Commission and the Shanghai Stock Exchange within four months from the end of each accounting year, and shall submit and disclose the interim report to the agency of the China Securities Regulatory Commission and the Shanghai Stock Exchange within two months from the end of the first half of each accounting year. The aforesaid annual and interim reports shall be prepared in accordance with relevant laws, administrative regulations, and regulations of the China Securities Regulatory Commission and the Shanghai Stock Exchange.</u></p> <p>The financial statements of the Company shall be prepared in accordance with accounting standards and regulations of the People’s Republic of China, as well as in accordance with international accounting standards, or the accounting standards of the jurisdiction in which the Company’s shares are listed. If there is material differences between the financial statements prepared in accordance with the two accounting standards, it should be specified in the notes to the financial statement.</p> <p>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown respectively in the above-mentioned two financial statements shall be adopted.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 166. The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty days prior to the date of the annual general meeting. Each shareholder of the Company has the right to receive a copy of such financial reports mentioned in this Chapter.</p> <p>The financial report mentioned in the preceding paragraph shall comprise the directors’ report, together with the balance sheet (including all other documents to be annexed as required by the People’s Republic of China or other laws and administrative regulations) and the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow), or (subject to the relevant laws of the People’s Republic of China) the summary financial report as approved by The Stock Exchange of Hong Kong Limited.</p>	<p>Article 220. The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty days prior to the date of the annual general meeting. Each shareholder of the Company has the right to receive a copy of such financial reports mentioned in this Chapter.</p> <p>The financial report mentioned in the preceding paragraph shall comprise the directors’ report, together with the balance sheet (including all other documents to be annexed as required by the People’s Republic of China or other laws and administrative regulations) and the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow), or (subject to the relevant laws of the People’s Republic of China) the summary financial report as approved by The Stock Exchange of Hong Kong Limited.</p> <p><u>The Company shall send the above-mentioned reports to each holder of overseas-listed foreign shares by pre-paid mail or by other means permitted by the stock exchange where the Company’s shares are listed (including publication on the Company’s website or the designated website of the stock exchange where the Company’s shares are listed) at least 21 days before the annual general meeting, and the address of the recipient shall be the address recorded in the register of shareholders.</u></p>
<p>Article 168. The Company shall publish its financial reports twice every accounting year, i.e. to publish its interim financial report within 60 days after the end of the first six months of each accounting year, and to publish its annual financial report within 120 days after the end of each accounting year.</p> <p>The Company shall publish its results announcement twice every accounting year, i.e. to publish its interim results announcement within two months after the end of the first six months of each accounting year, and to publish its annual results announcement within three months after the end of each accounting year.</p> <p>Where the laws and regulations of the PRC, the securities regulatory authorities in the place where the Company’s shares are listed and the Hong Kong Stock Exchange have other provisions regarding the above announcements, such provisions shall prevail.</p>	<p>Article 222. The Company shall publish its financial reports twice every accounting year, i.e. to publish its interim financial report within 60 days after the end of the first six months of each accounting year, and to publish its annual financial report within 120 days after the end of each accounting year.</p> <p>The Company shall publish its results announcement twice every accounting year, i.e. to publish its interim results announcement within two months after the end of the first six months of each accounting year, and to publish its annual results announcement within three months after the end of each accounting year.</p> <p>Where the laws and regulations of the PRC, the securities regulatory authorities and the stock exchange in the place where the Company’s shares are listed have other provisions regarding the above announcements, such provisions shall prevail.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 174. The Company shall appoint a receiving agent for holders of overseas-listed shares. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect to the overseas-listed shares, and such payment shall be kept by the receiving agent on such shareholders' behalf for any payment to them.</p> <p>The receiving agent appointed by the Company shall satisfy requirements under the laws of the places where the Company's shares are listed or the rules of relevant stock exchange.</p> <p>The receiving agent appointed by the Company for holders of overseas-listed shares listed in Hong Kong shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the People's Republic of China, the Company may exercise its right to claim over unclaimed dividends, provided that such right shall not be exercised until after the expiration of the applicable limitations period.</p>	<p>Article 228. The Company shall appoint a receiving agent for holders of overseas-listed shares. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect to the overseas-listed shares, and such payment shall be kept by the receiving agent on such shareholders' behalf for any payment to them.</p> <p>The receiving agent appointed by the Company shall satisfy requirements under the laws of the places where the Company's shares are listed or the rules of relevant stock exchange.</p> <p>The receiving agent appointed by the Company for holders of overseas-listed shares listed in Hong Kong shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>
New clause	<p><u>Article 230. The Board of Directors of the Company shall complete the distribution of dividends (or shares) within 2 months after the general meeting when a resolution on the profit distribution plan is made at the general meeting.</u></p>
New clause	<p><u>Article 231. The Company's profit distribution policy is:</u></p> <p><u>(1) Profit distribution principles</u></p> <p><u>The Company's profit distribution policy shall be consistent and stable, and shall take into account the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company, and when the Company has the conditions for cash dividends, priority shall be given to the distribution of profits in the form of cash dividends.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p data-bbox="810 261 1174 293"><u>(2) Profit distribution method</u></p> <p data-bbox="810 327 1390 427"><u>The Company may distribute dividends in cash, stock or a combination of cash and stock or in any other manner permitted by laws and regulations.</u></p> <p data-bbox="810 461 1214 493"><u>(3) Conditions for cash dividends</u></p> <ol data-bbox="871 527 1390 1066" style="list-style-type: none"><li data-bbox="871 527 1390 761"><u>1. The Company’s distributable profit for the year (that is, after-tax profit remaining after making up losses, and withdrawing statutory reserve and surplus reserves) is positive and the statutory reserve has been set aside in full;</u><li data-bbox="871 795 1390 932"><u>2. The auditor has issued a standard unqualified audit report on the Company’s financial reports for the year;</u><li data-bbox="871 966 1390 1066"><u>3. The Company has no major investment plans or major cash outlays (except for fund-raising projects).</u> <p data-bbox="810 1100 1390 1166"><u>Major investment plans or major cash outlays refer to one of the following circumstances:</u></p> <ol data-bbox="871 1200 1390 1698" style="list-style-type: none"><li data-bbox="871 1200 1390 1434"><u>1. The cumulative expenditure of the Company’s proposed external investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 30% of the Company’s latest audited net assets;</u><li data-bbox="871 1468 1390 1698"><u>2. The cumulative expenditure of the Company’s proposed external investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 10% of the Company’s latest audited total assets.</u>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p data-bbox="810 261 1273 293"><u>(4) Differentiated cash dividend policy</u></p> <p data-bbox="810 329 1390 591"><u>The Board of Directors shall take into account the characteristics of the industry in which it operates, its stage of development, its own business model, its level of profitability and whether it has major capital expenditure arrangements, differentiate the following circumstances, and propose differentiated cash dividend policies in accordance with the procedures set out in the Articles of Association.</u></p> <ol data-bbox="869 634 1390 1400" style="list-style-type: none"><li data-bbox="869 634 1390 793"><u>1. If the Company is in a stage of maturity and has no major capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution shall be 80%.</u><li data-bbox="869 836 1390 995"><u>2. If the Company is in a stage of maturity and has major capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution shall be 40%.</u><li data-bbox="869 1038 1390 1198"><u>3. If the Company is in a stage of growth and has major capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution shall be 20%.</u><li data-bbox="869 1240 1390 1400"><u>4. If the Company’s development stage is hard to distinguish but it has major capital expenditure arrangements, the provisions of the preceding paragraph shall apply.</u> <p data-bbox="810 1436 1390 1495"><u>(5) Conditions for the distribution of stock dividends</u></p> <p data-bbox="810 1538 1390 1936"><u>If the Company’s operating income grows fast and the Board of Directors believes that the Company’s stock price does not match the size of its share capital, the Board of Directors may propose a plan for the distribution of stock dividends under the condition that the aforesaid conditions for cash dividends are met, and submit the plan to the general meeting for consideration and approval after it has been approved by the Board of Directors and the Supervisory Committee. The distribution of dividends shall not exceed the scope of accumulated distributable profits of the Company.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p data-bbox="810 261 1209 293"><u>(6) Interval of profit distribution</u></p> <p data-bbox="810 327 1393 527"><u>When the conditions for cash dividends under (3) are met, the Company shall, in principle, pay dividends once a year. The Board of Directors may propose an interim dividend distribution based on the Company’s current profit size, cash flow status, development stage and capital requirements.</u></p> <p data-bbox="810 561 1393 629"><u>(7) Procedures for consideration of the Company’s profit distribution plan</u></p> <ol data-bbox="871 663 1393 1902" style="list-style-type: none"><li data-bbox="871 663 1393 825"><u>1. The Board of Directors is responsible for preparing the profit distribution plan, and the independent non-executive directors shall express an independent opinion on the plan.</u><li data-bbox="871 859 1393 1021"><u>2. The profit distribution plan considered and approved by the Board of Directors shall be submitted to the general meeting of shareholders for consideration and approval before implementation.</u><li data-bbox="871 1055 1393 1464"><u>3. If the Board of Directors does not make a cash profit distribution plan, or if the cash profit distribution plan made by the Board of Directors does not comply with the Articles of Association, the Board of Directors shall disclose in detail the reasons and the use of the funds retained by the Company that are not used for dividend distribution in the periodic reports, and the independent non-executive directors shall express an independent opinion thereon.</u><li data-bbox="871 1498 1393 1902"><u>4. The Supervisory Committee shall supervise the profit distribution plan formulated by the Board of Directors, and when the Board of Directors fails to make a cash profit distribution plan in accordance with the Articles of Association, or when the cash profit distribution plan made by the Board of Directors does not comply with the Articles of Association, the Supervisory Committee has the right to ask the Board of Directors to make corrections;</u>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
	<p>5. <u>When the profit distribution policy needs to be adjusted due to major changes in the external business environment or the Company’s operating conditions, the Board of Directors shall reformulate the profit distribution policy and the independent non-executive directors shall express their opinions thereon. The profit distribution policy reformulated by the Board of Directors shall be submitted to the general meeting for consideration and shall be implemented only when it is approved by at least 2/3 of the votes held by the shareholders present at the general meeting; the general meeting shall be conducted by a combination of on-site voting and online voting to facilitate the participation of small and medium-sized shareholders in the formulation or modification of the profit distribution policy.</u></p> <p><u>After the general meeting has resolved on the profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within two months after the general meeting.</u></p> <p><u>(8) Adjustments or changes to the Company’s profit distribution policy</u></p> <p><u>In the event of force majeure such as war, natural disasters, and epidemics, or changes in the Company’s external business environment that have a significant impact on the Company’s production and operation, or major changes in the Company’s operating conditions, the Company may adjust or change the profit distribution policy according to law.</u></p> <p><u>The adjusted profit distribution policy shall serve the protection of shareholders’ rights and interests and shall not violate relevant laws, regulations and normative documents; for adjustment or change of the profit distribution policy, the Board of Directors shall make a special discussion, demonstrate in detail the reasons for the adjustment, form a written demonstration report, and submit the report to the general meeting for approval by a special resolution after consideration by the independent non-executive directors. When considering changes to the profit distribution policy, the Company shall provide the convenience for all shareholders to fully express their opinions and suggestions.</u></p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
New clause	Chapter 16. Internal Audit
New clause	<u>Article 232. The Company implements an internal audit system and has full-time auditors to conduct internal audit and supervision of the Company’s financial receipts and expenditures and economic activities.</u>
New clause	<u>Article 233. The responsibilities of the Company’s internal audit system and auditors shall be implemented upon approval by the Board of Directors. The head of audit is responsible to and reports to the Board of Directors.</u>
Article 176. The Company shall appoint an independent accounting firm which is qualified under the relevant national regulations to audit the Company’s annual financial reports and verify other financial reports of the Company.	Article 234. The Company shall appoint an independent accounting firm <u>which complies with the Securities Law and the relevant national regulations to conduct audit of annual financial reports, audit of other financial reports, verification of net assets, and other related consulting services for the Company.</u>
Article 177. The accounting firm appointed by the Company shall hold their position from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.	Article 235. The accounting firm appointed by the Company shall hold their position <u>for one year</u> , from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting, <u>and can be reappointed.</u> <u>The appointment, dismissal and remuneration of an accounting firm by the company must be decided by the general meeting of shareholders, and the board of directors shall not appoint an accounting firm before the decision of the general meeting of shareholders.</u>
Article 178. The accounting firm appointed by the Company shall have the following rights: (1) The right to review the books, records and documents of the Company at any time, the right to require the directors, general managers or other senior management officers of the Company to provide relevant information and explanation; (2) The right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as necessary for discharging its duties; (3) The right to attend general meetings and to receive all notices of, and other information relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company’s accounting firm.	Article 236. The accounting firm appointed by the Company shall have the following rights: (1) The right to review the books, records and documents of the Company at any time, the right to require the directors, general managers or other senior management officers of the Company to provide relevant information and explanation; (2) The right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as necessary for discharging its duties; (3) The right to attend general meetings and to receive all notices of, and other information relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company’s accounting firm;

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<p><u>(4) The right to have the Company ensure that it will provide true and complete accounting documents, accounting books, financial reports and other accounting information, and no refusal, concealment or misrepresentation.</u></p>
<p>Article 183. If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm in advance, and the latter has the right to state its opinions at the general meeting. If the accounting firm resigns, it shall make clear at the general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:</p> <ol style="list-style-type: none"> 1. A statement to the effect that there are no circumstances connected with its resignation that it considers must be brought to the attention of the shareholders or creditors of the Company; or 2. A statement of any such circumstances that should be explained. 	<p>Article 241. If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm fifteen days in advance, and the latter has the right to state its opinions at the general meeting. If the accounting firm resigns, it shall make clear at the general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:</p> <ol style="list-style-type: none"> 1. A statement to the effect that there are no circumstances connected with its resignation that it considers must be brought to the attention of the shareholders or creditors of the Company; 2. A statement of any such circumstances that should be explained; <u>3. A statement at the general meeting whether there is any impropriety on the part of the Company.....</u>
<p>Chapter 17. Notices</p>	<p>Chapter 18. Notices and Announcements</p>
<p>New clause</p>	<p><u>Section 1 Notices</u></p>
<p>Article 184. Notices of the Company may be delivered through the following means:</p> <ol style="list-style-type: none"> (1) By hand; (2) By fax, email or post; (3) By way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the places where the Company’s shares are listed; (4) By way of announcement; 	<p>Article 242. Notices of the Company may be delivered through the following means:</p> <ol style="list-style-type: none"> (1) By hand; (2) By fax, email or post; (3) By way of publishing information on websites designated by the Company and the stock exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the places where the Company’s shares are listed; (4) By way of announcement;

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>(5) By any other means as agreed by the Company or the recipient or as accepted by the recipient after the notice is received;</p> <p>(6) By any other means as approved by the relevant regulatory authorities in the places where the Company's shares are listed or as specified in the Articles of Association.....</p>	<p>(5) By any other means as agreed by the Company or the recipient or as accepted by the recipient after the notice is received;</p> <p>(6) By any other means as approved by the relevant regulatory authorities in the places where the Company's shares are listed or as specified in the Articles of Association.</p> <p><u>Notices issued by the Company by way of announcements shall be deemed to have been received by all relevant persons upon such announcements.....</u></p>
<p>Article 187. In the event that the listing rules of the stock exchange in the place where the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the preference stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by applicable law and regulations and pursuant to the applicable laws and regulations.</p>	<p>Delete clause</p>
<p>New clause</p>	<p><u>Section 2 Announcements</u></p>
<p>New clause</p>	<p><u>Article 245. Upon completion of the listing and trading of the Company's shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange, the Company shall designate at least one of China Securities Journal, Shanghai Securities News, Securities Times, Securities Daily and the official website of the Shanghai Stock Exchange (http://www.sse.com.cn/) as the media for publication of the Company's announcements and other information required to be disclosed.</u></p>
<p>Chapter 18. Merger and Split-up of the Company</p>	<p><u>Chapter 19. Merger, Split-up and Capital Reduction</u> of the Company</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
<p>Article 189. The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten days from the date of the Company pass the resolution in respect of the merger and shall publish an announcement in a newspaper within thirty days from the date of such resolution. A creditor shall have the right to require the Company to repay its debts or to provide a corresponding guarantee within thirty days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within forty-five days from the date of the relevant announcement.</p> <p>Upon the merger, claims and debts of each of the merged parties shall be assumed by the company survives the merger or the newly established company.</p>	<p>Article 247. The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p><u>The absorption of one company into another company is a merger, and the absorbed company will be dissolved. The consolidation of two or more companies to create a new company is a consolidation, and the parties to the merger will be dissolved.</u></p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten days from the date of the Company pass the resolution in respect of the merger and shall publish an announcement in a newspaper within thirty days from the date of such resolution. A creditor shall have the right to require the Company to repay its debts or to provide a corresponding guarantee within thirty days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within forty-five days from the date of the relevant announcement.</p> <p>Upon the merger, claims and debts of each of the merged parties shall be assumed by the company survives the merger or the newly established company.</p>
<p>New clause</p>	<p><u>Article 250. When a Company needs to reduce its registered capital, it must prepare a balance sheet and an inventory of its property.</u></p> <p><u>The Company shall notify the creditors within ten days from the date when it makes the resolution to reduce the registered capital, and announce the resolution in the newspaper within thirty days. Within thirty days after receiving the notice, or within forty-five days from the date of announcement if no notice is received, the creditors shall have the right to request the Company to clear its debts or provide corresponding guarantees.</u></p> <p><u>The Company’s registered capital after the capital reduction shall not be lower than the statutory minimum amount.</u></p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
<p>New clause</p>	<p><u>Article 251. The Company shall, in accordance with law, apply for change in registration with the company registration authority where there is a change in any item in its registration as a result of any merger or split-up; in case of the Company is dissolved, the Company shall apply for deregistration in accordance with the laws; in case of establishment of a new company, the Company shall apply for registration thereof in accordance with the laws.</u></p> <p><u>Where the Company increases or reduces its registered capital, it shall, in accordance with law, apply for change in registration with the company registration authority</u></p>
<p>Article 193. If the Company is under the circumstance stated in item (1) of Article 192 of the Articles of Association, the Company can continue operation by amending the Articles of Association.</p> <p>The amendments to the Articles of Association pursuant to the aforesaid provision are subject to the approval by shareholders holding more than two-thirds of the voting rights of the shareholders presented at the general meeting.</p>	<p>Article 253. If the Company is under the circumstance stated in item (1) of Article 252 of the Articles of Association, the Company can continue operation by amending the Articles of Association.</p> <p>The amendments to the Articles of Association pursuant to the aforesaid provision are subject to the approval by shareholders holding more than two-thirds of the voting rights of the shareholders presented at the general meeting.</p>
<p>Article 194. Where the Company is dissolved pursuant to items (2), (5) and (7) of Article 192, a liquidation committee shall be formed within 15 days from the date of occurrence of such grounds for dissolution, to start the liquidation process. The composition of the liquidation committee shall be determined by directors or the general meeting. In case no such committee is established within the required timeframe, the creditors may make an application to the People’s Court for appointing relevant persons to form the liquidation committee for liquidation. Where the Company is to be dissolved pursuant to item (4) of Article 192, the People’s Court shall, in accordance with the relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to set up a liquidation committee to carry out liquidation. Where the Company is to be dissolved pursuant to item (6) of Article 192, the relevant competent authorities shall arrange for the shareholders, relevant authorities and relevant professionals to set up a liquidation committee to carry out liquidation.</p>	<p>Article 254. Where the Company is dissolved pursuant to items (1), (2), (5) and (7) of Article 252, a liquidation committee shall be formed within 15 days from the date of occurrence of such grounds for dissolution, to start the liquidation process. The composition of the liquidation committee shall be determined by directors or the general meeting. In case no such committee is established within the required timeframe, the creditors may make an application to the People’s Court for appointing relevant persons to form the liquidation committee for liquidation. Where the Company is to be dissolved pursuant to item (4) of Article 252, the People’s Court shall, in accordance with the relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to set up a liquidation committee to carry out liquidation. Where the Company is to be dissolved pursuant to item (6) of Article 252, the relevant competent authorities shall arrange for the shareholders, relevant authorities and relevant professionals to set up a liquidation committee to carry out liquidation.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
New clause	<p><u>Article 261. Members of the liquidation committee shall faithfully perform their duties and fulfill their liquidation obligations in accordance with the law.</u></p> <p><u>Members of the liquidation team shall not use their position to accept bribes or other illegal income, and shall not misappropriate the Company's property.</u></p> <p><u>Members of the liquidation committee shall be liable for losses caused to the Company or creditors by intention or gross negligence.</u></p>
New clause	<p><u>Article 262 If the Company is declared bankrupt according to law, the bankruptcy liquidation shall be carried out in accordance with the law on enterprise bankruptcy.</u></p>
New clause	<p><u>Article 264. The Company shall amend the Articles of Association in any of the following circumstances:</u></p> <p><u>(1) Provisions of the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations after the Company Law or relevant laws and administrative regulations are amended;</u></p> <p><u>(2) The situation of the Company has changed and is not consistent with the matters recorded in the Articles of Association;</u></p> <p><u>(3) The general meeting decides to amend the Articles of Association.</u></p>
<p>Article 203. Amendments to the Articles of Association that involve the contents of the Mandatory Provisions shall become effective upon approval by the department authorized by the State Council and competent securities authorities of the State Council (if necessary). Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the law.</p>	<p>Article 266. Amendments to the Articles of Association that involve the contents of the Mandatory Provisions shall become effective upon approval by the department authorized by the State Council and competent securities authorities of the State Council (if necessary). <u>If amendments to the Articles of Association approved by the general meeting are subject to the approval of competent authorities, such amendments shall be reported to the competent authorities for approval.</u> Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the law.</p>

Before amendment <i>(Note 1)</i>	After amendment <i>(Note 2)</i>
New clause	<u>Article 267. The Board of Directors shall amend the Articles of Association in accordance with the resolution of the general meeting on amendment of the Articles of Association and the approval of competent authorities.</u>
New clause	<u>Article 268. If the amendments to the Articles of Association is information required to be disclosed by laws and regulations, such amendments shall be announced as required.</u>
<p>Article 205. In the Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor”.</p> <p>In the Articles of Association, “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</p> <p>In the Articles of Association, “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” does not include the underlying number.</p> <p>In the Articles of Association, “connected transaction” has the same meaning ascribed to it under the Hong Kong Listing Rules.</p> <p>In the Articles of Association, “general manager” and “vice general manager” refer to the president and vice president of the Company respectively. In the Articles of Association and internal control system of the Company, president and general manager has the same meaning, while vice president and vice general manage also has the same meaning.</p> <p>In the Articles of Association, “Renminbi” means the lawful currency of the People’s Republic of China.</p> <p>In the Articles of Association, “laws and regulations of China” means the laws, regulations, rules and orders promulgated by the legislative, judicial and governmental authorities, which include act, statutory law or other legislative measures and regulations, rules, treaty, orders and decree.</p> <p>In the Articles of Association, “business day” means the day which the Hong Kong Exchange open for securities trading.</p>	<p>Article 270. In the Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor”.</p> <p>In the Articles of Association, “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</p> <p>In the Articles of Association, “no less than” or “within” includes the underlying number, while “more than” or “beyond” does not include the underlying number.</p> <p>In the Articles of Association, “connected transaction” and “connected relationship” have the same meanings ascribed to them under <u>the Sci-Tech Board Listing Rules and</u> the Hong Kong Listing Rules.</p> <p>In the Articles of Association, “general manager” and “vice general manager” refer to the president and vice president of the Company respectively. In the Articles of Association and internal control system of the Company, president and general manager has the same meaning, while vice president and vice general manage also has the same meaning.</p> <p>In the Articles of Association, “Renminbi” means the lawful currency of the People’s Republic of China.</p> <p>In the Articles of Association, “laws and regulations of China” means the laws, regulations, rules and orders promulgated by the legislative, judicial and governmental authorities, which include act, statutory law or other legislative measures and regulations, rules, treaty, orders and decree.</p>

Before amendment ^(Note 1)	After amendment ^(Note 2)
	<u>In the Articles of Association, “market value” means the arithmetic mean of the closing market values for the ten trading days prior to the transaction.</u>
Article 206. The Articles of Association are written in Chinese. Should there be any discrepancy between the versions in other languages and the Chinese version, the Chinese version shall prevail.	Article 271. The Articles of Association are written in Chinese. Should there be any discrepancy between the versions in other languages and the Chinese version, <u>the Chinese version after the latest approval of registration by the market supervision administration authority shall prevail.</u>
Article 209. The Procedures of General Meetings, Procedures of the Board of Directors and the Procedures of the Supervisory Committee are included in the annex of the Articles of Association.	Article 274. <u>The Board of Directors may formulate detailed rules for the Articles of Association in accordance with the provisions hereof, but the detailed rules for the Articles of Association shall not conflict with the provisions hereof.</u> The Procedures of General Meetings, Procedures of the Board of Directors and the Procedures of the Supervisory Committee are included in the annex of the Articles of Association.
Article 210. The Articles of Association has been submitted to the general meeting by the Board of Directors and has been approved by the general meeting, which shall come into effective and be implemented upon the initial public offering of the overseas-listed foreign shares of the Company and from the date of its listing and trading on the Hong Kong Stock Exchange. The articles of association of the Company that are currently in force shall automatically lapse from the effective date of the Articles of Association.	Article 275. The Articles of Association has been submitted to the general meeting by the Board of Directors and has been approved by the general meeting, which shall come into effective <u>and be implemented from the date of listing of the Company’s shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange.</u> The articles of association of the Company that are currently in force shall automatically lapse from the effective date of the Articles of Association.

Note 1: Before the new amendments become effective, all existing provisions of the Articles of Association shall be in force. Upon the amended articles mentioned in Note 2 below become effective, the Company will make consequential change to the number of the relevant Articles, including but not limited to the reference made in Article 94 to be changed from “Articles 96 to 100” to “Articles 97 to 101” as a result of the adoption of the new Article 87.

Note 2: The amended Article 14, Article 45, Article 68, Article 78, Article 86, Article 87, Article 89, Article 141 and Article 235 of the Articles of Association will become effective upon approval by the Shareholders at the EGM and the Class Meetings. Other amended Articles as shown in the above table will become effective upon the Proposed Listing.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS

Chapter 1. General Provisions

- Article 1.** To regulate the behaviors of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”) and to ensure the Company’s shareholders’ general meeting (the “**general meeting**”) to exercise authority according to the law, these Rules of Procedure have been hereby established in accordance with the provisions of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Rules for Shareholders’ General Meetings of Listed Companies (2022 revised version) (the “**Rules for General Meetings**”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (the “**Sci-Tech Board Listing Rules**”) and other relevant laws, regulations and normative documents, as well as the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Articles of Association**”).
- Article 2.** The Company shall convene the general meeting in strict accordance with the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules, the Sci-Tech Board Listing Rules, the Rules for General Meetings, the Articles of Association and these Rules of Procedure, to ensure that shareholders can exercise their rights in accordance with the law.
- The Board of Directors of the Company shall earnestly perform its duties and organize the general meeting conscientiously and punctually. All directors of the Company shall be diligent and responsible to ensure the normal convening of the general meeting and the exercise of their authorities in accordance with the law.
- Article 3.** The general meeting shall exercise its authority within the scope stipulated in the Company Law and the Articles of Association.
- Article 4.** A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings are held once per annum within six months after the end of the previous accounting year. Extraordinary general meetings are held irregularly. Where there are circumstances under which an extraordinary general meeting shall be held as stipulated in the Company Law and the Articles of Association, the extraordinary general meeting shall be convened within two months.

If it is unable to convene a general meeting within the above-mentioned time limit, the Company shall report to the Shanghai Securities Regulatory Bureau, the office of the China Securities Regulatory Commission (the “CSRC”) in the jurisdiction where the Company is located, and the Shanghai Stock Exchange, explain the reasons and make an announcement.

Article 5. When it convenes a general meeting, the Company shall engage lawyers to issue legal opinions and make public announcements on the following issues:

- (1) whether the convening and the convening procedures of the meeting comply with the provisions of laws, administrative regulations, these Rules of Procedure and the Articles of Association;
- (2) whether the qualifications of the persons attending the meeting and the convener are legal and valid;
- (3) whether the voting procedures and the voting results of the meeting are legal and valid;
- (4) legal opinions issued on other relevant issues at the request of the Company.

Chapter 2. Convening of General Meetings

Article 6. The Board of Directors shall convene the general meeting on time and within the period specified in these Rules of Procedure.

Article 7. Independent non-executive directors are entitled to propose to the Board of Directors to convene an extraordinary general meeting. Regarding the proposal of an independent non-executive director to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether to agree or disagree with the convening of the extraordinary general meeting within ten (10) days after receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, it will issue a notice on convening the general meeting within five (5) days after the resolution of the Board of Directors is made; if the Board of Directors does not agree to hold the extraordinary general meeting, it will explain the reasons and make an announcement.

Article 8. The Supervisory Committee is entitled to propose to the Board of Directors to convene an extraordinary general meeting, which shall be submitted to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether or not to convene the extraordinary general meeting within ten (10) days after receiving the proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, it will issue a notice on convening the general meeting within five (5) days after passing the resolution of the Board of Directors. Changes to the original proposal as stated in the notice shall obtain the consent from the Supervisory Committee.

If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors cannot perform or has failed to perform its duty to convene the general meeting, and the Supervisory Committee may convene and preside over it on its own.

Article 9. Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:

- (1) Shareholders who individually or collectively hold more than 10% of the shares with voting rights at the proposed meeting may sign one or several written requests of identical form and content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and state the subjects of the meeting. The Board of Directors will give feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting or separate meeting of classes of shareholders within ten (10) days of receiving the aforementioned written request(s). The aforesaid number of shares held shall be calculated on the date when the shareholders submitted written request(s).

If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice on convening the extraordinary general meeting or separate meeting of classes of shareholders within five (5) days after the passing of the resolution of the Board of Directors. Changes to the original request(s) stated in the notice shall obtain the consent of the relevant shareholders.

- (2) If the Board of Directors does not agree to convene the extraordinary general meeting or separate meeting of classes of shareholders after receiving the aforesaid written request(s), or fails to give feedback within ten (10) days after receiving the written request(s), the shareholders who have made the request may request the Supervisory Committee to convene the extraordinary general meeting or separate meeting of classes of shareholders and shall submit a request in writing to the Supervisory Committee.

If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice on convening the general meeting within five (5) days after receiving the request. Changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

- (3) If the Supervisory Committee does not agree to convene the extraordinary general meeting or separate meeting of classes of shareholders after receiving the aforesaid written request, or fails to issue the notice on convening the general meeting within the prescribed time limit, it shall be deemed that the Supervisory Committee has failed to convene and preside over the general meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over such meeting on their own.

For the general meeting convened by the Supervisory Committee or the shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.

Article 10. If the Supervisory Committee or shareholders decide to convene a general meeting on their own, they must notify the Board of Directors in writing and file with the Shanghai Stock Exchange at the same time.

Before the resolution of the general meeting is announced, the shareholding ratio of the convening shareholders shall not be less than 10%.

The Supervisory Committee or the convening shareholders shall submit relevant certification materials to the Shanghai Stock Exchange when issuing the general meeting notice and the announcement of the resolution of the general meeting.

Article 11. For the general meeting convened by the Supervisory Committee or shareholders on their own, the Board of Directors and the Secretary to the Board of Directors will cooperate. The Board of Directors will provide a register of shareholders on the date of shareholding registration.

If the Board of Directors does not provide the register of shareholders, the convener may apply to the securities registration and clearing institution to obtain the register with the relevant announcement on the notice on convening the general meeting of shareholders. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the general meeting.

Chapter 2. Proposals and Notices of General Meetings

Article 12. The content of the proposal shall fall within the scope of authorities of the general meeting, have clear subjects and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

Article 13. When the Company convenes a general meeting, shareholders holding more than 3% of the Company's shares individually or collectively may put forward interim proposals ten (10) days before the general meeting and submit them to the convener in writing. The convener shall issue a supplementary general meeting notice within two (2) days after receiving the proposals, announce the content of the interim proposals, notify other shareholders, and include the matters within the scope of the general meeting in the proposal into the agenda of the meeting and submit it to the general meeting for deliberation.

Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposals listed in the general meeting notice or add new proposals after the general meeting notice is issued.

Proposals that are not listed in the general meeting notice or do not conform to the provisions of the Articles of Association of the Company shall not be voted and resolved at the general meeting.

Article 14. The proposal of the general meeting shall meet the following conditions:

- (1) The content does not conflict with the provisions of laws and regulations and the Articles of Association, and is within the scope of the business of the Company and the scope of authority of the general meeting;
- (2) There are definite topics and specific resolutions;
- (3) The resolutions are submitted to the Board of Directors in writing.

Article 15. When it convenes an annual general meeting, the Company shall issue a written notice twenty-one days before the meeting is held (excluding the dates of issuing the notice and convening the meeting) and inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting by way of announcement. For an extraordinary general meeting, all registered shareholders shall be notified by way of announcement within fifteen days before the meeting is held (excluding the dates of issuing the notice and convening the meeting). If there are other provisions stipulated by the laws and regulations of the PRC, the securities regulatory authorities and stock exchanges in the jurisdictions where the Company's shares are listed, such provisions shall prevail.

Unless otherwise provided by the laws and regulations of the PRC, the securities regulatory authority and stock exchange where the Company's shares are listed, and the Articles of Association, the general meeting notice shall be sent to shareholders (regardless of whether they have voting rights at the general meeting or not) by specially assigned person or postage-paid mail. The address of the recipient shall be subject to the address registered in the register of shareholders, or be published on the website of the Company and the website designated by the stock exchange where the Company's shares are listed on the premise of complying with the applicable laws and regulations and the listing rules of the place where the Company's shares are listed. If an announcement should be issued to shareholders of overseas listed shares according to the Articles of Association, the relevant announcement should also be published in accordance with the methods prescribed in the Hong Kong Listing Rules. For holders of domestic shares, the notice of general meeting can also be made via announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers and periodicals designated by the securities regulatory authority under the State Council within twenty-one days before the convening of the annual general meeting (excluding the dates of issuing the notice and convening the meeting) or fifteen days before the convening of an extraordinary general meeting (excluding the dates of issuing the notice and convening the meeting). Once the announcement is made, it shall be deemed that all domestic shareholders have received the general meeting notice.

The general meeting notice issued to the shareholders of overseas listed shares shall be published through the website of the Stock Exchange of Hong Kong Limited (hereinafter referred to as “**HKEX**”) and the Company’s website twenty-one (21) days before the convening of the annual general meeting (excluding the dates of issuing the notice and convening the meeting), fifteen (15) days before the convening of the extraordinary general meeting (whichever is longer). Once the announcement is made, it shall be deemed that all shareholders of overseas listed shares have received the notice of the relevant general meeting.

Article 16. The extraordinary general meeting shall not decide on matters not specified in the announcement.

Article 17. The general meeting notice includes the following:

- (1) The notice shall be given in writing;
- (2) The notice shall designating the time, place and date of the meeting;
- (3) Explaining the matters to be discussed at the meeting/the matters and proposals submitted to the meeting for consideration;
- (4) Providing the shareholders with the information and explanations required to enable the shareholders to make a wise decision on the matters to be discussed; This principle includes (but is not limited to) specific terms and contracts (if any) of a proposed transaction and the detailed explanation of the causes and consequences thereof when the Company proposes a merger, repurchase of shares, capital reorganization or other forms of restructuring;
- (5) Where any director(s), supervisor(s), general manager and other senior management member(s) have a material interest in the matters to be discussed, the nature and extent of that interest shall be disclosed. If the impact of the matters to be discussed on such director(s), supervisor(s), general manager and other senior management member(s) who are shareholders is different from that on other shareholders of the same class, that difference shall be illustrated;
- (6) Containing the full text of any special resolution(s) proposed to be passed at the meeting;
- (7) Providing a clear description stating that the shareholders entitled to attend and vote at the general meeting shall have the right to appoint one or more proxies to attend and vote on their behalf, and such proxies do not have to be shareholders of the Company;
- (8) Setting out the time and place of the delivery of the proxy voting form at the meeting;
- (9) The shareholding registration date of the shareholders entitled to attend the general meeting;

- (10) Name and telephone number of the permanent contact person for conference affairs;
- (11) The time and procedures for voting through Internet or by other means; and
- (12) Other matters stipulated by laws, administrative regulations and normative documents.

The interval between the date of shareholding registration and the date of the meeting shall be subject to the provisions of the relevant regulatory authority in the jurisdictions where the Company's shares are listed. Once the date of shareholding registration is confirmed, it shall not be changed.

The general meeting notice and the supplementary notice shall fully and completely disclose all the specific contents of all proposals, as well as all the information or explanations required for shareholders to make reasonable judgments on the matters to be discussed. Where the opinions of the independent non-executive directors are required on the matters to be discussed, the opinions and reasons of the independent non-executive directors shall be disclosed at the same time when the notice of general meeting or the supplementary notice is issued.

Article 18.

If the general meeting intends to discuss the election of directors and supervisors, the detailed information of the candidates for directors and supervisors will be fully disclosed in the general meeting notice, including at least the following contents:

- (1) Personal particulars such as educational background, work experience, part-time jobs, etc.;
- (2) Whether there is a connected relationship with the Company or the Company's controlling shareholder and de facto controller;
- (3) Disclosing the number of the Company's shares held;
- (4) Whether they have been punished by the China Securities Regulatory Commission and other relevant departments or disciplined by the stock exchange.

Except for the election of directors and supervisors by adopting the cumulative voting system, each candidate for directors and supervisors shall be proposed in a single proposal.

Article 19.

If the meeting notice is not sent to a person entitled to receive the notice due to accidental omission or such person does not receive the meeting notice, the meeting and the resolutions made at the meeting shall not be invalid.

Article 20.

After the general meeting notice is issued, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals stated in the general meeting notice shall not be cancelled. In the event of postponement or cancellation, the convener shall explain the reasons in writing to all shareholders at least two working days before the original date of convening the meeting.

Chapter 4. Convening of General Meetings

- Article 21.** The Board of Directors of the Company and other conveners will take necessary measures to ensure the normal order of the general meeting. Measures will be taken to stop the acts of interfering with the general meeting, picking quarrels and provoking troubles and infringing on the legitimate rights and interests of shareholders, and the relevant departments will be reported to investigate and deal with them in a timely manner.
- Article 22.** The Company shall convene a general meeting at its daily office or at the place specified in the general meeting notice.
- The general meeting shall set up a venue and be held in the form of on-site meeting. The Company may adopt other safe, economic and convenient ways to facilitate shareholders' participation in the general meeting. Shareholders who attend the general meeting through the above ways shall be deemed to be present.
- Shareholders may attend the general meeting in person and exercise their voting rights, or entrust others to attend and exercise their voting rights within the scope of authorization.
- Article 23.** The Company shall clearly specify the voting time and voting procedures by Internet or other means in the general meeting notice.
- The start time of voting via Internet or other means at the general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting, and shall not be later than 9:30 a.m. on the day when the on-site general meeting is held, and its end time shall not be earlier than 3:00 p.m. on the day when the on-site general meeting of shareholders ends.
- Article 24.** The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the general meeting. Measures will be taken to stop the acts of interfering with the general meeting, picking quarrels and provoking troubles and infringing on the legitimate rights and interests of shareholders, and the relevant departments will be reported to investigate and deal with them in a timely manner.
- Article 25.** All shareholders or their proxies registered on the shareholding registration date have the right to attend the general meeting and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association. The Company and the convener shall not refuse for any reason.

Article 26. Individual shareholders who attend the meeting in person shall present their ID cards or other valid documents or certificates that can indicate their identity, and stock account cards; those who entrust others to attend the meeting shall present their valid ID cards and the power of attorney of the shareholder. Legal person shareholders shall attend the meeting by their legal representative or a proxy entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her ID card and a valid certificate that can prove his/her qualification as a legal representative; If a proxy is entrusted to attend the meeting, the proxy shall present his/her ID card and the written power of attorney issued by the legal representative of the legal person shareholder unit according to law (except a recognized clearing house or its agent).

In order to confirm the eligibility of shareholders or their proxies to participate in the meeting, if necessary, the presiding officer of the meeting may perform necessary verification procedures, and relevant participants shall cooperate.

Article 27. The convener and the lawyer hired by the Company shall jointly verify the legitimacy of shareholders' qualifications according to the register of shareholders provided by the securities registration and clearing institution, and register the names of shareholders and the number of voting shares they hold. The registration of the meeting shall be terminated before the presiding officer of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares held.

Article 28. When the Company convenes the general meeting, all directors, supervisors and the Secretary to the Board of Directors shall attend the meeting, and the general manager (president) and other senior management members shall attend the meeting as non-voting delegates.

Article 29. Any shareholder who has the right to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who may not be a shareholder) as his shareholder's proxy to attend and vote on his behalf. According to the entrustment of the shareholder, such proxy may exercise the following rights:

- (1) The shareholder's right to speak at the general meeting;
- (2) Request to vote by ballot alone or jointly with others;
- (3) Unless otherwise required by the laws and regulations of the PRC, the securities regulatory authority of the place where the Company's shares are listed, and the stock exchange, the voting rights shall be exercised through voting by a show of hands or by ballot, but when more than one shareholder proxy is appointed, such shareholder proxy can only exercise the voting right through voting by ballot.

Article 30. A shareholder shall entrust a proxy in writing, which shall be signed by the entrusting party or the proxy commissioned by him/her in writing; If the entrusting party is a legal person, it shall be stamped with the seal of the legal person or signed by its director or duly appointed proxy.

Article 31. The proxy voting form shall be placed at the Company's domicile or other places specified in the notice on convening the meeting at least 24 hours before the convening of the relevant meeting where the proxy form entrusts voting, or 24 hours before the designated voting time. If the proxy voting form is signed by others authorized by the entrusting party, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization document shall be kept at the Company's domicile or other place specified in the notice on convening the meeting together with the proxy voting form.

If the entrusting party is a legal person, its legal representative or a person authorized by a resolution of the board of directors or other decision-making body shall attend the Company's general meeting as a representative.

If the shareholder is a recognized clearing house (or its agent), the shareholder may authorize one or more persons it thinks fit to act as its representative at any general meeting or any separate meeting of classes of shareholders. However, if more than one person is authorized, the power of attorney shall specify the number and type of shares involved in each such person's authorization, and the power of attorney shall be signed by the authorized person of the recognized clearing house. A person of the recognized clearing house receiving such authorization may attend meetings on behalf of the recognized clearing house (or its proxy) (There is no need to present the shareholding certificate, because he/she has received formal authorization as shown by notarized authorization and/or further evidence) and exercise rights as if such person were an individual shareholder of the Company.

Article 32. Proxy forms provided by the Board of Directors of the Company to the shareholders in relation to appointing proxies shall provide that shareholders shall be free to elect and instruct a proxy to vote for or against accordingly and give separate instructions on each matter to be voted in relation to each subject for discussion. The power of attorney shall state whether the proxy of the shareholder may vote at his discretion if the shareholder does not give any instruction.

In addition to the above provisions, the aforesaid proxy form shall also state the following items:

- (1) the name of the proxy;
- (2) whether he/she has the voting right;
- (3) instructions as to vote for or vote against or abstain from voting in relation to each matter;
- (4) the issuing date and validity period of power of attorney;
- (5) signature (or seal) of the entrusting party. If the entrusting party is a legal person shareholder, the seal of the legal person unit shall be affixed;

- (6) the number of shares held by the entrusting party for whom the proxy represents; and
- (7) If there are several persons acting as the shareholder's proxies, the proxy form shall indicate the number of shares represented by each proxy.

Article 33. If, before voting, the entrusting party passed away, lost his/her ability to act, withdrew the entrustment, withdrew the authorization on the proxy form or transferred all his/her shares, the vote cast by the proxy in accordance with the proxy form shall remain valid so long as the Company has not received any written notice regarding such matters before the commencement of the relevant meeting.

Article 34. The general meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable to perform his/her duties or fails to perform his/her duties, a director jointly chosen by more than half of the directors shall preside over the meeting.

If a general meeting is convened by the Supervisory Committee, the meeting shall be presided over by the chairman of the Supervisory Committee. If the chairman of Supervisory Committee is unable to perform his/her duties or fails to perform his/her duties, a supervisor jointly chosen by more than half the supervisors shall preside over the meeting.

If a general meeting is convened by the shareholders, the convener shall choose a representative to preside over the meeting. If the chairperson of the meeting is not elected, the shareholders present at the meeting may elect one person to be the chairman; If for any reason, the shareholders are unable to elect a chairperson, the shareholder (including proxies) present at the meeting holding the most voting shares shall be the chairperson of the meeting.

When a general meeting is held, if the chairperson of the meeting violates the rules of procedures so that the meeting cannot be continued, a person shall be elected to act as chairperson of the meeting and the meeting can proceed upon obtaining the consent of more than half of the shareholders with voting rights attending the general meeting. If for any reason, the shareholders are unable to elect a chairperson, the shareholder (including proxies) present at the meeting holding the most voting shares shall be the chairperson of the meeting.

Article 35. At the annual general meeting, the Board of Directors and the Supervisory Committee shall submit their work reports for the previous year to the general meeting. Each independent non-executive director shall also submit his/her work report.

Article 36. The directors, supervisors and senior management members shall make explanation and clarification to the shareholders' queries and suggestions at the general meeting.

Article 37. Before voting, the presiding officer of the meeting shall announce the number of shareholders and proxies attending the meeting in person and the total number of shares held with voting rights. The number of shareholders and proxies attending the meeting in person and the total number of shares held with voting rights recorded on the meeting register shall prevail.

Article 38. The minutes of the general meeting shall be taken by the Secretary to the Board of Directors. The minutes shall include the following:

- (1) the time, place and agenda of the meeting and the name of the convener;
- (2) the names of the chairperson of the meeting and the directors, supervisors, the president and other senior management members attending the meeting or attending as non-voting delegates;
- (3) the number of shareholders and proxies attending the meeting, the total number of voting shares held and the proportion of such shares in the total number of shares of the Company;
- (4) the course of examination, the abstracts of speeches and the voting results in relation to each proposal;
- (5) queries or suggestions of the shareholders and the corresponding replies and explanations;
- (6) the names of the lawyers and the vote-counters; and
- (7) other contents which shall be set out in the minutes as stipulated in the Articles of Association.

Article 39. The convener shall warrant that the contents of the minutes are true, accurate and complete. The directors, supervisors, the Secretary to the Board of Directors, the convener or their representatives and the presiding officer of the meeting shall sign the minutes. The minutes shall be kept together with the signature register of shareholders attending the meeting in person and proxy forms and valid materials relating to voting through Internet or otherwise for a period of not less than ten (10) years.

Article 40. The convener shall warrant that the general meeting will proceed continuously until the conclusion of the final resolution. If a general meeting is suspended or no resolution is made due to special reasons including force majeure, necessary measures shall be adopted in order to resume the general meeting as soon as practicable or directly adjourn the general meeting and make an announcement in a timely manner. At the same time, the convener shall submit a report to the dispatched office of the CSRC in the jurisdiction where the Company is situated and the Shanghai Stock Exchange.

Chapter 5. Voting and Resolutions of General Meetings

Article 41. Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

To adopt an ordinary resolution, votes representing more than half of the voting rights held by the shareholders who have voting rights (including shareholders' proxies) present at the general meeting shall be exercised in favor of the resolution.

To adopt a special resolution, votes representing two-thirds or more of the voting rights held by the shareholders who have voting rights (including shareholders' proxies) present at the general meeting shall be exercised in favor of the resolution.

The shareholders (including shareholders' proxies) present at the general meeting shall clearly express their approval or opposition to every matter that needs to be voted on. If the voting slip has not been completed or has been completed incorrectly or that the writing is illegible or that the voting slip has not been cast, it shall be treated that the voter has renounced his/her voting rights and the voting results of the relevant number of shares held by him/her shall be counted as "abstain". When the Company calculates the voting result of every matter, the abstention vote shall be included in the number of votes with voting rights and participating in the voting.

Article 42.

When voting at a general meeting, shareholders (including their proxies) shall exercise their voting rights according to the number of shares held with voting rights. Each share shall have one voting right. However, the shares of the Company held by the Company do not have any voting right and such shares shall not be counted in the total number of shares with voting rights held by shareholders attending the general meeting.

When the general meeting considers material matters that influence the interests of minority investors, the votes of minority investors shall be calculated separately. The result of such separate calculation shall be disclosed promptly.

Where a shareholder's purchase of voting shares of the company violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the specified proportion shall not exercise the voting rights within thirty-six (36) months after the purchase, and shall not be counted in the total number of shares with voting rights held by shareholders attending the general meeting.

The Board of Directors of the Company, independent non-executive directors, shareholders holding more than 1% of voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly collect the voting rights of the shareholders. At the time of collecting voting rights of the shareholders, it is necessary to fully disclose the specific voting intention and other information to the persons from whom voting rights are collected. It is forbidden to collect shareholders' voting rights with compensation or in the disguised form of compensation. Except for statutory conditions, the Company shall not impose a minimum shareholding ratio limit on collecting voting rights.

When a general meeting examines matters pertaining to connected transactions, if required by applicable laws, regulations or the listing rules of the stock exchange where the Company's shares are listed, the connected shareholders shall not participate in voting and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes; the resolution announcement of the general meeting shall fully disclose the voting by non-connected shareholders.

If, pursuant to the applicable laws and regulations, the Hong Kong Listing Rules, and the Sci-Tech Board Listing Rules, any shareholder needs to give up voting rights on a resolution, or such shareholder is restricted to only vote for (or against) the resolution, any votes cast by such shareholder (or its proxies) violating the relevant stipulations or restrictions shall not be counted in the total number of valid votes.

Article 43. When taking a poll in respect of the election of directors or supervisors at a general meeting, the cumulative voting system shall be adopted according to the provisions of the Articles of Association or resolutions of the general meetings.

The cumulative voting system referred to in the preceding paragraph means at the general meeting where directors or supervisors are elected, each share shall have the same number of voting rights as the number of directors or supervisors to be elected. Shareholders' voting rights may be used collectively. The Board of Directors shall announce the biographies and basic particulars of the candidates for directors or supervisors to the shareholders.

The implementation details of the cumulative voting system are as follows:

- (1) Independent non-executive directors and non-independent directors shall vote separately. The total number of voting rights in the election of non-independent directors can only be used for the election of non-independent directors, and the total number of voting rights in the election of independent non-executive directors can only be used in the election of independent non-executive directors;
- (2) Shareholders can cast all voting rights of the shares they hold (the product of the number of voting shares and the number of directors or supervisors to be elected) to one candidate for director or supervisor, or they can vote for several candidates for directors or supervisors;
- (3) The number of votes cast by shareholders for candidates for directors and supervisors shall not exceed the maximum number of voting rights of directors and supervisors they have;
- (4) The candidates for directors or supervisors shall be ranked according to the total number of votes from the highest to the lowest. The candidates for directors or supervisors whose rankings are ahead of the number of directors or supervisors to be elected (including the number) shall be elected, but the total number of votes for the elected directors or supervisors shall exceed half of the total number of voting rights held by shareholders attending the general meeting (subject to the number of shares not accumulated);
- (5) If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected, but the number of all elected directors or supervisors of the Company has exceeded the statutory minimum number specified in the Company Law and more than two-thirds of the members of the Board of Directors or the Supervisory Committee specified in the Articles of Association, the vacancy shall be filled by election at the next general meeting;

- (6) If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected, and the number of all elected directors or supervisors of the Company has been below the minimum quorum specified in the Company Law or two-thirds of the members of the Board of Directors or the Supervisory Committee specified in the Articles of Association, there shall be a second round of elections for the candidates for directors or supervisor that have not been elected; If the above requirements are not met after the second round of election, another general meeting shall be convened within two months after the conclusion of the current general meeting to elect the vacant directors or supervisors; and
- (7) Two or more candidates have the same total number of votes, which is the least among the candidates to be elected. If all of them are elected, the number of elected candidates will exceed the number of candidates to be elected, the general meeting shall conduct a second round of election for the above candidates for directors or supervisors with the same total number of votes in accordance with the prescribed procedures. If the second round of election still fails to decide the winner(s), another election shall be held at the next general meeting. If, because of the above reason, the number of all elected directors or supervisors of the Company is less than two-thirds of the number of members of the Board of Directors or the Supervisory Committee as stipulated in the Articles of Association, a general meeting shall be convened again within two months after the conclusion of the current general meeting to elect the vacant directors or supervisors.

Article 44. Except for the cumulative polling system, each of the proposals of the general meeting shall be voted on item by item. Different proposals concerning the same matter shall be voted on in the chronological order in which the proposals are submitted. Except in the event of force majeure or other special reasons resulting in the suspension of the general meeting or the failure of reaching the resolutions, any proposals proposed at the shareholders' general meeting shall not be set aside or reserve for voting.

Article 45. When the proposals are being examined at a general meeting, the proposals shall not be amended; otherwise, the amended proposals shall be regarded as new proposals and shall not be voted at the general meeting.

Article 46. The same voting right shall only be exercised by attending meeting in person, through the Internet or any one of the other voting methods. The vote cast first shall prevail if repeated voting occurs in relation to the same voting right.

Article 47. Except for the resolutions on the procedures or administrative matters of the general meeting, which may be decided by the chairman of the general meeting in good faith and voted by a show of hands, the general meeting shall adopt the registered voting.

Article 48. Before the proposals are being voted at the general meeting, two shareholder representatives shall be elected to participate in vote counting and monitoring. If there is a connected relationship between the matters to be examined and the shareholders, the relevant shareholders or their proxies shall not participate in the vote counting or monitoring.

When the proposals are being voted at the general meeting, lawyers, shareholder representatives and supervisor representatives shall be jointly responsible for vote counting and monitoring and announcing the voting results on the spot. The voting results of the resolutions shall be recorded in the minutes of the meeting.

Shareholders or their proxies voting through the Internet or otherwise shall have the right to check their own votes cast through the relevant voting system.

Article 49. While voting by ballot, shareholders (including their proxies) with two or more voting rights do not necessarily use all their voting rights to vote for or against a proposal.

Article 50. When the votes against and in favor are equal, the chairperson of the meeting shall have the right to cast one more vote.

Article 51 The following matters shall be approved by an ordinary resolution at a general meeting:

- (1) work reports of the Board of Directors and the Supervisory Committee;
- (2) profit distribution schemes and loss recovery schemes formulated by the Board of Directors;
- (3) removal of any member of the Board of Directors and the Supervisory Committee, their remuneration and manner of payment;
- (4) annual schemes pertaining to financial budgets and final accounts of the Company;
- (5) annual report of the Company, balance sheets, income statements and other financial statements of the Company; and
- (6) any other matters other than those stipulated by laws and administrative regulations or the Articles of Association to be resolved by a special resolution.

Article 52. The following matters shall be approved by a special resolution at a general meeting:

- (1) the increase or decrease of registered capital and the issuance of shares of any class, warrants for share subscription and other similar securities;
- (2) the issuance of debentures of the Company;
- (3) the division, spin-off, merger, dissolution, liquidation and change of the corporation form of the Company;
- (4) the amendments to the Articles of Association;
- (5) any purchase or sale of material assets within one year, and provision of guaranty within one year where the amount exceeds 30% of the total amount of the Company's assets;

- (6) share incentive plans;
- (7) any other matters prescribed by laws, administrative regulations, and the Articles of Association, or resolved by the shareholders at a general meeting by an ordinary resolution, to be of a nature that may have a material impact on the Company and shall be adopted by a special resolution; and
- (8) other matters that need to be passed by special resolution as required by the regulatory rules in the jurisdictions where the Company's stocks are listed.

Article 53. Where a general meeting requires all directors, supervisors and the senior management of the Company to attend the meeting as non-voting delegates, the directors, supervisors and the senior management shall do so. At the general meeting, except for those involving the Company's business secrets that cannot be disclosed, the directors, supervisors and the senior management who attend the meeting or attend as non-voting delegates shall answer or explain the shareholders' queries.

Article 54. An on-site general meeting shall not end earlier than the one held through Internet or by other methods. The chairperson of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.

Before announcing the voting results officially, the Company, the vote-counter, the vote-counting overseer, major shareholders and the Internet service providers involved in the voting at the on-site general meeting, through the Internet or other methods shall assume confidentiality obligations.

Article 55. Shareholders present at the general meeting shall give one of the following comments to the proposals put forward for voting: for, against or abstention. Securities registration and clearing service providers serve as nominal holders of shares under the transactions in stock connect mechanisms between mainland China and Hong Kong, save those declared the intent of reporting as actual holders.

If the voting slip has not been completed or has been completed incorrectly or that the writing is illegible or that the voting slip has not been cast, it shall be treated that the voter has renounced his/her voting rights and the voting results of the relevant number of shares held by him/her shall be counted as "abstain".

Article 56. The chairperson of the meeting shall decide whether the proposals have been passed according to the voting results and his/her decision shall be conclusive and shall announce the voting results at the meeting. The voting results on the proposals shall be recorded in the minutes.

Article 57. If the chairperson of the meeting has any doubt on the poll results, he/she may arrange for vote counting. If the chairperson of the meeting does not arrange for vote counting and the shareholders or their proxies attending the meeting object to the results announced by the chairperson, they shall have the right to demand vote counting immediately after the announcement of the voting results, and the chairperson of the meeting shall arrange for vote counting immediately.

Article 58. Public announcement of resolutions of a general meeting, containing the number of shareholders and proxies of each class attending the meeting, the total number of voting shares held by them and its proportion to the total number of voting shares of the Company, the form of voting, the result of each resolution and the detailed content of each resolution, shall be issued in a timely manner.

Article 59. If a proposal is not passed or a resolution passed at the previous general meeting is amended at the current general meeting, it shall be set out as a special reminder in the announcement on resolutions of the general meeting.

Article 60. If a general meeting passes the proposal on the election of directors and supervisors, the newly elected directors and supervisors will take office on the date of deliberation and approval by the general meeting.

Article 61. If a general meeting passes the proposal on cash distribution, share distribution or conversion of capital reserve into share capital, the Company will implement the specific scheme within two months after the conclusion of the general meeting.

Article 62. If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting.

Minutes of meetings together with the signature book of the shareholders attending the meeting and proxy forms shall be kept at the Company's domicile for a period of not less than ten years.

Article 63. Shareholders may inspect copies of meeting minutes during office hours of the Company free of charge. If any shareholder requests for copies of relevant meeting minutes, the Company shall distribute the copies within seven (7) days after receiving a reasonable fee.

Article 64. Any resolution of the general meeting of the company that violates laws and administrative regulations shall be null and void.

The Company's controlling shareholder and de facto controller shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not damage the legitimate rights and interests of the Company and minority investors.

If the convening procedures and voting methods of a general meeting violate laws, administrative regulations or the Articles of Association, or the content of the resolution of the meeting violates the Articles of Association, the shareholders may request a people's court to cancel the resolution within 60 days from the date of making the resolution.

Chapter 6. Special Procedures for Voting by Shareholders of Different Classes

Article 65. Shareholders holding different types of shares shall be shareholders of different classes.

Shareholders of different classes shall enjoy the rights and assume the obligations stipulated by the laws, administrative regulations and the Articles of Association.

Article 66. If the Company intends to change or abrogate the rights of shareholders of different classes, it may do so only after such change or abrogation has been approved by way of a special resolution at a general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 129 to 133 of the Articles of Association.

If the rights of the shareholders of different classes are changed or abrogated due to changes in domestic and overseas laws, administrative regulations and listing rules of the place of listing, as well as decisions made by domestic and overseas regulators according to the law, it is not required the approval of the general meeting or the separate class meeting of shareholders.

The acts that the shareholders of domestic shares of the Company transfer all or part of the shares held by them to overseas investors and such shares are listed and traded overseas, or they convert all or part of domestic shares into overseas listed shares and such shares are listed and traded on overseas stock exchanges, shall not be regarded as the Company's intention to change or abrogate the rights of shareholders of a certain class.

Article 67. Under the following circumstances, rights of shareholders of a certain class shall be deemed to have been changed or abrogated:

- (1) the increase or decrease of registered capital and the issuance of shares of any class, warrants for share subscription and other similar securities; an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class that enjoy the same or more voting rights, distribution rights and other privileges as the shares of such class;
- (2) a re-classification of all or part of the shares of such class into the shares of another class, a conversion of all or part of the shares of another class into the shares of such class or the grant of a conversion right for such shares;
- (3) cancellation or reduction of rights attached to such class of shares in relation to the accrued distributable profits or cumulative distributable profits;
- (4) a reduction or cancellation of rights attached to shares of such class in relation to the priority to distributable profits or property distribution during the liquidation of the Company;

- (5) increase, cancellation or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;
- (6) cancellation or reduction of rights attached to shares of such class to receive amounts payable by the Company in a specified currency;
- (7) Establishment of shares of a new class that enjoy the same or more voting rights, distribution rights and other privileges as the shares of such class;
- (8) an imposition of restrictions or additional restrictions on the transfer or the ownership of the shares of such class;
- (9) issue of rights to subscribe for, or convert into, the shares of such class or another class;
- (10) an increase in the rights and privileges of the shares of another class;
- (11) the restructuring scheme of the Company may result in disproportionate liabilities to be borne by shareholders of different classes during the restructuring; and
- (12) amendment to or abrogation of the terms stipulated in this Chapter.

Article 68.

The shareholders of the affected class, whether or not they originally have voting right at general meeting, shall enjoy voting rights at a class meeting of shareholders upon the occurrence of matters contemplated under paragraphs (2) to (8) & (11) to (12) of Article 128 in the Articles of Association. However, interested shareholders shall not have voting rights at the class meeting of shareholders.

The above-mentioned interested shareholders shall have the following meaning:

- (1) where the Company has made a repurchase offer to all shareholders on a pro rata basis in accordance with the provisions of the Articles of Association or made repurchase of its own shares by means of open offer on the Hong Kong Stock Exchange, “interested shareholders” refer to the controlling shareholders defined in Article 59 of the Articles of Association;
- (2) where the Company has made repurchase of its own shares by means of agreement on the Hong Kong Stock Exchange in accordance with the provisions of the Articles of Association, “interested shareholders” refer to the shareholders who are connected with that agreement; or
- (3) In the Company’s restructuring scheme, “interested shareholders” refer to the shareholders who assume responsibilities in a proportion lower than that of other shareholders of the same class or the shareholders who enjoy different rights and interests from other shareholders of the same class.

Article 69. The resolutions of a class meeting of shareholders shall be made only after it is adopted through voting by more than two-thirds of voting shares represented by the shareholders present at the class meeting of shareholders in accordance with Article 129 of the Articles of Association.

Article 70. To convene a meeting of shareholders of a certain class, the Company shall issue a written notice by referring to the notice time limit for convening annual and extraordinary general meetings specified in the Articles of Association, informing the shareholders having that class of shares recorded in the register of the matters to be examined at the meeting and the meeting date and place.

Article 71. The notice of a class meeting of shareholders only needs to be sent to the shareholders who have voting right at the meeting.

The procedures to convene a class meeting of shareholders shall resemble that of the general meeting as far as possible. Terms concerning the procedures to convene the general meeting in the Articles of Association shall be applicable to the class meeting of shareholders.

Article 72. Except shareholders of other classes of shares, shareholders of domestic shares and shareholders of overseas listed foreign shares shall be regarded as shareholders of different classes. Special procedures for voting by shareholders of different classes shall not be applicable to the following circumstances:

- (1) approved by special resolution(s) at the general meeting, the Company issues domestic shares, non-listed foreign shares, and overseas listed shares every twelve (12) months, separately or simultaneously, and the numbers of domestic shares and overseas listed shares to be issued shall not exceed 20% of the issued share capital of the respective class of shares;
- (2) the plan to issue domestic shares, non-listed foreign shares, and overseas listed foreign shares upon establishment of the Company was completed within fifteen (15) months from the date of approval by the securities regulatory organ of the State Council; and
- (3) approved by the securities regulatory organ of the State Council, the shareholders of domestic shares of the Company transfer all or part of the shares held by them to overseas investors, or they convert all or part of domestic shares into overseas listed foreign shares and such shares are listed and traded on overseas stock exchanges; or all or part of the unlisted shares issued by the Company are converted into overseas listed shares.

Chapter 7. Meeting Sign-in

Article 73. The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entities they are from), their identity card numbers, residential addresses, numbers of shares held or representing voting rights, and names of the proxies (or names of the entities they are from), and other items.

Article 74. Registered shareholders shall present their identity documents and sign on the sign-in book.

Unregistered shareholders are not allowed to participate in a general meeting in principle. With the special approval of the chairperson of the general meeting, they need to submit the documents specified in Chapter 6 of these Rules of Procedure. After review, shareholders who meet the conditions stipulated in the notice of the general meeting can attend the general meeting after signing the sign-in book.

Article 75. Shareholders shall enter the venue before the meeting, and those who enter halfway shall obtain permission from the presiding officer of the meeting.

Chapter 8. Disciplines of General Meetings

Article 76. The shareholders of the Company who have gone through the registration procedures or their authorized proxies, directors, supervisors, senior management members, as well as guests and journalists invited by the Board of Directors or proposing shareholders can attend the general meeting, and other persons are not allowed to enter.

Article 77. The presiding officer of the meeting may ask the following persons to leave the meeting:

- (1) those who are not qualified to attend the meeting;
- (2) disturbing the order of the venue;
- (3) wearing the clothes not neat and immoral;
- (4) those who carry dangerous goods; and
- (5) other circumstances requiring leaving the meeting.

If the above-mentioned personnel do not obey the exit order, the presiding officer of the conference shall take necessary measures to make them exit.

Article 78. During the deliberation of proposals, only shareholders or proxies have the right to speak, and other participants are not allowed to ask questions and speak. The speaking shareholders or agents shall raise their hands first, and speak impromptu or at the designated speaking table with the permission of the presiding officer.

When multiple shareholders or proxies raise their hands to speak, the presiding officer shall designate the speaker.

The presiding officer shall specify the time and number of speeches for each person according to the specific situation. While making speeches, shareholders shall not be interrupted during the prescribed speech period, so that they can enjoy full speech rights.

The presiding officer of the meeting may refuse or stop the speeches made by shareholders or proxies in violation of the provisions of the preceding three paragraphs.

Directors, supervisors, president, other senior management of the Company and those who have been approved by the presiding officer of the meeting may speak.

Article 79. The speaking shareholders or proxies shall first introduce their shareholder status, the individuals or units they represent, the number of shares they hold, etc., and then express their views.

Article 80. The Company shall adhere to the principle of simplicity when convening a general meeting, and shall not give additional economic benefits to shareholders (or proxies) present at the meeting.

Article 81. The Board of Directors of the Company shall take measures to warrant the normal order of the convening of general meetings. For acts that interfere with the order of the general meeting, cause trouble and infringe on the legitimate rights and interests of other shareholders, the Board of Directors shall notify the public security organ to deal with them in accordance with relevant laws and regulations; If the circumstances are serious and constitute a crime, criminal responsibility shall be accounted according to the law.

Chapter 9. Adjournment and Conclusion

Article 82. The presiding officer of a meeting has the right to announce a temporary adjournment according to the meeting process and schedule. The presiding officer may also adjourn the meeting when he deems it necessary.

Article 83. After the presiding officer announces the voting results of all the proposals of the general meeting and the shareholders have no objection, the presiding officer will announce the conclusion of the meeting.

Chapter 10. Implementation of Resolutions and Information Disclosure of General Meetings

Article 84. The Board of Directors shall be responsible for the implementation of the resolutions formed by general meetings, and the president of the Company shall organize relevant personnel to carry out the implementation of the resolutions according to the contents of the resolutions; The matters required to be handled by the Supervisory Committee by the resolution of the general meeting shall be directly organized and implemented by the Supervisory Committee.

After the convening of a general meeting, the Company shall disclose information in accordance with relevant laws, regulations and the listing rules in the jurisdictions where the Company's shares are listed.

Article 85. The Chairman of the Board of Directors of the Company shall supervise and inspect the implementation of resolutions of the general meetings except those that shall be implemented by the Supervisory Committee, and may convene an extraordinary meeting of the Board of Directors to hear and consider the report on the implementation of resolutions of the general meetings when necessary.

Chapter 11. Supplementary Provisions

Article 86. The terms “no less than” and “within” as mentioned in these Rules of Procedure include the underlying number, while “more than” and “beyond” do not include the underlying number.

Article 87. Matters not covered in these Rules of Procedure shall be implemented in accordance with relevant national laws, regulations, normative documents, listing rules in the jurisdictions where the Company’s shares are listed and relevant provisions of the Articles of Association.

Article 88. In case of inconsistency between these Rules of Procedure and relevant laws, regulations, normative documents and the relevant provisions of the Articles of Association, the provisions of the relevant laws, regulations, normative documents, the listing rules in the jurisdictions where the Company’s shares are listed and the Articles of Association shall prevail.

Article 89. These Rules of Procedure shall be submitted by the Board of Directors to the general meeting for deliberation and approval, and will take effect from the date when the Company’s shares are listed on the Sci-Tech Board of the Shanghai Stock Exchange. From the effective date of these Rules of Procedure, the Company’s current effective rules of procedure for the general meeting will automatically become invalid.

Article 90. It shall be the responsibility of the Board of Directors of the Company to interpret these Rules of Procedure.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

Chapter 1. General Provisions

Article 1. In order to further regulate the deliberation modes and decision-making procedures of the Board of Directors of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”), facilitate the directors and the Board of Directors to effectively perform their duties, and improve the standard operation and scientific decision-making level of the Board of Directors, these Rules of Procedure have been hereby established in accordance with the provisions of the Company Law of the People’s Republic of China, the Special Provisions of the State Council Concerning the Overseas Securities Offering and Listing by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (the “**Sci-Tech Board Listing Rules**”) and the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Articles of Association**”), etc.

Article 2. The meetings of the Board of Directors (the “**board meetings**”) are divided into regular meetings and extraordinary meetings. Board meetings shall be held at least four times a year, convened by the chairman of the Board of Directors (the “**chairman**”).

Article 3. In any of the following circumstances, the chairman shall convene an extraordinary board meeting within ten days after receiving the proposal:

- (1) when proposed by shareholders representing more than one tenth of the voting rights;
- (2) when jointly proposed by more than one-third of the directors;
- (3) when proposed by the Supervisory Committee;
- (4) when proposed by the chairman; and
- (5) when proposed by more than half of the independent non-executive directors.

Chapter 2. Proposals of the Board of Directors

Article 4. Before issuing a notice on convening a regular board meeting, the Secretary to the Board of Directors or his/her designated staff shall fully solicit the opinions of all directors, and submit a preliminary meeting proposal to the chairman for formulation.

The chairman shall seek the opinion of the general manager (president) and other senior management as necessary before formulating a proposal.

If it is proposed to hold an extraordinary board meeting in accordance with the provision of the preceding article, a written proposal shall be submitted through the Secretary to the Board of Directors or his/her designated staff, or directly to the chairman. The written proposal shall state the following:

- (1) the name of the proposer;
- (2) the reasons for the proposal or the objective reasons on which the proposal is based;
- (3) the time or time limit, place and method of the convening of the meeting;
- (4) definite and specific proposals; and
- (5) contact information of the proposer and the proposal date, etc.

The content of the proposal shall be within the scope of the Board of Directors' authority specified in the Articles of Association, and the materials related to the proposal shall be submitted together with the proposal.

Article 5. The Secretary to the Board of Directors or the staff designated by him/her shall forward the above written proposal and related materials to the chairman on the same day. If the chairman believes that the content of the proposal is unclear, unspecific or the relevant materials are insufficient, he/she may request the proposer to revise or supplement it.

The chairman shall convene a board meeting and preside over it within ten (10) days after receiving the proposal.

Article 6. Board meetings shall be convened and presided over by the chairman; if the chairman is unable to perform his duties or fails to perform his duties, the meeting shall be convened and presided over by a director jointly nominated by more than half of the directors.

Chapter 3. Meeting Notice

Article 7. All directors, supervisors and the general manager (president) shall be notified at least fourteen (14) days before the convening of a regular board meeting and at least five (5) days before the convening of an extraordinary meeting. The responsible organ of the Company shall submit the written notice of the convening of the meeting to all directors, supervisors and general manager (president) by direct delivery, fax, express mail or other electronic communication methods. If it is not delivered directly, it shall be confirmed by telephone and recorded accordingly.

If the situation is urgent and an extraordinary board meeting needs to be convened as soon as possible, the meeting notice may be issued at any time by telephone or other verbal means, but the convener shall make an explanation at the meeting. With the unanimous consent of all directors, the notice period for the meeting may be waived.

Article 8. Meeting notices for both regular and extraordinary board meetings shall set out reasonable details of the agenda for such meetings and shall include at least the following:

- (1) the date and place of the meeting;
- (2) the duration of the meeting;
- (3) purposes and topics to be discussed;
- (4) the format of the meeting; and
- (5) the date of issuing the notice.

Article 9. After the written meeting notice of a regular board meeting is issued, if it is necessary to change the time, place and other matters of the meeting, or to add, change or cancel the meeting proposals, a written notice of change shall be issued three days before the original meeting date, explaining the situation and the relevant content and related materials of new proposals. If it is less than three (3) days, the date of the meeting shall be postponed accordingly or convened as scheduled after obtaining the approval of all the directors who shall be present at the meeting.

After the meeting notice of an extraordinary board meeting is issued, if it is necessary to change the time, place and other matters of the meeting, or to add, change or cancel the meeting proposals, it shall obtain the approval of all the attending directors in advance and make corresponding records.

Chapter 4. Attendance in Person and by Proxy

Article 10. Board meetings shall be attended by the directors themselves. If a director is unable to attend a board meeting for some reason, he/she may authorize other directors in writing to attend the meeting on his/her behalf, but the proxy's name, entrusted matters, scope of authorization and validity period shall be set out in the power of attorney, which shall be signed or sealed by the entrusting party.

The director attending the meeting as a proxy of another director shall exercise the rights of a director within the scope of authorization. If a director fails to attend a board meeting and does not authorize a representative to attend it, he/she shall be deemed to have waived his/her right to vote at the meeting.

Article 11. If a director has attended the meeting and has not raised any objection that he/she has not received the notice of the meeting before or at the meeting, it shall be deemed that the company has given the meeting notice to him/her.

Regular or extraordinary board meetings may be held in the form of teleconferences or with the aid of other communication devices. As long as the directors attending the meeting can clearly hear the speeches of other directors and communicate with each other, it shall be deemed that all directors attending the meeting have attended the meetings in person.

Chapter 5. Meeting Convening

- Article 12.** A board meeting shall be held only when more than half of the directors are present. Directors who have a material interest in the relevant contract, transaction or arrangement are not to be counted when to determine whether the meeting has achieved a quorum.
- Article 13.** Each director has one vote. Unless otherwise provided by laws, administrative regulations and the articles of association, the resolutions made by the Board of Directors must be approved by more than half of all directors, and the directors who have material interests in relevant contracts, transactions or arrangements also need to abstain from voting.
- Article 14.** When the numbers of voting for and voting against are the same, the chairman is entitled to one more vote.
- Article 15.** The voting methods for resolutions of the Board of Directors are voting by show of hands, voting by poll or voting by fax.
- On the premise of ensuring that directors can fully express their opinions, an extraordinary board meeting may be conducted and resolutions made by email or other means of communication, which shall be signed by the directors participating in the meeting.
- Article 16.** If a director is related (connected) to the enterprise involved in a resolution of the board meeting, he/she shall not exercise the right to vote on the resolution, nor shall he/she exercise the right to vote on behalf of other directors. The board meeting can be held with the attendance of more than half of the unrelated (unconnected) directors, and the resolutions made at the board meeting must be approved by more than half of the unrelated (unconnected) directors. If the number of unrelated (unconnected) directors present at the board meeting is less than three, the matter shall be submitted to the general meeting for deliberation.
- Article 17.** All directors must be notified in advance according to the time specified in the Articles of Association for major matters that need to be decided by the Board of Directors of the Company, and at the same time sufficient information shall be provided, and the prescribed procedures strictly followed. Directors may request additional information. When more than a quarter of the directors or two or more independent non-executive directors believe that the materials are insufficient or other reasons prevent them from making judgments on relevant matters, they may jointly propose to postpone the board meeting or postpone the discussion of some matters discussed by the Board of Directors, which the Board of Directors shall accept.
- Article 18.** When the Board of Directors makes a resolution on the company's connected transactions, it must be signed by independent non-executive directors before it becomes effective.

- Article 19.** Unless otherwise stipulated by laws and regulations or the stock exchanges where the Company's shares are listed, the Board of Directors may accept written proposals in lieu of holding a board meeting, but the drafts of the proposals must be sent to each director by direct delivery, post, fax, or e-mail. If the Board of Directors has distributed the proposals to all directors and the number of directors who have signed and consented the proposals has reached the quorum required to make a decision, and a signed document agreeing to the proposals has been sent to the Secretary to the Board of Directors in the manners described above, then the proposals become the resolutions of the Board of Directors, and are deemed to have the same legal effect as the resolutions passed at the board meetings held in accordance with the procedures specified in the Articles of Association.
- Article 20.** The Board of Directors shall make meeting minutes of decisions on matters discussed at the meeting, and the directors and recorders present at the meeting shall sign the minutes. The minutes of the board meetings shall be kept as archives of the Company for a period of not less than ten years. Directors shall be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, causing the Company to incur serious losses, the directors participating in the resolution shall be liable for compensation to the Company. However, if it is proved that a director expressed his/her objection at the time of voting, which are recorded in the meeting minutes, the director may be exempted from liability.
- Article 21.** The presiding officer of a meeting shall request the directors present at the board meeting to express definite opinions on various proposals.
- Article 22.** If a director or representative obstructs the normal conduct of the meeting or affects the speech of other directors, the presiding officer shall stop such act in a timely manner.
- Article 23.** Except with the unanimous consent of all attending directors, the board meeting shall not vote on proposals not included in the meeting notice. If a director accepts the entrustment of other directors to attend the board meeting as a proxy, he/she shall not vote on the proposals not included in the meeting notice on behalf of the other directors.
- Article 24.** Directors shall carefully read the relevant meeting materials and express their opinions independently and prudently on the basis of full understanding of the situation.
- Article 25.** Before the convening of a meeting, directors may learn about the information needed for decision-making from the Secretary to the Board of Directors, the convener of the meeting, the general manager (president) and other senior management, the special committees of the Board of Directors, accounting firms and law firms and other relevant personnel and institutions, and may also put forward suggestions to the presiding office during the meeting and ask him/her to invite representatives of the above-mentioned personnel and institutions present at the meeting to explain the relevant situation.

Article 26. After full discussion of each proposal, the presiding officer shall submit it to the attending directors for voting in due course.

After the attending directors complete the voting procedures, the Secretary to the Board of Directors or the staff designated by him/her shall collect the ballots cast by the directors in a timely manner, and the staff designated by the Board of Directors shall make statistics under the supervision of a supervisor.

If a meeting is held on-site, the presiding officer of the meeting shall announce the statistical results on the spot; in other cases, the presiding officer shall require the staff designated by the Board of Directors to notify the directors of the voting results before the next working day after the end of the prescribed voting time limit.

Article 27. If a director casts a vote after the presiding officer of the meeting announces the voting results or after the prescribed voting time limit expires, the voting results will not be counted.

Article 28. Except as otherwise provided in these Rules of Procedure, when a board meeting considers and approves a proposal and forms a relevant resolution, it is required that more than half of all directors of the Company vote in favor of the proposal.

Where laws, administrative regulations and the Articles of Association stipulate that the Board of Directors shall obtain the consent of more directors to form a resolution, such provisions shall prevail.

In case of conflict in content and meaning of different resolutions, the resolution formed later shall prevail.

Article 29. The Board of Directors shall act in strict accordance with the authorization of the general meeting and the Articles of Association, and shall not form resolutions beyond its authority.

Article 30. Board meetings held on-site or by video, telephone, etc., can be recorded in the whole process as needed.

Article 31. It is the Secretary to the Board of Directors or the person designated by him/her that shall be responsible for recording board meetings. Meeting minutes shall include the following contents:

- (1) the meeting session, and the time, place and method of convening a meeting;
- (2) the sending of the meeting notices;
- (3) convener and presiding officer of the meeting;
- (4) the directors' attendance in person and by proxy;
- (5) the proposals reviewed at the meeting, the main points and main opinions of each director on relevant matters, and the voting intention on the proposals;

- (6) the voting method and voting results of each proposal (indicating the specific number of consents, objections and abstentions); and
- (7) other matters that the attending directors think shall be recorded.

Article 32. In addition to the above-mentioned meeting minutes, the Secretary to the Board of Directors may, as needed, also arrange for the staff designated by him/her to make concise meeting minutes on the convening of the meetings, and make separate resolution records for the resolutions formed at the meetings according to the statistical voting results.

Article 33. The directors attending the meeting shall sign and confirm the minutes of the meeting and resolutions on behalf of themselves and the directors who entrust them to attend the meeting on their behalf. If a director has different opinions on the minutes of the meeting or resolutions, he/she may make a written explanation when signing.

Directors shall assume responsibility for decision-making in accordance with the minutes of board meetings. Directors who do not attend the meetings and do not entrust their representatives to attend the meetings shall be deemed to have no objection to the resolutions of the Board of Directors and shall not be exempted from responsibility. If the resolutions of the Board of Directors violate laws of the PRC, administrative regulations or the Articles of Association, and the Company suffers a material loss as a result thereof, the directors participating in the resolutions are liable to the Company for the losses. However, a director may be exempted from liability if it is proved that he/she has expressed his/her dissent when voting, which is recorded in the minutes of the meeting and resolutions.

Chapter 6. Implementation of Resolutions and Information Disclosure

Article 34. The chairman shall urge relevant personnel to implement the resolutions of the Board of Directors, check the implementation of the resolutions, and notify the implementation of the resolutions that have been formed at subsequent board meetings.

Article 35. The announcement of resolutions of the Board of Directors shall be handled by the Secretary to the Board of Directors in accordance with the relevant provisions of the listing rules of the place where the Company's shares are listed. Before the announcement of a resolution of a meeting is disclosed, the attending directors, those attending the meeting as non-voting members, record and service personnel have the obligation to keep the contents of the resolution confidential.

Chapter 7. Preservation of Meeting Archives

Article 36. The Secretary of the Board of Directors is responsible for keeping the archives of board meetings, including meeting notices and meeting materials, meeting attendance books, proxy voting forms, meeting recording materials, voting ballots, meeting records signed and confirmed by attending directors, meeting minutes, and resolution records.

Article 37. The archives of the board meeting shall be kept for more than ten years.

Chapter 8. Supplementary Provisions

- Article 38.** The terms “no less than” and “within” as mentioned in these Rules of Procedure include the underlying number, while “more than” and “exceeding” do not include the underlying number.
- Article 39.** Matters not covered in these Rules of Procedure shall be implemented in accordance with relevant national laws, regulations, normative documents, listing rules in the jurisdictions where the Company’s shares are listed and relevant provisions of the Articles of Association.
- Article 40.** In case of inconsistency between these Rules of Procedure and relevant laws, regulations, normative documents, the listing rules in the jurisdictions where the Company’s shares are listed, and the relevant provisions of the Articles of Association, the provisions of the relevant laws, regulations, normative documents, the listing rules in the jurisdictions where the Company’s shares are listed, and the provisions of the Articles of Association shall prevail.
- Article 41.** These Rules of Procedure shall be submitted by the Board of Directors to the general meeting for deliberation and approval, and will take effect from the date when the Company’s shares are listed on the Sci-Tech Board of the Shanghai Stock Exchange. From the effective date of these Rules of Procedure, the Company’s current effective rules of procedure for the general meeting will automatically become invalid.
- Article 42.** It shall be the responsibility of the Board of Directors of the Company to interpret these Rules of Procedure.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE

Chapter 1. General Provisions

Article 1. In order to further regulate the modes of deliberation and voting procedures of the Board of Directors of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”), ensure that the Supervisory Committee fulfills the responsibilities entrusted by all shareholders and improve the corporate governance structure, these Rules of Procedure have been hereby established in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Special Provisions of the State Council Concerning the Overseas Securities Offering and Listing by Limited Stock Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange, and the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Articles of Association**”), etc..

Article 2. The meetings of the Supervisory Committee are divided into regular meetings and extraordinary ones.

The Supervisory Committee shall convene a regular meeting every six months. Under any of the following circumstances, the Supervisory Committee shall convene an extraordinary meeting within ten days:

- (1) when any supervisor proposes the convening of the meeting;
- (2) when the general meeting or the meeting of the Board of Directors adopts a resolution that violates laws, regulations, rules, various provisions and requirements of regulatory authorities, the Articles of Association, the resolutions of the general meeting of the Company and other relevant provisions;
- (3) when the misconduct of directors and the senior management may cause material damage to the Company or cause adverse effects in the market;
- (4) when the Company, directors, supervisors and the senior management are sued by shareholders;
- (5) when the Company, directors, supervisors and the senior management are punished or publicly condemned by the securities regulatory authorities;
- (6) when required by regulatory authorities such as the stock exchanges in the jurisdictions where the Company’s stocks are listed; and
- (7) other circumstances stipulated in the Articles of Association.

Chapter 2. Proposals of the Supervisory Committee

Article 3. Before issuing a notice on convening a regular meeting of the Supervisory Committee, the chairman of the Supervisory Committee or the staff designated by the chairman shall solicit meeting proposals from all the supervisors. When soliciting proposals and opinions, the chairman of the Supervisory Committee or the staff designated by the chairman should explain that the Supervisory Committee focuses on the supervision of the Company's standard operation and the duties of directors and the senior management rather than the decision-making of the Company's operation and management.

Where a supervisor proposes to hold an extraordinary meeting of the Supervisory Committee, a written proposal shall be submitted through the chairman of the Supervisory Committee or the staff designated by the chairman, or directly to the chairman. The chairman of the Supervisory Committee or the staff designated by him/her shall issue a notice on convening the extraordinary meeting of the Supervisory Committee within three (3) days after receiving the supervisor's written proposal.

The written proposal of a supervisor' proposing to convene an extraordinary meeting specified in the preceding paragraph shall state the following items:

- (1) the name of the proposing supervisor;
- (2) the reasons for the proposal or the objective reasons on which the proposal is based;
- (3) the time or time limit, place and method of the convening of the meeting;
- (4) definite and specific proposals; and
- (5) contact information of the proposing supervisor and the proposal date, etc.

Article 4. The meetings of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, a supervisor who has been elected by more than half of the supervisors shall convene and preside over the meeting of the Supervisory Committee.

Chapter 3. Meeting Notice

Article 5. Notice shall be given to all supervisors at least fourteen (14) days prior to a regular meeting of the Supervisory Committee, and at least five (5) days prior to an extraordinary meeting of the Supervisory Committee. The staff working for the Supervisory Committee shall serve a written notice on the convening of the meeting to all supervisors by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.

Article 6. In case of an emergency, in which an extraordinary meeting of the Supervisory Committee is required to be convened as soon as possible, the meeting notice may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting. Upon the unanimous consent of all supervisors, the period of the meeting notice may be exempted.

Regular and extraordinary meetings of the Supervisory Committee shall contain reasonable details of the agendas of such meetings, which shall at least include the following contents:

- (1) date and venue of the meeting;
- (2) duration of the meeting;
- (3) purposes and matters to be discussed;
- (4) form of meeting; and
- (5) date of issue of the notice.

Article 7. After the written meeting notice of a regular meeting of the Supervisory Committee is issued, if it is required to change the time, place and other matters of the meeting, or to add, change or cancel meeting proposals, a written notice of change shall be issued three (3) days before the original date of convening the meeting, explaining the situation and the relevant content and related materials of new proposals. If it is less than three (3) days, the date of the meeting shall be postponed accordingly or the meeting shall be convened according to the original date after obtaining the written approvals of all the participating supervisors.

After the meeting notice of an extraordinary meeting of the Supervisory Committee is issued, if it is required to change the time, place and other matters of the meeting, or to add, change or cancel the meeting proposals, it shall obtain the approval of all the attending supervisors in advance and make corresponding records.

Chapter 4. Attendance in Person and By Proxy

Article 8. In principle, supervisors shall attend the meetings of the supervisory committee in person. Supervisors who are unable to attend a meeting for some reason shall review meeting materials in advance, form definite opinions, and authorize other supervisors to attend the meeting in writing. The act that supervisors neither attend the meeting of the Supervisory Committee nor entrust their proxies to attend the meeting shall be deemed to have waived their right to vote at the meeting.

Article 9. The notice of meeting shall be deemed to have been issued to a supervisor if he/she is present at the meeting and does not raise the issue of non-receipt of such notice prior to or at the time of his arrival at the meeting.

Regular or extraordinary meetings of the Supervisory Committee may be held by way of teleconference or through other communication devices. As long as the participating supervisors can hear and communicate with each other, all participating supervisors are deemed to have had participated in the meeting in person.

Chapter 5. Meeting Convening

Article 10. A meeting of the Supervisory Committee shall be convened only when more than half of the supervisors are present.

Article 11. The meetings of the Supervisory Committee can be convened on the site. On the premise that the supervisors can fully express their opinions, with the consent of the convener (presiding officer) and the proposer, meetings can also be convened by means of vote by correspondence such as video, telephone, fax, mail or e-mail.

Article 12. Unless otherwise stipulated by laws and regulations or the listing rules of stock exchanges in the jurisdictions where the Company's shares are listed, the Supervisory Committee may accept written proposals in lieu of holding a meeting of the Supervisory Committee, but the drafts of the proposals must be sent to each supervisor by direct delivery, post, fax, or e-mail. If the Supervisory Committee has distributed the proposals to all the supervisors and the number of supervisors who have signed and consented the proposals has reached the quorum required to make a decision, and a signed document agreeing to the proposals has been sent to the Supervisory Committee in the manners described above, then the proposals become the resolutions of the Supervisory Committee, and are deemed to have the same legal effect as the resolutions passed at the meetings of the Supervisory Committee held in accordance with the procedures specified in the Articles of Association.

Article 13. The presiding officer of the meeting shall request the attending supervisors to express definite opinions on various proposals.

The presiding officer shall, according to the supervisor's proposal, request the directors, the senior management or other employees of the Company to attend the meeting for questioning.

Article 14. Voting at the meetings of the Supervisory Committee shall be carried out in the form of one person, one vote, by name, in writing, or via other ways. Meetings held on-site shall adopt voting methods. Meetings held by video, telephone, email and other correspondence methods shall adopt voting methods, and the supervisors present at the meeting shall submit to the Supervisory Committee the original signed voting papers within the validity period of the meeting notice. For meetings held by fax correspondence, voting by fax shall be adopted, but the supervisors participating in ex-post voting shall also submit the original signed voting papers to the Supervisory Committee within the time limit of the notice of the meeting.

Article 15. The voting intention of supervisors is divided into approval, opposition and abstention. The attending supervisors shall choose one of the above intentions. If a supervisor does not make a choice or choose more than two intentions at the same time, the presiding officer shall require the supervisor to make a new choice. If he/she refuses to make a choice, he/she shall be deemed as waivers. Those who leave the meeting venue halfway and do not return without making a choice shall be deemed as abstaining.

Resolutions formed by the Supervisory Committee shall be passed by more than two-thirds of the members of the Supervisory Committee.

Article 16. The meetings held by the Supervisory Committee may be recorded in the whole process as needed.

Article 17. The Supervisory Committee shall make minutes of the decisions on the matters discussed, and the supervisors present at the meeting shall sign the minutes. Supervisors have the right to request that certain explanatory records be made on the minutes of their speeches at the meeting. The meeting minutes of the Supervisory Committee shall be kept as archives at the Company's domicile for a period of at least ten years.

Article 18. Attending supervisors shall sign and confirm the minutes of the meeting. If supervisors have different opinions on the minutes of the meeting, they may make a written explanation when signing.

If a supervisor neither signs and confirms according to the provisions of the preceding paragraph nor gives a written explanation of his/her different opinions, he/she shall be deemed to fully agree with the contents of the minutes of the meeting.

Chapter 6. Implementation of Resolutions and Information Disclosure

Article 19. Supervisors shall urge relevant personnel to implement the resolutions of the Supervisory Committee. The chairman of the Supervisory Committee shall notify the implementation of the resolutions that have been formed at subsequent meetings of the Supervisory Committee.

Article 20. The announcements of resolutions of the Supervisory Committee shall be handled by the Secretary to the Board of Directors in accordance with the relevant provisions of the listing rules of in the jurisdictions where the Company's shares are listed.

Chapter 7. Preservation of Meeting Archives

Article 21. The person designated by the Chairman of the Supervisory Committee shall be responsible for keeping the archives of the meetings the Supervisory Committee, including meeting notices and meeting materials, meeting attendance books, meeting recording materials, voting ballots, meeting records signed and confirmed by attending supervisors.

The archives of the meetings of the Supervisory Committee shall be kept for more than ten years.

Chapter 8. Supplementary Provisions

- Article 22.** In these Rules of Procedure, the terms of “no less than” and “within” include the underlying number, while “more than” does not include the underlying number.
- Article 23.** Matters not covered in these Rules of Procedure shall be implemented in accordance with relevant national laws, regulations, normative documents, listing rules in the jurisdictions where the Company’s shares are listed and relevant provisions of the Articles of Association.
- Article 24.** If there are any conflicts between these Rules of Procedure and relevant laws, regulations, normative documents, the listing rules in the jurisdictions where the Company’s shares are listed, and the relevant provisions of the Articles of Association, the provisions of the relevant laws, regulations, normative documents, the listing rules in the jurisdictions where the Company’s shares are listed, and the provisions of the Articles of Association shall prevail.
- Article 25.** These Rules of Procedure shall be submitted by the Supervisory Committee to the general meeting for deliberation and approval, and will take effect from the date when the Company’s shares are listed on the Sci-Tech Board of the Shanghai Stock Exchange. From the effective date of these Rules of Procedure, the Company’s current effective rules of procedure for the Supervisory Committee will automatically become invalid.
- Article 26.** These Rules of Procedure shall be interpreted by the Supervisory Committee of the Company.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

THE SYSTEM FOR THE WORK OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Chapter 1. General Provisions

- Article 1.** In order to improve the governance structure of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”), promote the standardized operation of the Company, and safeguard the interests of the Company and shareholders, this System is hereby established in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Rules for Independent Directors of Listed Companies (the “**Rules for Independent Directors**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (the “**Sci-Tech Board Listing Rules**”), Guidelines for Self-regulation of Listed Companies in Science and Technology Innovation Board of Shanghai Stock Exchange No. 1 — Standardized Operation (the “**Guidelines for Standardized Operation**”), the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Articles of Association**”) and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), etc., combined with the Company’s actual situation.
- Article 2.** Independent non-executive directors refer to directors who do not hold positions other than directors in the Company and do not have a relationship with the Company and its major shareholders that may prevent them from making independent and objective judgments. The qualifications for independent non-executive directors must meet the requirements of the Hong Kong Listing Rules and must be approved by the relevant regulatory authorities.
- Article 3.** Independent non-executive directors bear the duty of integrity and fiduciary to the Company and all shareholders. Independent non-executive directors shall conscientiously perform their duties, safeguard the overall interests of the Company, and especially protect the legitimate rights and interests of minority shareholders from damaging in accordance with the requirements of relevant laws, administrative regulations, the Rules for Independent Directors, the Sci-Tech Board Listing Rules, the Guidelines for Standardized Operation, the Hong Kong Listing Rules, the Articles of Association and the System. Independent non-executive directors are required to make positive contributions to the formulation of the Company’s strategies and policies by providing independent, constructive and informed advice.
- Article 4.** Independent non-executive directors shall perform their duties independently, and shall not be affected by the Company’s major shareholders, de facto controller or other units or individuals with a stake in the Company.

Article 5. Independent non-executive directors shall ensure that they have sufficient time and energy to effectively perform their duties as independent non-executive directors.

Article 6. The Company shall appoint (at least three) independent non-executive directors representing at least one-third of the Board of the Directors. Among the Company's independent non-executive directors, there shall be at least one person with appropriate professional qualifications that meet the requirements of the securities regulatory authority in the place where the company's stocks are listed, including: he/she shall have relatively rich professional accounting knowledge and experience, and shall meet at least one of the conditions (1. possessing the qualification of certified public accountant; 2. obtaining a senior professional title, associate professor title or doctoral degree in accounting, auditing or financial management; 3. having a senior professional title in economic management, with more than five years full-time working experience in accounting, auditing or financial management, and other professional positions), or shall own appropriate accounting or related financial management expertise with relatively rich professional accounting knowledge and experience (specifically, with relatively rich professional accounting knowledge and experience, and through leveraging on the experience as a certified public accountant, auditor, chief financial officer or chief accounting officer of a listed company, or performing similar functions, thereby possessing experience in internal monitoring and preparing or auditing financial statements similar to those of the Company or in analyzing audited financial statements of a listed company). At least one of the Company's independent non-executive directors has been based in Hong Kong.

Article 7. When independent non-executive directors fail to meet the conditions for independence or are otherwise unsuitable for performing their duties as independent non-executive directors, resulting in the number of independent non-executive directors of the Company failing to meet the requirements of the Hong Kong Listing Rules, the Company shall make up for the number of independent non-executive directors as required.

Article 8. Independent non-executive directors and persons who intend to serve as independent non-executive directors shall participate in the training recognized by them in accordance with the requirements of the Hong Kong Listing Rules and other laws and regulations.

Chapter 2. Independence Requirements and Qualifications of Independent Non-executive Directors

Article 9. Persons serving as independent non-executive directors of the Company shall meet the following basic conditions:

- (1) being qualified to serve as a director of the Company in accordance with laws, regulations, other normative documents, Hong Kong Listing Rules and other relevant provisions;
- (2) having the independence required by the Hong Kong Listing Rules and this System;

- (3) possessing the basic knowledge of the operation of a listed company, and being familiar with relevant laws, administrative regulations, departmental rules and other normative documents;
- (4) having work experience of more than five years in legal, economic, financial, management or other aspects necessary to perform the duties of independent non-executive directors;
- (5) obtaining relevant qualification certificates in accordance with the China Securities Regulatory Commission and relevant regulations; and
- (6) Other conditions stipulated by laws and regulations, the Articles of Association, the Rules for Independent Directors, the Sci-Tech Board Listing Rules, the Guidelines for Standardized Operation and the Hong Kong Listing Rules.

If an independent non-executive director candidate fails to obtain the qualification certificate in accordance with the relevant provisions at the time of nomination, he/she shall make a written commitment to participate in the latest relevant qualification training organized by the CSRC and its authorized institutions and obtain the relevant qualification certificate.

Independent non-executive directors and persons who intend to serve as independent non-executive directors shall participate in the training organized by the CSRC and its authorized institutions in accordance with regulations.

Article 10.

Independent non-executive directors must be of independence. In principle, independent non-executive directors can concurrently serve as independent non-executive directors in up to five listed companies, and ensure that they have enough time and energy to effectively perform their duties.

The following person(s) shall not serve as an independent non-executive director:

- (1) the persons who hold positions in the Company or its affiliated enterprises (the positions in items 1 to 6 refer to directors, supervisors, senior management members and other staff) and their immediate family members and major social relations (immediate family members refer to spouses, parents, children, etc.; main social relations refer to siblings, parents of spouses, spouses of children, spouses of siblings, siblings of spouses, etc.);
- (2) the person holding more than 1% of the total issued share capital of the Company or being a natural person shareholder and his/her immediate family among the top ten shareholders of the listed company;
- (3) persons who work in shareholder units that directly or indirectly hold more than 5% of the issued shares of the Company or in the top five shareholder units of the Company and their immediate relatives;
- (4) persons who hold positions in the de facto controller of the Company and its affiliated enterprises;

- (5) persons who provide financial, legal, consulting and other services for the Company and its controlling shareholder or their respective subsidiaries, including all the project team personnel of the intermediary agencies providing services, reviewers at all levels, personnel who sign the reports, partners and principal responsible persons;
- (6) serving as a director, supervisor or senior executive in an entity that has material business dealings (referring to matters that need to be submitted to the general meeting for deliberation according to the Sci-Tech Board Listing Rules or the Articles of Association, or other major matters identified by the Shanghai Stock Exchange) with the Company and its controlling shareholder or their respective subsidiaries, or serving as a director, supervisor or senior executive in the controlling shareholder unit of the entity with such business dealings;
- (7) persons who have had the circumstances set out in the preceding six items in the last year;
- (8) the person receiving any interests in the securities of the Company as a gift or by means of other financial assistance from a core connected person or the Company itself (except for the exceptions permitted under the Hong Kong Listing Rules);
- (9) the person who was a director, partner or principal of a professional adviser which currently provides or has within one year immediately prior to the date of his proposed appointment provided services, or is or was an employee of such professional adviser who is or has been involved in providing relevant services during the same period, to the following companies/persons:
 - (a) the Company, its holding company or any of their respective subsidiaries or core connected persons; or
 - (b) any person who was a controlling shareholder or, where there was no controlling shareholder, any person who was the chief executive or a director (other than an independent non-executive director), of the Company within one year immediately prior to the date of the proposed appointment, or any of their close associates;
- (10) the person receiving any interests in the securities of the Company as a gift or by means of other financial assistance from a core connected person or the Company itself (except for the exceptions permitted under the Hong Kong Listing Rules); The person who has a material interest in any principal business activity of or is involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company;
- (11) the person who is on the board specifically to protect the interests of an entity whose interests are not the same as those of the shareholders as a whole;

- (12) the person who is or was connected with a director, the chief executive or a substantial shareholder of the Company within 2 years immediately prior to the date of his proposed appointment as independent director in accordance with the provisions of the Hong Kong Listing Rules;
- (13) the person who is, or has at any time during the 2 years immediately prior to the date of his proposed appointment been, an executive or a director (other than an independent non-executive director) of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company;
- (14) the person who is financially dependent on the Company, its holding company or any of their respective subsidiaries or core connected persons of the Company; and
- (15) other personnel stipulated by laws, regulations, departmental rules, business rules of the Company's listed securities regulatory agency, the Articles of Association, the Rules for Independent Directors, the Sci-Tech Board Listing Rules, the Guidelines for Standardized Operation, and those recognized by the China Securities Regulatory Commission and the securities regulatory authorities in the jurisdictions where the Company's stocks are listed.

Article 11. After the appointment, each independent non-executive director shall inform the Company and the HKEX as soon as practicable if there is any subsequent change of circumstances which may affect his/her independence and must provide an annual confirmation of his/her independence to the Company. The Company must confirm in each of its annual reports whether it has received such confirmation and whether it still considers the independent non-executive director to be independent.

Chapter 3. Nomination, Election and Replacement of Independent Non-executive Directors

Article 12. The Board of Directors, the Supervisory Committee, and shareholder(s) of the Company individually or jointly holding more than 1% of the Company's issued shares (the "nominators") may propose candidates for independent non-executive directors, which will be decided by the general meeting.

Article 13. The nominator of an independent non-executive director shall obtain the consent of the nominee before nomination. The nominator shall fully understand the nominee's occupation, education background, professional title, detailed work experience and all part-time jobs, and express his/her opinions on the nominee's qualification and independence as an independent non-executive director. The nominee shall make a public statement that there is no relationship between himself/herself and the Company that affects his/her independent and objective judgment. Before the convening of the general meeting for electing independent non-executive directors, the Board of Directors of the Company shall announce the above-mentioned contents in accordance with the regulations, and submit the relevant materials of all the nominees to the Shanghai Stock Exchange. If the Board of Directors of the Company has any objection to the relevant information of the nominees, it shall submit the written opinion of the Board of Directors at the same time.

Article 14. After being elected by the general meeting, independent non-executive directors shall, in accordance with the relevant provisions of the Hong Kong Listing Rules, submit to the Stock Exchange of Hong Kong the Form H Declaration and Undertaking of Directors as soon as possible, and submit a written confirmation explaining the following matters:

- (1) whether they are of independence as described in the System and the relevant terms of the Hong Kong Listing Rules;
- (2) their past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company, if any; and
- (3) whether there are any factors that may affect their independence the same time as the submission of the Form H Declaration and Undertaking of Directors.

Article 15. Independent non-executive directors have the same term of office as other directors. After the term expires, they can be re-elected, but the term of re-election shall not exceed six years.

Article 16. If an independent non-executive director fails to attend the board meeting in person for three consecutive times, nor entrusts other directors to attend, or has other serious dereliction of duty, the Board of Directors and the Supervisory Committee may request the general meeting for replacement.

If an independent non-executive director of the company fails to meet the qualifications for serving as an independent non-executive director as stipulated in these working rules after taking office, he shall resign as an independent non-executive director within thirty (30) days from the date of such occurrence. If he/she fails to resign as required, the Board of Directors of the Company shall initiate a decision-making procedure to remove its independent director position within two (2) days.

Unless the occurrence of the above circumstances and other circumstances in which an independent non-executive director is prohibited from serving as an independent non-executive director as stipulated in the Company Law, the Rules for Independent Director and the Hong Kong Listing Rules, an independent non-executive director shall not be dismissed without reason before the term of office expires. In case of early dismissal, the Company shall disclose it as a special disclosure matter. If the dismissed independent non-executive director believes that the reason for the dismissal determined by the Company is inappropriate, he/she may make a public statement.

Article 17. Before the expiration of the term of office of an independent non-executive director, the Company may dismiss him through legal procedures. In case of early dismissal, the Company shall disclose it as a special disclosure.

Article 18. An independent non-executive director may resign before the expiration of his/her term of office. An independent non-executive director who resigns shall submit a written resignation report to the Board of Directors, explaining the circumstances related to his resignation or that he/she deems necessary to bring to the attention of the Company's shareholders and creditors.

Article 19. If the number of independent non-executive directors in the Board of Directors of the Company does not meet the minimum number requirements as stipulated in the System, the Company Law, the Rules for Independent Directors, the Hong Kong Listing Rules and the Articles of Association due to the resignation or dismissal of independent non-executive directors or other reasons, the Board of Directors shall immediately notify the securities regulator in the jurisdictions where the Company's stocks are listed, and publish an announcement, announcing the relevant details and reasons, and shall appoint a sufficient number of independent non-executive directors within three (3) months after it fails to meet the relevant requirements.

If the proportion of independent non-executive directors in the company's board of directors is lower than the minimum requirements stipulated in the Rules for Independent Director due to the resignation of an independent non-executive director, the resignation report of the independent non-executive director shall take effect after the next independent non-executive director fills his/her vacancy.

Chapter 4. Rights and Obligations of Independent Non-executive Directors

Article 20. Independent non-executive directors, as members of the Board of Directors, have the same status as other directors. The Company shall provide independent non-executive directors with the necessary working conditions to perform their duties, and ensure that independent non-executive directors have the same right to know as other directors. When independent non-executive directors exercise their authorities, the Secretary to the Board of Directors of the Company and other relevant personnel shall actively cooperate, shall not refuse, hinder or conceal, or interfere with their independent exercise of authorities.

Article 21. Independent non-executive directors shall represent more than half of the seats of remuneration, audit, nomination and other relevant committees under the Board of Directors of the Company; The chairpersons of the audit committee and the remuneration committee must be an independent non-executive director.

Article 22. Independent non-executive directors shall perform their duties independently and shall not be affected by the Company's major shareholders, de facto controller, or contact persons who have an interest in the Company and its major shareholders or de facto controller.

Article 23. Independent non-executive directors shall attend the general meetings and have an unbiased understanding of the opinions of the Company's shareholders.

Article 24. Independent non-executive directors shall hold a meeting with the Chairman of the Board of Directors at least once a year without the presence of the executive directors.

Article 25. Independent non-executive directors shall regularly and punctually attend the meetings of the Board of Directors and the special committees under the Board of Directors, and actively participate in the affairs of the meetings, read the meeting documents carefully, actively investigate and obtain the conditions and materials required for decision-making, express clear opinions on matters under consideration in a normal, reasonable, prudent and diligent manner, and contribute to the Company through their professional knowledge, skills and background.

The Company shall ensure independent non-executive directors to have the same right to know as other directors. For matters that need to be decided by the Board of Directors, the Company must notify the independent non-executive directors in advance according to the statutory time and provide sufficient information at the same time. If an independent non-executive director thinks that the information is insufficient, he/she may request supplementary information. When two or more independent non-executive directors believe that the information is insufficient or the argumentation is unclear, they may jointly submit a written proposal to the Board of Directors to postpone the meeting of Board of Directors or postpone the deliberation of the matter, which shall be accepted by the Board of Directors. The information provided by the Company to the independent non-executive directors shall be kept by the Company and the independent non-executive directors themselves for at least five years.

If the Board of Directors believes that a substantial shareholder or director has a material conflict of interest in a matter to be considered by the Board of Directors, the matter shall be resolved by holding an on-site meeting of the Board of Directors (rather than a written resolution). If neither the independent non-executive directors nor their close associates have a material interest in the transaction, they shall attend the meeting.

Article 26. If an independent non-executive director is unable to attend the board of directors in person for some reason, he shall carefully select a trustee and entrust other independent non-executive directors in writing to attend on his behalf. The entrusting party shall independently bear legal responsibilities.

Article 27. Independent non-executive directors shall carefully read the Company's business and financial reports and public media coverage about the Company, timely understand and continuously pay attention to the Company's operation and management status, major events that have occurred or may occur at the Company and their impacts, report the problems existing in the Company's business activities to the Board of Directors in a timely manner, and shall not shirk responsibilities on the grounds of not directly engaging in operation and management or not knowing relevant problems and situations.

Article 28. In order to give full play to the role of independent non-executive directors, independent non-executive directors shall, in addition to the authorities conferred on directors by the Company Law and other relevant laws and regulations, the company shall also grant independent non-executive directors the following special authorities:

- (1) significant connected transactions (referring to connected transactions with a total amount of more than RMB3 million or more than 5% of the Company's recently audited net asset value) shall be approved by the independent non-executive directors ex ante; Before they make a judgment, they can hire an intermediary to issue an independent financial advisory report as the basis for their judgment;
- (2) submitting a proposal to the Board of Directors on the employment or dismissal of an accounting firm;
- (3) submitting a proposal to the Board of Directors on convening an extraordinary general meeting;
- (4) proposing to convene a board meeting;
- (5) publicly soliciting voting rights from shareholders before a general meeting; and
- (6) independently engaging external audit institutions and consulting institutions to audit and consult on specific matters of the Company;

To exercise the authorities of items (1) to (5) of the preceding paragraph by independent non-executive directors, it shall obtain the consent of more than half of all independent non-executive directors; To exercise the authority set out in item (6) of the preceding paragraph, it shall be subject to the consent of all independent non-executive directors.

Matters in items (1) and (2) shall be submitted to the Board of Directors for discussion only after more than one-half of independent non-executive directors agree.

If the proposals set out in the first paragraph of this Article are not adopted or the above authorities cannot be exercised normally, the listed company shall disclose the relevant information.

Where there are other provisions as stipulated in laws, administrative regulations and by the China Securities Regulatory Commission, such provisions shall prevail.

Article 29. Independent non-executive directors shall express objective and impartial independent opinions on the matters discussed at the general meetings or the board meetings of the Company, especially to the Board of Directors, the special Committees under the Board of Directors or the general meeting on the following matters:

- (1) connected transactions under the Hong Kong Listing Rules that require independent non-executive directors to review and/or express their opinions;
- (2) other significant transactions under the Hong Kong Listing Rules that are subject to review and/or comment by independent non-executive directors;

- (3) matters that the independent non-executive directors believe may damage the rights and interests of minority shareholders;
- (4) matters that the independent non-executive directors believe may cause significant losses to the Company;
- (5) nomination, appointment and removal of directors;
- (6) appointment or dismissal of the senior management;
- (7) remuneration of the Company's directors and senior management;
- (8) changes in accounting policies, accounting estimates or corrections of major accounting errors due to reasons other than changes in accounting standards;
- (9) the Company's financial and accounting reports have been issued with non-standard unqualified audit opinions by certified public accountants;
- (10) the scheme for the relevant parties to change their commitments;
- (11) the impact of issuance of preferred stocks on interests in various types of shareholders of the Company;
- (12) formulating profit distribution policies, profit distribution and schemes of converting capital reserves into capital share, especially it is necessary to pay attention to whether it damages the legitimate rights and interests of small and medium investors;
- (13) material matters that need to be disclosed, such as connected transactions, external guarantees, entrusted wealth management, provision of financial assistance, use of raised funds, development of new businesses, investment in stocks and their derivatives, etc.;
- (14) major asset restructuring schemes, equity incentive plans, employee stock ownership plans and share repurchase schemes;
- (15) the Company intends to decide that its shares will no longer be traded in the exchange;
- (16) the Company's shareholders, de facto controller and their subsidiaries have existing or new loans or other capital transactions with the listed company with a total amount of more than RMB3 million or more than 5% of the Company's latest audited net asset value, and whether the Company has taken effective measures to recover the arrears; and
- (17) other matters required by laws, regulations, normative documents, the Sci-Tech Board Listing Rules, the Hong Kong Listing Rules, or the securities regulatory authorities in the jurisdictions where the Company's shares are listed or stipulated in the Articles of Association.

If the relevant matters in the first paragraph of this Article are matters that need to be disclosed, the Company shall announce the opinions of the independent non-executive directors. When the independent non-executive directors have different opinions and cannot reach a consensus, the Board of Directors shall disclose the opinions of each independent non-executive director separately.

Article 30. Independent non-executive directors shall clearly express the following opinions on the above-mentioned matters:

- (1) consent;
- (2) reservations and their reasons;
- (3) objections and their reasons; and
- (4) unable to express opinions and obstacles.

The opinions expressed by independent non-executive directors to the Board of Directors shall be stated in the minutes of board meetings.

Article 31. When independent non-executive directors independently employ external audit institutions and consulting institutions, they shall submit in writing to the Board of Directors the information on the intermediary agencies to be hired and work content, etc., and shall obtain the approval of the Board of Directors. The necessary reasonable expenses shall be borne by the Company.

Article 32. The Company pays remuneration and allowances to the independent non-executive directors. The payment standard shall be drawn up by the Board of Directors or the remuneration committee under it and reviewed and approved by the general meeting. In addition to the above remuneration and allowances, the independent non-executive directors shall not obtain additional, undisclosed other benefits from the Company, its controlling shareholder, de facto controller or other institutions and personnel connected to the Company.

Article 33. When an independent non-executive director resigns or his/her term of office expires, his/her obligations to the Company and its shareholders are not automatically relieved within a reasonable period when the resignation report has not come into effect or after such report has come into effect, and within a reasonable period after the end of his/her term of office, and his/her obligation to keep confidential the Company's trade secrets will remain valid after the end of his/her term of office until the secrets become public information. The duration of other obligations shall be determined in accordance with the principle of fairness, depending on the length of time between the occurrence of the incidents and the departure from office, and the circumstances and conditions under which the relationship with the Company ends.

Chapter 5. Supplementary Provisions

- Article 34.** The term “no less than” as mentioned in the System includes the underlying number, while the terms “more than” and “lower than” do not include the underlying number.
- Article 35.** The System shall be submitted by the Board of Directors to the general meeting for deliberation and approval, and will take effect from the date when the Company’s shares are listed and traded on the Shanghai Stock Exchange. From the effective date of the System, the Company’s current effective system for the work of independent non-executive directors will automatically become invalid.
- Article 36.** Matters not covered in the System shall be implemented in accordance with relevant laws, regulations, the Rules for Independent Directors, the Sci-Tech Board Listing Rules, the Guidelines for Standardized Operation, and the Hong Kong Listing Rules, and other provisions of the regulatory authorities in the jurisdictions where the Company’s shares are listed and relevant provisions of the Articles of Association. In case of inconsistency between “relevant provisions of the System” and “relevant laws and regulations to be promulgated or revised in the future, the Rules for Independent Directors, the Sci-Tech Board Listing Rules, the Guidelines for Standardized Operation, and the Hong Kong Listing Rules, and other provisions of the regulatory authorities in the jurisdictions where the Company’s shares are listed and relevant provisions of the Articles of Association”, the provisions of relevant laws and regulations, the Rules for Independent Directors, the Sci-Tech Board Listing Rules, the Guidelines for Standardized Operation, and the Hong Kong Listing Rules, and other provisions of the regulatory authorities in the jurisdictions where the Company’s shares are listed and the provisions of the current Articles of Association and the amended Articles of Association shall prevail.
- Article 37.** It shall be the responsibility of the Board of Directors of the Company to formulate and interpret the System.

SHANGHAI MICROPORT MEDICAL ROBOT (GROUP) CO., LTD.

IMPLEMENTATION RULES OF CUMULATIVE VOTING SYSTEM

Chapter 1. General Provisions

Article 1. In order to further improve the corporate governance structure of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”), regulate the election procedures for the directors and supervisors of the Company, effectively protect the shareholders’ rights to elect the directors and supervisors of the Company, and safeguard the interests of minority shareholders, these Implementation Rules are hereby formulated in accordance with the Company Law of the People’s Republic of China (“**Company Law**”), the Guidelines for the Governance of Listed Companies, the Guidelines on the Articles of Association of Listed Companies, the Rules for Shareholders’ General Meetings of Listed Companies, and other relevant laws, regulations, departmental rules and normative documents as well as the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (“**Articles of Association**”).

Article 2. The term “Cumulative Voting System” stated in these Implementation Rules refers to that when a director or supervisor is to be elected at the general meeting of shareholders, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights held by shareholders may be used in a collective manner. In other words, when two or more directors or supervisors are to be elected at the general meeting of shareholders, the voting rights held by shareholders present at the general meeting shall equal to the product of the total number of shares in the hands of the shareholders present at the meeting multiplied by the number of directors or supervisors to be elected. Any shareholder may cast all of its voting rights held by the shareholder on one candidate for director or supervisor, or allocate the voting rights to two or more candidates for director or supervisor. The candidates for director or supervisor shall be determined according to the number of votes received by them.

The cumulative voting system shall be adopted when the shares held by a single shareholder and its persons acting in concert account for more than 30% of the total shares of the Company.

Article 3. These Implementation Rules shall apply to the election or change of two or more directors or supervisors.

When two or more directors or supervisors are to be elected at the general meeting of shareholders, the Board of Directors shall specify in the notice of the general meeting that the election of directors and supervisors shall be subject to the cumulative voting system.

- Article 4.** The term “director” described in these Implementation Rules includes independent non-executive directors and non-independent directors, and the term “supervisor” refers to a supervisor who is not an employee representative of the Company. The supervisors concurrently serving as an employee representative of the Company shall be elected or replaced by the Workers Congress of the Company, and the relevant provisions of these Implementation Rules shall not apply to them.
- Article 5.** The number and structure of directors and supervisors elected at the general meeting of shareholders shall comply with the provisions of the Articles of Association.
- Article 6.** The staggered term system shall not apply to the service term of directors and supervisors elected under the cumulative voting system at the general meeting of shareholders. That is, the term of the directors and supervisors elected due to the vacancy shall be the remaining term of the present Board of Directors and the present Supervisory Committee, which shall not be crossed.

Chapter 2. Nomination of Candidates for Directors and Supervisors

- Article 7.** Within the number of directors specified in the Articles of Association, the candidates for non-independent directors shall be nominated by the Board of Directors and shareholders who individually or collectively hold more than 3% of the issued shares of the Company according to the number of directors to be elected. The candidates for independent non-executive directors shall be nominated by the Board of Directors and shareholders who individually or collectively hold more than 1% of the issued shares of the Company. In addition, the nomination of independent non-executive directors shall also be in line with the provisions of the Rules for Independent Directors of Listed Companies. The nomination and recommendation list of directors shall be subject to the review by the nomination committee of the Board of Directors pursuant to the relevant laws, regulations and the Articles of Association.
- Article 8.** Within the scope of the number of supervisors specified in the Articles of Association, the supervisor candidates concurrently serving as a representative of shareholders shall be nominate by the Board of Directors and shareholders who individually or collectively hold more than 3% of the issued shares of the Company according to the number of supervisors to be elected. The nomination and recommendation list of supervisors shall be reviewed by the Supervisory Committee of the Company pursuant to the relevant laws, regulations and the provisions of the Articles of Association.
- Article 9.** The nominator shall get the consent from the nominee prior to the nomination.
- Article 10.** The nominee shall submit its personal details to the Board of Directors and the Supervisory Committee of the Company, including but not limited to: name, gender, age, nationality, educational background, work experience, part-time jobs, the relationship with the nominator, the Company and its controlling shareholders, the number of shares held in the Company, any punishment (if any) imposed by China Securities Regulatory Commission and other competent authorities or by the stock exchange, and any situation (if any) under which the nominee is unfit to serve as a director or supervisor.

Article 11. The nominees satisfying the qualification requirements after review may become the candidates for directors or supervisors, and shall be finally subject to the election at the general meeting of shareholders in the form of proposals. The candidates for directors or supervisors may be more than the number of directors or supervisors specified in the Articles of Association.

Article 12. Any candidate for director or supervisor shall make a written commitment before the general meeting of shareholders is held, agree to accept the nomination and disclose his or her personal information, undertake that the information disclosed by the candidate is true and complete, and guarantee that he/she can effectively perform the duties as a director or supervisor after being elected. In addition, any candidate for independent non-executive director shall also make a public statement that no relationship between himself/herself and the Company would affect his or her independent and objective judgment.

Chapter 3. Election and Voting of Directors and Supervisors

Article 13. Before votes are cast on the candidates at the general meeting of shareholders, the chairman of the general meeting shall definitely inform the shareholders present that the cumulative voting method shall be adopted at the meeting, and the Board of Directors shall prepare votes suitable for the cumulative voting method, and the Secretary of the Board shall make oral or written instructions to the rules of cumulative voting and the method of filling in votes so as to ensure that shareholders can appropriately exercise their voting rights.

Article 14. In case of multiple rounds of elections at the general meeting of shareholders, the cumulative votes of shareholders shall be recalculated according to the number of directors or supervisors to be elected in each round. The secretary of the Board of Directors shall announce the number of cumulative votes of each shareholder before each round of cumulative voting starts, and shall promptly check and correct it in case of any objection or error.

Article 15. When the cumulative voting system is taken, non-independent directors, independent non-executive directors and supervisors shall be subject to the separate election according to different items, and the cumulative votes for one item shall not be used for another item, as follows:

- (1) For the election of independent non-executive directors, the voting rights held by shareholders present at the meeting shall be equal to the product of the total number of shares they hold multiplied by the number of independent non-executive directors to be elected at the general meeting, and such voting rights shall be only cast to the candidates for independent non-executive director at the general meeting;
- (2) For the election of non-independent directors, the voting rights held by shareholders present at the meeting shall be equal to the product of the total number of shares they hold multiplied by the number of non-independent directors to be elected at the general meeting, and such voting rights shall be only cast to the candidates for non-independent director at the general meeting;

- (3) For the election of supervisors, the voting rights held by shareholders present at the meeting shall be equal to the product of the total number of shares they hold multiplied by the number of supervisors to be elected at the general meeting, and such voting rights shall be only cast to the supervisor candidates at the general meeting.

Article 16. The principle and the methods of voting under the cumulative voting system are as follows:

- (1) When the cumulative voting system is chosen for voting on candidates for directors and supervisors at the general meeting, all shareholders shall have the right to assign the total voting rights held by them to one or more candidates for directors and supervisors according to their own will (proxies shall follow the instructions of the principal as indicated in the power of attorney), but the number of candidates for directors or supervisors finally voted in the election shall not exceed the number of directors or supervisors to be elected. If so, all votes of the shareholder shall become invalid;
- (2) If the total number of voting rights exercised by a shareholder for one or several director or supervisor candidates in a centralized or decentralized manner is more than the total number of voting rights held by the shareholder, then all the votes of the shareholder shall become invalid;
- (3) If the total number of voting rights exercised by a shareholder for one or several director or supervisor candidates is less than the total number of voting rights held by the shareholder, the votes of the shareholder shall remain valid, and the unexercised votes of the shareholder shall be deemed abstentions.

Chapter 4. Election of Directors and Supervisors

Article 17. The candidates for director or supervisor shall be ranked in descending order according to the total votes they receive. The candidates for directors or supervisors topping the ranking list of the number of directors or supervisors to be elected (including the number) shall be elected, but the total votes received by the elected directors or supervisors shall exceed one half of the total voting rights held by shareholders present at the general meeting (based on the number of the shares not accumulated).

Article 18. If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected but the number of all the elected directors or supervisors of the Company exceeds the quorum prescribed under the Company Law and the two-thirds of the members of the Board of Directors or the Supervisory Committee stipulated in the Articles of Association, the vacant members shall be elected at the next general meeting of shareholders.

- Article 19.** If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected, and the number of all the elected directors or supervisors of the Company is below the quorum stipulated under the Company Law or two-thirds of the members of the Board of Directors or the Supervisory Committee stipulated in the Articles of Association, a second round of election shall be held for candidates not elected as directors or supervisors. If the above-mentioned requirements are still not met after the second round of elections, the general meeting of shareholders shall be convened again within two months after the end of the current general meeting, so as to elect the vacant directors or supervisors.
- Article 20.** If two or more candidates have the same smallest number of total votes of the candidates to be elected, and if they are elected, thus leading the number of elected candidates to exceed the number of members to be elected, the general meeting of shareholders shall hold a second round of election for the candidates with equal votes as mentioned above according to the prescribed procedures. If the second round of election still fails to determine the winning candidate, another election shall be held at the next general meeting of shareholders. If this leads the number of all the elected directors or supervisors not to reach two-thirds of the members of the Board of Directors or the Supervisory Committee prescribed in the Articles of Association, the general meeting of shareholders shall be convened again within two months after the end of the current general meeting, so as to elect the vacant directors or supervisors.
- Article 21.** Upon the completion of the final voting by the shareholders present the meeting, the relevant vote-tellers of the general meeting shall count and publish the total votes received by each candidate. The meeting chairman shall announce the list of the elected directors and supervisors on the spot.

Chapter 5. Supplementary Provisions

- Article 22.** Matters not covered in these Implementation Rules shall be governed by relevant national laws, regulations and normative documents as well as the provisions of the Articles of Association. In case of any conflict with the relevant laws, regulations and normative documents released afterwards and the Articles of Association revised through legal procedures in the future, then these Implementation Rules shall be appropriately amended.
- Article 23.** If any situation not described in these Implementation Rules occurs at the general meeting in the election process, it shall be settled by the shareholders present at the meeting through consultation. If the consultation fails, it shall be dealt with according to the opinions of the shareholders present representing more than half of the total voting shares at the general meeting.
- Article 24.** These Implementation Rules shall be interpreted and amended by the Board of Directors as authorized by the general meeting of shareholders.
- Article 25.** These Implementation Rules, after reviewed and approved by the general meeting of shareholders, shall enter into effect on and from the date on which the shares of the Company are listed and traded on the Science and Technology Innovation Board of Shanghai Stock Exchange.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

EXTERNAL INVESTMENT MANAGEMENT SYSTEM

Chapter 1 General Provisions

- Article 1.** In order to regulate the major operation and investment decision-making procedures of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”), establish a sound major operation and investment decision-making mechanism, ensure the realization of the scientific, standardized and transparent decision-making, effectively guard against risks, and safeguard the interests of the Company and its shareholders, this System is hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange, and other laws, administrative regulations and normative documents, and the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd.(hereinafter referred to as “**Articles of Association**”), with reference to the relevant provisions of China Securities Regulatory Commission and Shanghai Stock Exchange, and in combination with the actual situation of the Company.
- Article 2.** The Company shall follow the principle governing the management of major operation and investment decisions:
- (1) Abide by national laws and regulations, and be in line of national industrial policies;
 - (2) Comply with the Company’s development strategy and helping to enhance the competitiveness of the Company;
 - (3) Reasonably allocate enterprise resources and harvest more earnings from invested projects;
 - (4) Control of risks and strengthening of supervision.
- Article 3.** The Company shall adopt a hierarchical decision-making system, which is composed of the shareholders’ general meeting, the Board of Directors, and the President.
- Article 4.** The Board of Directors, the President, relevant functional departments and the senior management of the Company shall conduct scientific and reasonable decision-making and carry out the major operation and investment matters of the Company in strict accordance with the Company Law and other laws, administrative regulations, normative documents and the Articles of Association as well as the provisions of this System on major operation and investment decision-making and management.

Chapter 2 Decision-making Scope

Article 5. The operation and investment matters to be decided pursuant to this System shall include:

- (1) Purchase or sale of assets;
- (2) Outward investment (except for the purchase of bank wealth management products);
- (3) Transferring in and transferring out R&D projects;
- (4) Execution of a license agreement;
- (5) Provision of guarantees;
- (6) Leasing in or leasing out assets;
- (7) Entrusting or entrusted management of assets and business;
- (8) Donating assets or receiving donated assets;
- (9) Restructuring of claims and debts;
- (10) Provision of financial assistance;
- (11) Other investment matters determined by Shanghai Stock Exchange.

The aforesaid purchase or sale of assets does not include the purchase of raw materials, fuel and power, the sale of products or commodities, and other daily operation-connected transactions.

Article 6. The investment made by the Company in securities, entrusted wealth management or derivative products shall be subject to the review and approval by the Board of Directors or the general meeting of shareholders. The review and approval authority of entrusted wealth management investment shall not be vested in individual directors or the operating management of the Company.

Article 7. The external guarantees shall be provided by the Company pursuant to the external guarantee system of the Company. When it involves any related party transaction, the business investment shall be dealt with according to the related party transaction decision-making system of the Company.

Chapter 3 Decision-making Authority and Procedures

Article 8. The Company's business investment (except for the provision of guarantees, the Company's receipt of donated cash assets, and the simple reduction or exemption of the Company's debts, the same below) shall be examined and approved in strict accordance with the limits of authority prescribed under Company Law, other relevant laws, administrative regulations and the Articles of Association.

- (1) When the Company's business investment meets one of the following standards (if the figures of the following indicators are negative, their absolute values shall be used for calculation; the same below), the investment shall only be implemented after it's approved by the general meeting of shareholders:
1. The total assets involved in the transaction (if both the book value and the evaluation value exist at the same time, the higher value shall prevail) account for more than 50% of the Company's latest audited total assets;
 2. The transaction amount makes up more than 50% of the Company's market value;
 3. The net assets of the transaction object (such as equity) in the latest fiscal year represent more than 50% of the Company's market value;
 4. The operating income of the transaction object (such as equity) in the latest fiscal year makes up more than 50% of the Company's audited operating income in the latest fiscal year, and exceeds RMB50 million;
 5. The profit arising from the transaction accounts for more than 50% of the Company's audited net profit in the latest fiscal year, and exceeds RMB5 million;
 6. The net profit arising from the transaction object (such as equity) in the latest fiscal year makes up more than 50% of the Company's audited net profit in the latest fiscal year, and exceeds RMB5 million.

The relevant functional departments of the Company shall perform the feasibility analysis and evaluation of the investment project, and make the preliminary preparation of the investment plan, and shall submit a specific financial plan to the President's office for approval after it's proposed. After it's approved by the President's office, the President shall submit the investment plan and the description for the proposals to the Board of Directors for review. Upon the approval by the Board of Directors, it shall be submitted to the general meeting of shareholders for deliberation.

- (2) When the business investment of the Company meets one of the following standards, the investment shall be carried out after it's approved by the Board of Directors:
1. The total assets involved in the transaction (if both the book value and the evaluation value exist at the same time, the larger value shall prevail) represent more than 10% of the Company's latest audited total assets;
 2. The trading amount of the transaction accounts for more than 10% of the Company's market value;
 3. The net assets of the transaction object (such as equity) in the latest fiscal year make up more than 10% of the Company's market value;
 4. The operating income of the transaction object (such as equity) in the latest fiscal year accounts for more than 10% of the Company's audited operating income in the latest fiscal year, and exceeds RMB10 million;
 5. The profit arising from the transaction represents more than 10% of the Company's audited net profit in the latest fiscal year, and exceeds RMB1 million;
 6. The net profit arising from the transaction object (such as equity) in the latest fiscal year accounts for more than 10% of the Company's audited net profit in the latest fiscal year, and exceeds RMB1 million.

The relevant functional departments of the Company shall submit a written report on the basic information of the investment project to the President. The president's office shall review the necessity and rationality of the investment project, and shall be in charge of making the preliminary preparation of the investment plan, conducting feasibility analysis and evaluation, performing other research work, and developing a specific financial plan. The President shall submit the investment plans and the description of the proposals to the Board of Directors for deliberation.

The transaction amount prescribed in the preceding paragraph and this paragraph refers to the transaction amount paid and the debts and expenses borne. If the transaction arrangement involves the possible payment or collection of consideration in the future, does not involve a specific amount or has the amount determined pursuant to the set conditions, then the estimated maximum amount shall be deemed as the transaction amount.

- (3) When the relevant indicators of the Company's business investment do not meet the standards set forth in Item (2) of this article, the Board of Directors may authorize the President to implement the investment after it's approved, except as prescribed in Article 6.

- (4) The daily operation-connected transaction of the Company shall be submitted to the Board of Directors for deliberation and disclosed in a timely manner if it meets any of the following standards:
1. The transaction amount makes up more than 50% of the latest audited total assets of the listed company, and the absolute amount exceeds RMB100 million;
 2. The transaction amount makes up more than 50% of the audited operating income or operating cost of the listed company in the latest fiscal year, and exceeds RMB100 million;
 3. The expected total profit arising from the transaction makes up more than 50% of the audited net profit of the listed company in the latest fiscal year, and exceeds RMB5 million;
 4. Any other transaction that may have a material impact on the listed company's assets, liabilities, equity and operating results.

If the values of the above indicators are negative, their absolute values can be used for calculation. If the Company has taken the same or related assets as a business investment object consecutively within 12 months, the business investment amount shall be calculated based on the accumulative amount.

The business investment of any subsidiary having more than 50% of its equity held by the Company shall be deemed as the investment of the Company. If the Company's shareholding company makes any business investment, the approval authority shall be subject to the standards prescribed in the above Items (1) to (3) based on the relevant amount multiplied by the shareholding ratio.

The net profit indicator mentioned in this article may be neglected before the Company makes profits temporarily.

Chapter 4 Decision-Making Procedures

Article 9. Before the Company intends to carry out an investment project, the business department in charge of the Company's investment shall work with the President's Office and the financial department to conduct market research, provide project feasibility analysis reports and other relevant documents, and submit them to the President's Office for review. The Company shall go through the corresponding review and approval procedures pursuant to relevant laws, administrative regulations, the Articles of Association and the provisions of this System.

Article 10. When reviewing and determining an business investment project, the Company shall make the decision by giving full consideration to the following factors:

- (1) Whether the relevant laws, regulations and policies involving the investment project have express or implied restrictions on the investment project;
- (2) The investment project shall comply with the national and regional industrial policies, and the medium and long-term development strategy and annual investment plan of the Company;

- (3) The investment project is already demonstrated to have good development prospects and economic benefits;
- (4) Whether the Company has the conditions required for the smooth implementation of the investment project (including whether it has the sufficient capital, technology, talents and raw material supply required for the smooth implementation of the project);
- (5) Whether the accounting firm employed by the Company has issued financial evaluation opinions for the investment project, and the legal advisor has released legal opinions or suggestions for the investment project;
- (6) Other relevant materials required for making decisions on the investment project.

Article 11. When carrying out a business investment project, the Company shall uphold the principles of contributing to the sustainable development of the Company and the interests of all shareholders with no horizontal competition with the actual controller and related parties, and shall ensure the independence of the Company's personnel, the integrity of its assets, and the independence of its finance. The Company shall also have the capability to operate independently and maintain the independence in investment management, marketing planning, consulting services and so on.

Article 12. For the investment projects that shall be subject to the review and approval by the Board of Directors, the investment decision-making functional department of the Company shall, in principle, prepare a project feasibility analysis report and then submit it to the Board of Directors for deliberation.

Article 13. If The Company continuously makes decisions on the same or related major business and investment matters in multiple stages within 12 months, the Company shall go through the review and approval procedures based on the accumulated amount involved in such decisions. Those decisions for which the review and approval procedures for relevant investment matters are already performed pursuant to the provisions of this System shall not be included into the accumulated amount.

Chapter 5 Implementation, Supervision and Inspection of Decisions

Article 14. The Company shall ensure the implementation of its decisions on operation investment projects:

- (1) The President shall sign relevant documents or agreements on major matters decided pursuant to the relevant resolutions of the general meeting of shareholders and the Board of Directors;
- (2) The business department and its branches in charge of the investment of the Company are the specific agencies of implementing major decisions as approved by the Company, and shall formulate feasible implementation plans, procedures and measures for investment projects pursuant to major operation and investment decisions made by the general meeting of shareholders, the Board of Directors or the President's Office;

- (3) The financial department shall, in accordance with the investment project implementation plan, procedures and measures developed by the specific implementation agency, formulate a fund support plan and reasonably allocate funds, so as to ensure the smooth implementation of the decided investment projects;
- (4) The audit department of the Company shall regularly arrange auditors to conduct internal audit on the financial income and expenditure of investment projects, and send written opinions to the President's Office and the finance department;
- (5) For investment projects of fixed assets (including capital construction and technological transformation), the public bidding system shall be adopted in accordance with the provisions of relevant laws and regulations: the public bidding shall be carried out pursuant to the relevant procedures prescribed by the state, and experts shall be organized to strictly evaluate bidders and their bidding documents; a written contract shall be signed with the winning bidder, and relevant departments or special personnel shall be instructed to cooperate with the project supervision company to conduct the tracking management and supervision of the projects, and regularly report the project status; upon the completion of the projects, the relevant departments shall be organized to conduct the acceptance inspection in strict accordance with the national regulations and the provisions of the project construction contract, and to audit the final accounts of the projects;
- (6) After each major business investment project, the project team shall apply for acceptance by sending the project's investment settlement report, completion acceptance report and other settlement documents to the President, the finance department and other relevant functional departments. The President, the finance department and other relevant functional departments shall summarize and review them, and then send them to the President's Office for review and approval. The President shall submit the approved settlement and implementation reports of the investment project to the Board of Directors or the general meeting of shareholders according to the approval authority limits of the investment project, and send them to the relevant functional departments for archiving.

Article 15. Supervision and assessment of the business investment projects of the Company:

- (1) Establishing a reporting system for investment projects: The project-implementing unit or department shall report to the President the project progress, quality, fund use, prospect analysis and so on. The president shall report the above contents to the Board of Directors for the investment projects which are carried out pursuant to the resolutions of the Board of Directors or the resolutions of the shareholders' general meeting.
- (2) Developing a monitoring system for the implementation of investment projects: The functional departments shall monitor the project progress, settlement of funds, acceptance, transfer into fixed assets and others.

- (3) Formulating a project evaluation system: After the project is completed, the President shall, pursuant to the limits of project decision-making authority, organize relevant personnel to evaluate the project in terms of project scale, standard, quality, fund use, investment benefit and others.
- (4) Determining a project responsible person appraisal system: The President shall arrange relevant personnel to appraise the person in charge of the project according to the provisions of the relevant contract or agreement, and the investment decision-making department or the responsible person shall be rewarded and punished pursuant to the project evaluation results.

Chapter 6 Supplementary Provisions

- Article 16.** In case of any inconsistency between this System and the relevant national laws, administrative regulations, normative documents, or the provisions of the Articles of Association, then the relevant national laws, administrative regulations, normative documents and the provisions of the Articles of Association shall prevail.
- Article 17.** The term “above” include the underlying number and the term “more than” does not include the underlying number.
- Article 18.** This System, after reviewed and approved by the general meeting of shareholders, shall come into effect on and from the date on which the shares of the Company are listed and traded on the Science and Technology Innovation Board of Shanghai Stock Exchange.
- Article 19.** This System shall be amended by the Company’s general meeting of shareholders.
- Article 20.** This System shall be interpreted by the Board of Directors of the Company as authorized by the general meeting of shareholders.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

EXTERNAL GUARANTEE MANAGEMENT SYSTEM (DRAFT)

Chapter 1 General Provisions

Article 1. In order to regulate the external guarantees of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”) and effectively guard against the Company’s external guarantee risks, this System is hereby formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Civil Code of the People’s Republic of China, the Guidelines for the Supervision of Listed Companies No. 8 — Supervision Requirements for Fund Transactions and External Guarantees of Listed Companies, and other relevant laws, administrative regulations, normative documents, business rules of competent securities regulators, and the relevant provisions of the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Articles of Association**”).

Chapter 2 Guarantee Principles

Article 2. The term “external guarantee” as described in this System refers to any guarantee offered by the Company as a third party for the debts owned by a debtor (including any subsidiary of the Company) to the creditor. When the debtor is unable to repay the debts, the Company shall repay the debts or assume the liability as agreed.

Article 3. The term “subsidiary” stated in this System refers to any holding subsidiary or wholly-owned subsidiary over which the Company has actual control.

Article 4. All guarantees made in the name of the Company’s headquarters or its subsidiaries shall be uniformly managed by the Company. Any external guarantee provided by the Company shall be subject to the examination and approval by the Company’s Board of Directors or the general meeting of shareholders pursuant to the provisions of the Articles of Association.

Article 5. Except as stipulated in the Articles of Association and this System, the Company shall not use its assets to provide guarantee for the debts of the Company’s shareholders or the enterprises controlled by such shareholders.

Article 6. In providing external guarantees, the Company shall follow the principles of legality, prudence, mutual benefit and safety, and strictly control risks.

Article 7. The Board of Directors is the management organ for external guarantees of the Company. In addition to the approval by more than half of all directors, external guarantees shall be subject to the review and approval by more than two-thirds of the directors present at the board meeting. Those guarantees beyond the approval authority of the Board of Directors prescribed in the Articles of Association shall be submitted to the general meeting of shareholders for approval.

Article 8. All directors of the Company shall prudently deal with and strictly control the debt risks triggered by external guarantees, and shall bear joint and several liabilities for the losses arising from illegal or improper external guarantees. Controlling shareholders and other related parties of the Company shall not exert pressure for the Company to provide guarantees for others.

Article 9. In principle, the total amount of external guarantees provided by the Company and its subsidiaries shall not account for more than 50% of the net assets in the Company's latest audited consolidated statements, and any guarantees provided in the excess of the specified amount shall be submitted to the general meeting of shareholders for review.

Article 10. If the debts under external guarantee of the Company, after falling due, need to be extended and also need the Company to continue to provide the guarantee, it shall be deemed as a new external guarantee, for which the Company shall go through the relevant review and approval procedures once again.

Chapter 3 Guarantee Review and Approval Management

Article 11. The Board of Directors of the Company shall, before deciding on an external guarantee or submitting it to the shareholders' meeting for the approval by voting, have a good understanding of the credit standing of the creditors and make a sufficient analysis of the interests and risks of the guarantee. The information on the credit standing of the guarantee applicant shall cover the following:

- (1) Basic information of the applicant's enterprise (including but not limited to the enterprise's name, registered address, legal representative, business scope, and other industrial and commercial registration information, and whether there is a related relationship with the Company);
- (2) The main borrowing contract and the documents regarding the main contract;
- (3) Written guarantee application, including but not limited to guarantee method, duration and amount;
- (4) Counter-guarantee plan and its basic information;
- (5) The latest audited financial report, the source and plan of repayment funds, and analysis of repayment capability;
- (6) A statement that there is no major lawsuit, arbitration or administrative penalty;
- (7) Other important documents required by the Company.

Article 12. If the Company provides guarantee for a bank loan of the guaranteed party, then the guaranteed party shall file an application and provide the following relevant documents:

- (1) The basic information, financial status, credit standing, repayment ability of the guaranteed party;

- (2) The current bank loans and guarantees of the guaranteed party;
- (3) The amount, type, term, purpose and expected economic effect of the bank loan guaranteed by the Company under this paragraph;
- (4) The source of repayment funds for the bank loan guaranteed under this paragraph;
- (5) Other matters related to the loan guarantee and having an impact on the Company's decision whether to provide the guarantee.

If the asset appraisal is required for the guarantee provided by the Company for other debts, an asset appraisal report shall be issued by a competent asset appraisal company with professional qualifications, and other matters shall be dealt with pursuant to the provisions of this Article.

Article 13.

The Board of Directors shall carefully review the guarantee application of the guaranteed party based on the relevant materials. In principle, the Company shall not provide a guaranty for the guarantee applicant under any of the following circumstances:

- (1) The investment project of funds does not comply with the laws and regulations or national industrial policies of the State;
- (2) The false records or false information exist in the financial and accounting documents in the recent three years;
- (3) The Company has provided guarantee for the guarantee applicant, which has delayed the repayment of bank loan and its interests, and has not repaid the loan or cannot implement the effective rectification measures at the time of the guarantee application;
- (4) The guarantee applicant is featured with deteriorating business conditions or poor credit standing, with no sign of improvement;
- (5) Losses occurred in the previous year or the losses is estimated to occur in the current year (excluding the losses of subsidiaries);
- (6) The guarantee applicant has failed to secure effective assets for counter-guarantee;
- (7) The applied guarantee is not in line with the provisions of this System;
- (8) Other circumstances under which the Board of Directors considers it impossible to provide guarantee.

Article 14. External guarantees subject to the review and approval by the general meeting of shareholders shall be submitted to the general meeting of shareholders for approval after they are reviewed and approved by the Board of Directors. External guarantees subject to the approval by the general meeting of shareholders include the following ones:

- (1) The guarantees, of which the single guarantee amount exceeds 10% of the Company's latest audited net assets;
- (2) Any external guarantee, which is provided by the Company after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the Company's latest audited net assets;
- (3) The external guarantees, which are provided for the guaranteed party with the asset-liability ratio of more than 70%;
- (4) Any external guarantee, which is provided by the Company after the total amount of external guarantees of the Company accounts for more than 30% of the Company's latest audited total assets;
- (5) The external guarantees, of which the guaranteed amount within one year accounts for more than 30% of the Company's latest audited total assets;
- (6) The guarantees, which are provided for the Company's shareholders (including controlling shareholders), actual controllers and their related parties;
- (7) The guarantees, which are provided for related parties of the Company;
- (8) Other guarantees determined by Shanghai Stock Exchange or the Articles of Association of the Company.

The guarantees falling within the authority limits of the Board of Directors, shall, in addition to the approval by more than half of all the directors, also be subject to the approval by more than two-thirds of the directors present at the board meeting. The guarantees described in Item 5 of Paragraph 1 of this Article shall be subject to the approval by more than two-thirds of the voting rights represented by the shareholders attending the general meeting of shareholders.

The Company shall have reasonable business logic in providing a guarantee for a related party according to Item 7 of Paragraph 1 of this Article. Where the Company provides guarantees for shareholders (including controlling shareholders), actual controllers and their related parties pursuant to Item 6 of Paragraph 1 of this Article, then the controlling shareholders and their related parties shall offer counter-guarantee.

When the Company provides a guarantee for a wholly-owned subsidiary, or provides a guarantee for a holding subsidiary and other shareholders of the holding subsidiary provide guarantees in the equal proportion to their rights and interests, without prejudice to the interests of the Company, then the applicable provisions of Items 1 to 1 of Paragraph 1 of this Article may be neglected, unless otherwise stipulated in the Articles of Association of the Company. The Company shall summarize and disclose the aforementioned guarantees in its annual report and semi-annual report.

When the guarantee proposal for any shareholder, actual controller and its related parties is review at the general meeting of shareholders, the shareholders controlled by such shareholder or actual controller shall not vote on such proposal, and the guarantee proposal shall be subject to the approval by voting by more than half of the voting rights represented by the other shareholders present at the general meeting.

Article 15. Independent non-executive directors of the Company shall give independent opinions when the Board of Directors reviews external guarantee matters. If necessary, an accounting firm may be employed to check the Company's accumulated and current external guarantees. Any abnormality, once identified, shall be promptly reported to the Board of Directors.

Article 16. When the general meeting of shareholders or the Board of Directors of the Company makes a resolution on a guarantee, the shareholders or directors having any interest in the guarantee shall withdraw from voting.

Article 17. The external guarantees already approved by the Board of Directors or the general meeting of shareholders shall be promptly released on the website of the stock exchange and in the media satisfying the requirements prescribed by China Securities Regulatory Commission. The contents of the disclosure include the relevant resolutions by Board of Directors or the general meeting of shareholders, the total amount of external guarantees provided by the Company and its holding subsidiaries as of the date of information disclosure, and the total amount of guarantees provided by the Company for its holding subsidiaries.

Article 18. When dealing with loan guarantee business, the Company shall submit to the banking financial institution the Articles of Association, the original copy of the relevant guarantee resolutions by the Board of Directors or by the general meeting of shareholders, the disclosure information of the guarantee matter, and other documents.

Article 19. Independent non-executive directors of the Company shall, in the annual report, make special statement on the Company's unfinished external guarantees at the end of the reporting period and the external guarantees occurring during the current period, the implementations of the provisions of this Chapter, and shall also give independent opinions.

Article 20. If a holding subsidiary of the Company provides a guarantee for any entity falling outside the scope of the Company's consolidated statements, the guarantee shall be deemed as the guarantee provided by the Company, of which the review and approval procedures shall be performed by the Company pursuant to the provisions of this Chapter.

Chapter 4 Conclusion of Guarantee Contract

- Article 21.** Subject to the decision of the Company's Board of Directors or by the general meeting of shareholders, the Chairman of the Board of Directors or other senior management of the Company shall be authorized to conclude external guarantee contracts.
- Article 22.** Before providing an external guarantee, the Company shall, in principle, require the guaranteed party to offer counter-guarantee, and prudently judge the actual guarantee capability of the counter-guarantee provider and the enforceability of the counter-guarantee. Guarantee contracts and counter-guarantee contracts shall conform to relevant laws and regulations, and the matters agreed in contracts shall be made clear and specific.
- Article 23.** Before signing (concluding) a specific guarantee format contract, the Company shall carefully review all obligatory clauses in combination with the credit standing of the guaranteed party.
- Article 24.** The following (including but not limited to) matters shall be specified in the guarantee contracts and counter-guarantee contracts:
- (1) Creditors and debtors;
 - (2) The type and amount of the guaranteed party's claims;
 - (3) The time limit agreed by the debtor and the creditor to repay the debts;
 - (4) The method of guarantee;
 - (5) The scope of guarantee;
 - (6) The guarantee period;
 - (7) Other matters deemed by both parties to be agreed upon.
- Article 25.** When the Company accepts the counter-guarantees such as guaranty, mortgage and pledge as required, the finance department of the Company shall improve the relevant legal procedures, especially the procedures for registering mortgage or pledge in time.

Chapter 5 Guarantee Risk Management

- Article 26.** The Board of Directors and the finance department of the Company shall be responsible for managing and basically reviewing the guarantees of the Company. After the guarantee contract is concluded, the finance department of the Company shall designate the special personnel to properly manage the guarantee contract and its related original documents, make the timely inspection of them, and regularly check with banks and other relevant institutions to ensure the integrity, accuracy and validity of the archived documents. In addition, it shall also pay attention to the timeliness and duration of guarantees.

Any abnormal guarantee contract that is not approved by the Board of Directors or the general meeting pursuant to the relevant review and approval procedures, once identified in the course of contract management, shall be promptly reported to the Board of Directors and the Supervisory Committee. Before the debts guaranteed by the Company fall due, the responsible person shall actively urge the guaranteed party to fulfill the repayment obligations within the agreed time.

Article 27. The responsible person shall keep an eye on the situation of the guaranteed party, collect the latest financial information and audit report of the guaranteed party, regularly analyze its financial position and debts-repaying capability, and pay close attention to its production, business operation, assets and liabilities, external guarantees and other liabilities, divisions, mergers, the change of legal representatives, and changes of external business reputation, especially repayment of matured debts. In addition, the responsible shall also prepare for and analyze possible risks, establish relevant financial files, and regularly report them to the Board of Directors according to the actual situation.

In case of serious business deterioration or the dissolution or division of the guaranteed party, the person responsible shall promptly report it to the Board of Directors. The Board of Directors shall take effective measures to minimize the losses incurred thereby.

Article 28. When it's found that the guaranteed party fails to fulfill the repayment obligations within 15 working days after the debt falls due, or the guaranteed party is bankrupt or liquidated, or the creditor claims that the guarantor performs the guarantee obligation, then the Company shall keep abreast of the debt repayment situation of the guaranteed party.

Article 29. When the guaranteed party fails to perform the contract and the secured creditor demands a claim against the Company, then the Company shall promptly implement the counter-guarantee recovery procedures and report it to the Board of Directors at the same time.

Article 30. As a general guarantor, the Company shall not assume the guarantee liability to the debtor without the decision of the Board of Directors before the dispute over the guarantee contract has not been tried or arbitrated and the debts cannot be repaid through the compulsory execution of the debtor's property under law.

Article 31. After the competent people's court accepts a debtor's bankruptcy case, if the creditor fails to declare the claims, the responsible person shall request the Company to participate in the distribution of the bankruptcy property and exercise the right of recovery in advance.

Chapter 6 Responsibility Investigation

Article 32. If the Company's directors, President and other senior management enter into a guarantee contract without authorization in violation of he procedures prescribed in this System, thereby causing damages to the Company, then the responsible person shall be investigated for legal responsibility.

Article 33. If the responsible person provides a guarantee without authorization by neglecting risks and violating the provisions of relevant laws or this System, thus causes losses to the Company, then the responsible person shall bear legal responsibilities to the Company or its shareholders.

Article 34. If the responsible person negatively performs the duties and therefore causes losses to the Company, the person shall be given punishment, including economic punishment, according to the seriousness of the case, and shall bear the liability for compensation. The Board of Directors of the Company shall have the right to determine corresponding punishment on the responsible person according to the Company's losses, the level of risks, and the seriousness of the case.

Chapter 7 Supplementary Provisions

Article 35. In case of any inconsistency between this System and the relevant national laws, administrative regulations, normative documents, or the provisions of the Articles of Association, then the relevant national laws, administrative regulations, normative documents and the provisions of the Articles of Association shall prevail.

Article 36. This System, after reviewed and approved by the general meeting of shareholders, shall come into effect on and from the date on which the shares of the Company are listed and traded on the Science and Technology Innovation Board of Shanghai Stock Exchange.

Article 37. This System shall be amended by the Company's general meeting of shareholders.

Article 38. This System shall be interpreted by the Board of Directors of the Company as authorized by the general meeting of shareholders.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

RAISED FUNDS MANAGEMENT SYSTEM (DRAFT)

Chapter 1 General Provisions

- Article 1.** In order to strengthen and regulate the management of funds raised by the Company, ensure the safety use of funds, enhance the use efficiency and effectiveness of funds, and safeguard the legitimate interests of investors to the maximum extent, this System is hereby established in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), Securities Law of the People’s Republic of China (hereinafter referred to as “**Securities Law**”), Guidelines for the Supervision of Listed Companies No. 2 — Regulatory Requirements for the Management and Use of Funds Raised by Listed Companies, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**Listing Rules**”), the Guidelines for the Self-Regulatory Supervision of List Companies on the Science and Technology Innovation Board of Shanghai Stock Exchange No. 1 — Standardized Operation (hereinafter referred to as the “**Guidelines for Standardized Operation**”), and other relevant laws, regulations, rules, normative documents and the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), and in combination with the actual situation of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”).
- Article 2.** The term “raised funds” stated in this System refers to the funds raised by the Company by issuing securities to non-specially-designated investors (including the initial public offering of stocks, allotment, additional issuance, the issuance of convertible corporate bonds, and the issuance of convertible corporate bonds under separate transactions) and by issuing securities to specially-designated investors to specific objects, but excluding the funds raised by the Company through equity incentive plans.
- The funds raised by the Company in the H-share market shall be managed in accordance with the relevant provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.
- Article 3.** The directors, supervisors and senior management of the Company shall perform their duties diligently, supervise the Company to use the raised funds in a standardized manner, consciously ensure the safety of the raised funds, and shall not get involved in, provide assistance in or connive at the Company’s unauthorized or disguised change of the use of the raised funds.
- Article 4.** The controlling shareholder and actual controller of the Company shall neither directly or indirectly occupy or misappropriate the raised funds of the Company, nor use the raised funds and raised funds-related investment projects (hereinafter referred to as “**Fundraising Investment Project**”) to harvest illegitimate benefits.

- Article 5.** The sponsor or independent financial advisor engaged by the Company shall fulfill the duty of continuous supervision on the management and use of the raised funds of the Company in accordance with the provisions of the Administrative Measures for the Sponsorship of Securities Issuance and Listing, the Listing Rules, and the Guidelines for Standardized Operation.
- Article 6.** After the raised funds are in place, the Company shall promptly handle the capital verification procedures. The monetary funds raised shall be reviewed and verified by an accounting firm with securities business qualifications, for which a capital verification report shall be issued. The Company shall organize the use of raised funds according to the fund use plan made in the prospectus, fundraising instructions and other information disclosure documents.
- Article 7.** The Board of Directors of the Company shall be responsible for the use and management of raised funds, and the Supervisory Committee, independent non-executive directors, the sponsor or financial advisor of the Company shall be in charge of supervising the management and use of raised funds.
- Article 8.** Article 8 The raised funds of the Company shall be deposited, used and managed pursuant to the provisions of this System, and the raised funds shall be used in the standardized, open and transparent manner.

Chapter 2 Depository of Raised Funds

- Article 9.** The raised funds of the Company shall be deposited into a special account approved by the Board of Directors (hereinafter referred to as the “**Special Account for Raised Funds**”) for centralized management. The special account for raised funds shall neither deposit any non-raised funds, nor be used for any other purpose.
- Article 10.** Article 10 The Company shall, within one month after receiving the raised funds, sign a tripartite supervision agreement on the special account of raised funds with the sponsor or independent financial advisor, and the commercial bank depositing the raised funds (hereinafter referred to as the “**Commercial Bank**”). The agreement shall at least include the following:
- (1) The Company shall deposit the raised funds into the special account for raised funds in a centralized manner;
 - (2) The commercial bank shall provide the Company with the bank statements of the special account for raised funds on a monthly basis, and send a copy to the sponsor or independent financial advisor;
 - (3) The sponsor or independent financial advisor may at any time inquire about the information on the special account for raised funds at the commercial bank;
 - (4) The liabilities for breach of contract of the Company, the commercial bank, and the sponsor or independent financial advisor shall be specified.

If the Company implements one fundraising investment project through a controlled subsidiary or any other entity, the Company, the firm implementing the fundraising investment project, the commercial bank, and the sponsor or independent financial advisor shall jointly sign a tripartite supervision agreement, where the Company and the firm implementing the fundraising investment project shall be regarded as a joint party.

If the aforesaid agreement is terminated in advance of the expiration thereof due to any change of the commercial bank and the sponsor or independent financial adviser, the Company shall sign a new agreement with the relevant parties within one month from the date of termination thereof.

If the aforesaid agreement is terminated in advance of the expiration thereof due to any change of the commercial bank and the sponsor or independent financial adviser, the Company shall sign a new agreement with the relevant parties within one month from the date of termination thereof.

Article 11. Where the sponsor finds that the firm or a commercial bank has not fulfilled the tripartite supervision agreement on the special account deposit of raised funds as agreed, it shall deliver a written report to Shanghai Stock Exchange immediately after learning the relevant facts.

Chapter 3 Use of Raised Funds

Article 12. The Company shall use the raised funds pursuant to the use plan for raised funds described in the issuance application documents. In case of any situation having a serious impact on the normal implementation of the use plan, the Company shall make a relevant announcement in a timely manner.

In case of any of the following situations occurring to the fundraising investment project, the Company shall re-evaluate the feasibility and expected earnings of the fundraising investment project, decide whether to continue the implementation of the project, and disclose the progress of the project, the causes of any abnormality, and the adjusted fundraising investment project (if any) in the latest periodic report:

- (1) Significant changes occur to the market environment of the fundraising investment project;
- (2) The fundraising investment project has been shelved for more than one year;
- (3) The project has gone beyond the completion period of the fundraising investment plan and the invested amount of raised funds has not reached 50% of the planned amount;
- (4) Other abnormal situations occur to the fundraising investment project.

Article 13. The Company's raised funds shall, in principle, be used for its main business and invested in the scientific and technological innovation field. The Company shall not use the raised funds in any of the following ways:

- (1) To use the raised funds for purchasing tradable financial assets and available-for-sale financial assets, lend the raised funds to others, conduct entrusted wealth management (excluding cash management), entrusted loans and other financial investment as well as securities investment, derivatives investment and other high-risk investment activities, and directly or indirectly invest the raised funds in any firm of which the main business is the purchase and sales of securities;
- (2) To change the use of the raised funds in disguised form through pledge, entrusted loan or other means;
- (3) To directly or indirectly provide the raised funds for the controlling shareholder, actual controller and other related parties of the Company, so as to help the related parties to harvest improper benefits through the fundraising investment project;
- (4) Other behaviors in violation of the provisions on the management of raised funds.

Article 14. Article 14 If the Company uses the self-raised funds for one fundraising investment project in advance, the Company may replace the self-raised funds with the raised funds within 6 months from the receipt of the raised funds.

The replacement shall be subject to the review and approval by the Board of Directors. In addition, the accounting firm shall issue an authentication report, and the independent non-executive directors, the Supervisory Committee, the sponsor or the independent financial advisor shall give an explicit consent. The Company shall make an announcement within 2 trading days after the board meeting.

Article 15. The cash management may be performed for the temporarily idle raised funds of the Company, and the products invested in by the raised funds shall comply with the following requirements:

- (1) High-security principal-guaranteed products such as structured deposits and large-denomination certificates of deposit;
- (2) Products are featured with high security and good liquidity, and shall have no impact on the normal implementation of the plan for the investment of raised funds;
- (3) No pledge shall be allowed for invested products and the special settlement account for products (if applicable) shall not deposit non-raised funds or be used for other purposes. In case of the opening or closing of the special settlement account for the products, the Company shall submit a report to Shanghai Stock Exchange for the record within 2 trading days and make an announcement at the same time.

Article 16. Where the Company invests in products by using idle raised funds, the use shall be subject to the review and approval by the Board of Directors. In addition, the independent non-executive directors, the Supervisory Committee, the sponsor or independent financial advisor shall give an explicit consent. The Company shall make an announcement on the following contents within 2 trading days after the board meeting:

- (1) Basic information on the funds raised this time, including the date of raising, the amount of raised funds, the net amount of raised funds and investment plan;
- (2) The use situation of raised funds;
- (3) The quota and duration of the investment products using the idle raised funds, whether there is any behavior of changing the use of the raised funds in a disguised form, and the measures taken to ensure the normal operation of the raised funds-related project;
- (4) The income distribution method, investment scope and safety of investment products;
- (5) Opinions issued by the independent non-executive directors, the Supervisory Committee, the sponsor or independent financial advisor of the Company.

Article 17. The Company temporarily uses the idle raised funds to supplement working capital, provided that the use shall comply with the following requirements:

- (1) The use of raised funds shall not be changed in a disguised way, and shall not affect the normal implementation of the raised fund investment plan;
- (2) It shall be only used for the main business-related production and operation activities, and shall not be used for the allotment or subscription of new shares through direct or indirect arrangements, or for the transaction of shares and their derivatives, convertible corporate bonds and others;
- (3) A single supplementation of working capital shall not last for more than 12 months;
- (4) The raised funds previously used for temporarily supplementing working capital have been returned when falling due (if applicable).

The Company can temporarily use the idle raised funds to supplement working capital, provided that the use shall be subject to the examination and approval by the Board of Directors, and the independent non-executive directors, the sponsor and the Supervisory Committee shall give an explicit consent. The Company shall also submit a report to Shanghai Stock Exchange and make an announcement within 2 trading days after the board meeting.

Prior to the due date of the supplementary working capital, the Company shall return the part of the funds to the special account for raised funds, and shall submit a report to Shanghai Stock Exchange and make an announcement within 2 trading days after all the funds are returned.

Article 18. The part of the net amount of actually-raised funds in excess of the planned amount of raised funds (hereinafter referred to as “**Over-raised Funds**”) may be used to permanently supplement working capital or repay bank loans, provided that the cumulative amount used for every 12 months shall not account for more than 30% of the total over-raised funds, and the Company shall undertake that it will not make high-risk investments and offer financial assistance to any entity other than its controlled subsidiaries within 12 months after the working capital is supplemented.

The preceding paragraph shall not apply to the main business-related investment funds jointly invested by the Company with professional investment institutions, or market-oriented industrial investment funds in poverty-stricken areas, poverty alleviation public welfare funds and other investment funds.

Article 19. If the over-raised funds are used to permanently supplement working capital or repay bank loans, the use shall be subject to the examination and approval by the Board of Directors and shareholders’ general meeting. Online voting shall be made available to shareholders. In addition, the independent non-executive directors, the Supervisory Committee and the sponsor or independent financial advisor shall give an explicit consent. The Company shall submit a report to Shanghai Stock Exchange and make an announcement on the following contents within 2 trading days after the board meeting:

- (1) Basic information on the funds raised for this time, including the fundraising date, the amount of raised funds, the net amount of raised funds, and the amount of over-raised funds;
- (2) The commitment made by the Company that no high-risk investments shall be made and no financial assistance shall be offered to others within 12 months after the working capital is supplemented;
- (3) Opinions issued by independent non-executive directors, the Supervisory Committee, and the sponsor or independent financial advisor.

Article 20. If over-raised funds are used for any project under construction and new projects (including the acquisition of assets), the Company shall use the funds for its main business, conduct a scientific and prudent analysis of the feasibility of the investment project, and submit it to the Board of Directors for review and approval. Independent non-executive directors, the Supervisory Committee, and the sponsor or independent financial advisor shall give an explicit consent and perform the information disclosure obligations in a timely manner.

If over-raised funds planned to be used by the Company for one single time amounts to RMB50 million and accounts for more than 10% of the total over-raised funds, the use shall also be subject to the examination and approval by the general meeting of shareholders.

Article 21. If the Company uses the surplus raised funds (including interest income) of the project(s) for any other fundraising investment project after a single or all fundraising investment projects are completed, the use shall be subject to the examination and approval by the Board of Directors and to the explicit consent of independent non-executive directors, the Supervisory Committee and the sponsor or independent financial advisor. The Company shall make an announcement within 2 trading days after the board meeting.

If the surplus raised funds (including interest income) is less than RMB10 million, the procedures prescribed in the preceding paragraph may be ignored, provided that the Company shall disclose the information on the use of the relevant raised funds in its annual report.

Chapter 4 Changes in Investment Direction of Raised Funds

Article 22. In case of any of the following situations, the Company shall be deemed to have changed the use of raised funds:

- (1) Cancelling or terminating the original fundraising investment project, and carrying out new projects or supplementing working capital;
- (2) Changing the entity which is in charge of implementing the fundraising investment project, except for the change between the Company and its wholly-owned or controlled subsidiaries;
- (3) Changing the method of carrying out the fundraising investment project;
- (4) Other situations as determined by Shanghai Stock Exchange.

Article 23. The funds raised by the Company shall be used pursuant to the purposes described in the prospectus or the fundraising introductions. If the Company changes the use of the funds described in the prospectus or other public fundraising documents, the change shall be subject to a resolution by the general meeting of shareholders. Any change in the fundraising investment project shall be subject to the review and approval by the Board of Directors and the general meeting of shareholders, for which an explicit consent is also required to be obtained from the independent non-executive directors, the Supervisory Committee, and the sponsor or independent financial advisor.

If the Company only changes the location where the fundraising investment project is carried out, the procedures in the preceding paragraph may be ignored, provided that the change shall be subject to the examination and approval by the Board of Directors, and the Company shall disclose the reasons for the change and the opinions issued by the sponsor or independent financial advisor within 2 trading days.

Article 24. The fundraising investment project after the change shall be invested in the main business. The Board of Directors of the Company shall conduct a scientific and prudent analysis of the feasibility of the new investment project, and ensure the good market prospects and profitability of the investment project, so as to effectively prevent investment risks and enhance the use efficiency of the raised funds.

Article 25. If the Company intends to change the fundraising investment project, the Company shall make an announcement on the following contents within 2 trading days after submitting it to the Board of Directors for deliberation:

- (1) Basic information of the original fundraising investment project and the specific reasons for the change;
- (2) Basic information and risk warnings of the new investment project;
- (3) The investment plan for the new investment project;
- (4) A statement that the new investment project has obtained the approval from or is to be approved by the relevant competent authority (if applicable);
- (5) Opinions issued by independent non-executive directors, the Supervisory Committee, and the sponsor or independent financial advisor on the change of the original investment project;
- (6) The explanation for the change of the investment project that is still subject to the approval by the general meeting of shareholders;
- (7) Other contents as determined by Shanghai Stock Exchange.

If a new fundraising investment project involves related party transactions, the purchase of assets, or external investment, it shall also be disclosed pursuant to the relevant rules.

Article 26. Article 26 If the Company intends to acquire the assets (including rights and interests) of the controlling shareholder by changing the fundraising investment project, the Company shall ensure that the horizontal competition can be effectively prevented and related party transactions can be reduced after the acquisition.

Article 27. Article 27 If the Company intends to transfer or replace the fundraising investment projects (except for the fundraising investment projects that have been completely transferred or replaced during the Company's material asset restructuring), the Company shall make an announcement on the following contents within 2 trading days after submitting it to the Board of Directors for deliberation:

- (1) The specific reasons for the external transfer or replacement of the fundraising investment project;
- (2) The amount of the raised funds already used for the project;
- (3) The degree of completion and the realized benefits of the project;
- (4) Basic information, feasibility analysis and risk warning (if applicable) of the transferred-in project;
- (5) Pricing basis for the transfer or replacement and the relevant earnings;

- (6) Opinions issued by the independent non-executive directors, the Supervisory Committee, and the sponsor or independent financial advisor on the transfer or replacement of the fundraising investment project;
- (7) The explanation for the transfer or replacement of the fundraising investment project that is still subject to the approval by the general meeting of shareholders;
- (8) Other contents as determined by Shanghai Stock Exchange.

The Company shall keep an eye on the collection and use of the transfer price, the ownership change of the transferred-in assets and the continuous operation of the transferred-in assets, and fulfill the necessary information disclosure obligations.

Chapter 5 Management and Supervision of the Use of Raised Funds

Article 28. The Company shall make a true, accurate and complete disclosure on the actual use of raised funds.

Article 29. The Board of Directors of the Company shall comprehensively check the progress of the investment projects every half year, and issue the Special Report on the Depository and Actual Use of the Raised Funds of the Company (hereinafter referred to as the “Special Report on the Raised Funds”).

In case of a discrepancy between the actual investment progress of the investment project and the investment plan, the Company shall give the specific explanations in the Special Report on Raised Funds. If idle raised funds are used for the product investment in the current period, the Company shall, in the Special Report on Raised Funds, disclose the earnings during the reporting period, closing investment shares, signatory parties, product names, terms and other information.

The Special Report on Raised Funds shall be subject to the examination and approval by the Board of Directors and the Supervisory Committee, and shall be openly disclosed within 2 trading days after it’s delivered to the Board of Directors for deliberation. At the time of the annual audit, the Company shall engage an accounting firm to issue an authentication report on the depository and use of the raised funds, which shall be disclosed at the time of the disclosure of the annual report.

Article 30. The independent non-executive directors of the Company shall keep an eye on the actual management and use of raised funds. More than half of the independent non-executive directors may engage an accounting firm to issue an authentication report on the depository and use of the raised funds. In this regard, the Company shall offer active cooperation and shall bear the necessary expenses.

The Board of Directors of the Company shall make an announcement within 2 trading days after receiving the authentication report prescribed in the preceding paragraph. If it’s believed in the authentication report there is any violation of the provisions on the management and use of the raised funds, the Board of Directors shall also openly disclose the violation in the depository and use of the raised funds, the consequences already caused or possibly to be caused thereby, and the measures already taken or to be taken.

Article 31. The sponsor or independent financial advisor shall conduct an on-site investigation on the depository and use of the raised funds of the Company at least once every six months.

After the end of each fiscal year, the sponsor or independent financial advisor shall release a special verification report on the depository and use of the annual raised funds of the Company, and submit it to the stock exchange when the Company discloses the annual report, and shall also disclose it on the stock exchange's website at the same time. The verification report shall include the following contents:

- (1) The depository and use of the raised funds and the balance of the special account;
- (2) The progress of the raised funds-related project, including the difference from the planned progress;
- (3) The use of raised funds to replace self-raised funds that are already used for the investment project in advance (if applicable);
- (4) The situation and effect of working capital supplemented with idle raised funds (if applicable);
- (5) The use situation of over-raised funds (if applicable);
- (6) Changes of the investment direction of the raised funds (if applicable);
- (7) The conclusive opinions on whether the depository and use of the raised funds is in compliance with relevant provisions;
- (8) Other contents required by Shanghai Stock Exchange.

After the end of each fiscal year, the Board of Directors shall disclose the conclusive opinions in the special verification report issued by the sponsor and the authentication report released by the accounting firm in the Special Report on Raised Funds.

Chapter 6 Supplementary Provisions

Article 32. This System shall apply to the fundraising investment projects that are carried out through subsidiaries of the Company or other enterprises controlled by the Company.

Article 33. The Company, its controlling shareholder, directors, supervisors, senior management, and sponsor shall have the obligation to ensure the safety and standard use of the raised funds. If the controlling shareholder, sponsor or independent financial advisor of the Company violates this System, the Company shall investigate their responsibilities based on the seriousness of the violation and pursuant to the relevant provisions of competent regulators. If the directors, supervisors and senior management of the Company violate this System, the Company shall impose corresponding punishment on the directly responsible persons according to the seriousness of the violation, and the directors and supervisors bearing serious responsibilities shall be requested to be dismissed by the general meeting of shareholders until they are investigated for criminal responsibility. The senior management bearing serious responsibilities shall be directly dismissed by the Board of Directors until they are investigated for criminal responsibility.

- Article 34.** Matters not covered in this System shall be dealt with in accordance with relevant national laws, regulations, rules, normative documents, relevant business rules of Shanghai Stock Exchange, and the Articles of Association.
- Article 35.** This System shall be appropriately amended or supplemented pursuant to the changes of relevant national laws, regulations and policies.
- Article 36.** The term “more than” stated in this System includes the underlying number while “less than” does not include the underlying number.
- Article 37.** The interpretation of this System shall be invested in the Board of Directors and the modification of this System shall be invested in the general meeting of shareholders.
- Article 38.** This System, after reviewed and approved by the general meeting of shareholders, shall come into effect on a trial basis on and from the date on which the Company’s shares are listed and traded on the Science and Technology Innovation Board of Shanghai Stock Exchange.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

INVESTOR RELATIONS MANAGEMENT SYSTEM (DRAFT)

Chapter 1 General Provisions

Article 1. In order to improve the governance structure of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”), regulate the management of the investor relations, strengthen the information communication of the Company with investors and potential investors (hereinafter collectively referred to as “**Investors**”), and safeguard the legitimate rights and interests of investors, especially the general public investors, this System is hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), Securities Law of the People's Republic of China (hereinafter referred to as the “**Securities Law**”), the Guidelines for Investor Relations Management of Listed Companies, the Rules on the Listing of Shares on Science and Technology Innovation Board of Shanghai Stock Exchange, the Guidelines for the Self-discipline Supervision of Listed Companies on the Science and Technology Innovation Board of Shanghai Stock Exchange No. 1 — Standardized Operation, and other laws, regulations, rules, normative documents and the provisions of the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd., and in combination with the actual situation of the Company.

The investor relations management of the Company in the H share market shall be governed by the relevant provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Article 2. Investor relations management refers to the works of the Company to strengthen the communication with investors and potential investors by facilitating the shareholders’ exercise of their rights, information disclosure, interactive communication and the disposal of demands, so as to enhance investors’ understanding and recognition of the listed company and improve the governance level and overall corporate value of the listed company, thus achieving the goal of respecting, rewarding and protecting investors.

Chapter 2 Basic Principles of Investor Relations Management

Article 3. The Company’s basic principles of the investor relations management are as follows:

- (1) The principle of compliance: the investor relations management of the Company shall be carried out on the basis of performing the information disclosure obligation and shall comply with relevant laws, regulations, rules and normative documents, industry norms and self-discipline rules, the Company’s internal rules, and industry-wide ethics and Code of Conduct.
- (2) The principle of equality: while conducting investor relations management activities, the Company shall treat all investors equally and especially create opportunities for and facilitate the participation of small and medium-sized investors.

- (3) The principle of initiatives: the Company shall take the initiative to conduct investor relations management activities, listen to investors' opinions and suggestions, and respond to investors' demands in a timely manner.
- (4) The principle of integrity and trustworthiness: As a listed company, the Company shall lay stress on integrity, adhere to the bottom line, standardize the business operations, actively take responsibility and strive for the good market ecology in performing investor relations management activities.

Article 4. The controlling shareholder, actual controller, directors, supervisors and senior management of the Company shall lay stress on, actively participate in and provide great support for the investor relations management of the Company.

Article 5. The investors are encouraged to enhance the shareholder awareness, actively participate in the investor relationship management activities of the Company, exercise the rights as a shareholder under law, and rationally safeguard their legitimate rights and interests.

The investors are encouraged to embrace the concept of rational investment, value investment and long-term investment, and shape a rational and mature investment culture.

Chapter 3 Contents and Methods of Investor Relations Management

Article 6. The contents of the communication between the Company and investors in the investor relations management mainly include:

- (1) The Company's development strategy;
- (2) The statutory disclosure content of documents;
- (3) The business management information of the Company;
- (4) Environmental, social and governance information of the Company;
- (5) Cultural construction of the Company;
- (6) Methods, channels and procedures of exercising shareholders' rights;
- (7) Information of investor demand processing;
- (8) Risks and challenges that the Company is facing or is likely to face;
- (9) Other relevant information of the Company.

Article 7. The Company shall perform investor relations management through multiple channels, platforms and methods, including the use of the Company's official website, new media platform, telephone, fax, e-mail, investor education base and other channels, the use of the network infrastructure platforms of China investor network(www.investor.org.cn), Shanghai Stock Exchange, securities registration and settlement institutions and others, and the communication with investors through the general meeting of shareholders, investor presentations, road shows, analyst meetings, reception of visitors, and symposiums. The communication shall be conducted in a way that is convenient for investors to participate, and the Company shall identify and eliminate the obstacles affecting communication.

Article 8. The Company shall provide investors with the telephone number, fax number and E-mail address, and the special persons familiar with the relevant situation shall be designated to take charge, to ensure that the telephone lines are unblocked during working hours, the phones are answered in a friendly way, and feedbacks are made to investors in effective forms. In case of any change in the telephone number and address, it shall be published in a timely manner.

The Company shall keep an eye on the relevant information on the SSE e-interactive platform, promptly reply to investors' questions, and release and update the information on investor relations management.

The questions frequently raised by investors or considered important by technology companies shall be summarized and sorted out. The questions and their answers shall be sent to the "Hot Questions" column of the SSE e-interactive platform for display.

Article 9. The Company shall make more efforts for the construction, operation and maintenance of investor network communication channels, establish the investor relations column on the Company's official website, collect and reply to investors' inquiries, complaints and suggestions, and promptly release and update the information on investor relations management.

The Company shall carry out the investor relations management through the active use of the public welfare network infrastructure such as China investor network (www.investor.org.cn) and the Investor Relations Interactive Platform of Shanghai Stock Exchange.

Article 10. The Company may arrange for investors, fund managers and analysts to pay an on-site visit to the Company for discussions and communication. The activities shall be arranged in a reasonable and proper manner so as to prevent visitors from getting inside information and undisclosed information of major events.

Article 11. The Company may communicate the corporate situation, answer questions and listen to relevant opinions and suggestions through road shows, analyst meetings and others.

Article 12. The Company and other information disclosure obligors shall, in a timely and fair manner, fulfill their information disclosure obligations in strict accordance with laws and regulations, self-discipline rules and the Articles of Association of the Company. The information disclosed shall be true, accurate, complete, concise, clear, and easy to understand, free of no false records, misleading statements or material omissions.

Article 13. The Company shall give full consideration to the time, place and method of the general meeting of shareholders, offer convenience for shareholders, especially minority shareholders to attend the general meeting, and provide necessary time for investors to speak, ask questions and communicate with the Company's directors, supervisors and senior management. The general meeting of shareholders shall provide the means of online voting.

The Company may fully communicate with investors and extensively solicit opinions after the announcement is made subject to the information disclosure rules and before the general meeting of shareholders is held.

The Company shall provide convenience for minority shareholders to pay an on-site visit to the Company and to conduct discussions and communication, and the Company shall make reasonable and proper arrangements for such visits and discussions.

Article 14. In addition to fulfilling the information disclosure obligation by law, the Company shall actively give investor presentations pursuant to the relevant provisions of China Securities Regulatory Commission and Shanghai Stock Exchange, so as to introduce the situation to investors, answer questions and listen to suggestions. Investor presentations include the presentation for business performance, the present for cash dividends, and the present for major events. Under normal circumstances, the Chairman of the Board, the General Manager, the secretary of the Board, and the person in charge of finance shall attend the investor presentations, and those unable to attend them shall openly explain the reasons.

If relevant major matters of the Company are highly concerned or questioned by the market, in addition to the timely performance of information disclosure obligation pursuant to the Rules on the Listing of Shares on Science and Technology Innovation Board of Shanghai Stock Exchange, the Company shall also make investor presentations in the on-site, online or other manners, to introduce the situation, explain the reasons, and answer relevant questions. The Chairman of the Board, the General Manager, the Board secretary, the person in charge of finance and other relevant responsible persons shall attend the investor presentations.

Before the investor presentations are made, the Company shall make an open announcement in advance, and promptly disclose the information of the investor presentations afterwards. Investor presentations shall be conducted in a manner that is convenient for investors' participation, and live broadcasts shall be encouraged through the Internet for the on-site presentations.

When it intends to make the investor presentations through the service platform of SSE INFONET CO., LTD., the Company shall contact relevant personnel for specific matters 10 trading days before the intended date of the investor presentations. If it is really necessary to make the investor presentations as soon as possible, the limit of 10 trading days may be ignored. If the investor presentations are made with the real-time online disclosure to investors, the Company shall make an open announcement on the media designated by China Securities Regulatory Commission, or make a full and faithful disclosure of the information of the investor presentations through the service platform of SSE INFONET CO., LTD..

If it plans to make the investor presentations, the Company shall release an announcement prior to the planned date of the presentations, stating the following matters:

- (1) The type and the specific matters of the investor presentations;
- (2) The time and place of the presentations;
- (3) Relevant information of institutions and individuals attending the presentations, including relevant personnel of the Company, institutional investors, intermediaries, media, relevant regulatory authorities, and industry experts;
- (4) The ways for institutions and individuals to attend the presentations on-site, online or by telephone;
- (5) Interactive channels to collect questions from investors in advance;
- (6) The contact information of the person in charge of the investor presentations.

Article 15. Under any of the following circumstances, the Company shall make the investor presentations pursuant to the regulations of China Securities Regulatory Commission and Shanghai Stock Exchange:

- (1) The Company's current cash dividends fail to reach the stipulated level and the Company needs to explain the reasons;
- (2) The Company terminates the reorganization after disclosing the reorganization plan or the reorganization report;
- (3) Abnormal fluctuations as stipulated in the relevant rules occur to the Company's securities trading, and the Company identifies undisclosed major events after verification;
- (4) The major events of the Company are highly concerned or questioned by the market;
- (5) Other circumstances under which the investor presentations shall be made as prescribed by the CSRC or Shanghai Stock Exchange.

Article 16. After the disclosure of the annual report, the Company shall, pursuant to the regulations of CSRC or Shanghai Stock Exchange, hold a performance briefing (meeting) in a timely manner, stating the Company's industry status, development strategy, production and operation, financial status, dividends, risks and challenges, and other matters of concern to investors. Before holding a performance briefing, the Company shall solicit questions from investors, and lay stress on the effect of communication and interactions with investors. Video, voice and other forms may be adopted at the meeting.

Article 17. The Company shall actively support and cooperate with investors in their exercising shareholders' rights by law, and investor protection institutions in their exercising the shareholding rights, making public solicitation of shareholders' rights, dispute mediation and representative litigation and conducting other activities to safeguard the legitimate rights and interests of investors.

In case of a dispute between any investor and the Company, both parties may apply to the mediation organization for mediation. Where an investor requests for mediation, the Company shall actively cooperate with the investor.

Article 18. The Company shall bear the primary responsibility for handling the claims lodged by the investor to the Company, deal with them pursuant to law, and promptly respond to the investor.

Article 19. The Company shall make a clear distinction between publicity advertisements and media reports, and shall not influence the objective and independent coverage of the media through advertising materials and paid means.

The Company shall keep an eye on publicity reports of the media and make appropriate responses when necessary.

Article 20. The Company shall, on a monthly basis, collect the Q&A records from investors' calls and letters, investigations into institutional investor research, media interviews and others, and release them through the "Science and Technology Innovation Company Release" column of the SSE e-interactive platform.

Chapter 4 Organization and Implementation of Investor Relations Management

Article 21. The Company shall bear the main responsibilities for investor relations management, including:

- (1) To develop an investor relations management system and establish a working mechanism;
- (2) To organize investor relations management activities for communication with investors;
- (3) To arrange the timely and proper disposal of investors' inquiries, complaints, suggestions and demands, and give regular feedbacks to the Board of Directors and the management of the Company;
- (4) To manage, operate and maintain relevant channels and platforms of investor relations management;
- (5) To ensure that investors can exercise their rights as shareholders under law;
- (6) To support and cooperate with investor protection institutions in their safeguarding the legitimate rights and interests of investors;

(7) To make statistical analysis of the number, composition and changes of the Company's investors;

(8) To conduct other activities that can help to improve investor relations.

Article 22. The Company shall develop an investor relations management system in combination with its actual situation, defining the working principles, division of responsibilities, working mechanism, main contents, methods and channels, work requirements and so on.

Article 23. The secretary of the Board of Directors is responsible for the organization and coordination of investor relations management. The controlling shareholder, actual controller, directors, supervisors and senior management of the Company shall facilitate the secretary's performance of duties in investor relations management.

Article 24. The affairs department of the Board of Directors is responsible for performing investor relations management work under the leadership of the board secretary.

Article 25. The Company and its controlling shareholder, actual controller, directors, supervisors, senior management and employees shall not have any of the following situations in investor relations management activities:

(1) To disclose or release the information of any major event that has not been made public, or the information that conflicts with the information disclosed pursuant to law;

(2) To disclose or release any misleading, false or exaggerated information;

(3) To disclose or release selective information or any information with material omissions;

(4) To make predictions or commitments on the price of the Company's securities;

(5) To make a speech on behalf of the Company without explicit authorization;

(6) To have discrimination, contempt or other unfair treatment of minority shareholders or lead to unfair disclosure;

(7) To violate public order and good social customs and damage public interests;

(8) Other behaviors violating the regulations on information disclosure, or affecting the normal trading of the Company's securities and derivatives.

Article 26. The personnel of the Company engaged in the investor relations management shall possess the following qualities and skills:

(1) Good character and professional quality, honesty and trustworthiness;

- (2) Good professional knowledge structure, familiar with corporate governance, financial accounting and other relevant laws and regulations, and the operation mechanism of the securities market;
- (3) Good communication and coordination skills;
- (4) A comprehensive understanding of the situation of the Company and its relevant industry.

Article 27. The Company shall, on a regular basis, provide systematic training on investor relations management for its directors, supervisors, senior management and employees as appropriate, and shall encourage directors, supervisors, senior management and employees of shareholder companies to attend relevant trainings organized by CSRC and its dispatched offices, Shanghai Stock Exchange, securities registration and settlement institutions, and China Association for Public Companies.

Article 28. The Company shall establish and improve the archives of investor relations management, and may set up an investor relations management database as appropriate, which shall be archived in an electronic or paper form.

When conducting a variety of investor relations management activities, the Company shall record the activities and communication contents by means of words, charts, audio and video, which shall be included into the investor relations management archives. The content classification, use and disclosure, and retention period of the archives shall be governed by the specific regulations of Shanghai Stock Exchange.

Article 29. The Supervisory Committee shall be responsible for supervising the implementation of this System.

Chapter V Supplementary Provisions

Article 30. Any and all matters not covered in this System shall be governed by relevant laws, regulations, rules, relevant business rules of competent securities regulator, or the provisions of the Articles of Association. In case of any conflict between this System and the laws, regulations, rules, relevant business rules of competent securities regulator or the provisions of the Articles of Association that are released from time to time after this System comes into effect, then the relevant laws, regulations, rules, relevant business rules of competent securities regulator, or the provisions of the Articles of Association shall prevail.

Article 31. This System, after reviewed and approved by the general meeting of shareholders, shall enter into effect on and from the date on which the Company's shares are listed and traded on the Science and Technology Innovation Board of Shanghai Stock Exchange.

Article 32. This System shall be interpreted by the Board of Directors of the Company.

SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.

A-SHARE RELATED PARTY TRANSACTION DECISION-MAKING SYSTEM

Chapter 1 General Provisions

Article 1. In order to regulate the related party transactions between Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Company**”) and related parties, ensure the compliance of the transactions between the Company and related parties with the principle of fairness, openness and impartiality, and safeguard the legitimate rights and interests of the Company and all shareholders, this System is hereby formulated in accordance with the Company Law of the People's Republic of China, Accounting Standards for Business Enterprises No. 36 — Disclosure of Related Parties, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (the “**Sci-Tech Board Listing Rules**”) and other relevant laws, regulations, rules, normative documents, and business rules of competent securities regulators as well as the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), with reference to the relevant regulations of China Securities Regulatory Commission and Shanghai Stock Exchange.

Connected transactions as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited shall be governed by the relevant provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Related Party Transaction Management System of Shanghai MicroPort MedBot (Group) Co., Ltd..

Chapter 2 Definition of Related Party Transactions and Related Parties

Article 2. Related party transactions refer to the transactions concluded between the Company or its subsidiaries within the scope of its consolidated statements and the Company's related parties, including the transactions defined in the Sci-Tech Board Listing Rules and the possible transfer of resources, services or obligations (whether transaction prices are paid or not), which are mainly the following ones:

- (1) Purchase or sale of assets;
- (2) External investment (except for the purchase of bank wealth management products);
- (3) Transfer or assignment of R&D projects;
- (4) Conclusion of a license agreement;
- (5) Providing guarantees;
- (6) Leasing-in or leasing-out of assets;
- (7) Entrusting or entrusted the management of assets and business;

- (8) Donating assets or receiving donated assets;
- (9) Restructuring of claims and debts;
- (10) Offering financial assistance;
- (11) Transfer of R&D projects;
- (12) Entering into a license agreement;
- (13) Waiver of rights (including the waiver of right of first refusal and pre-emptive subscription rights);
- (14) Purchasing raw materials, fuel and power;
- (15) Selling products and commodities;
- (16) Providing or accepting labor services;
- (17) Entrusting or entrusted sales;
- (18) Joint investment of two related parties;
- (19) Other matters that may lead to the transfer of resources or obligations as agreed upon.

Article 3. The related relationship between the Company and related parties shall be materially judged according to the specific ways, means and extent in or to which related parties have a control over or a big influence on the Company. The related parties referred to in this System include related legal persons, related natural persons and potential related parties.

Article 4. The related parties of the Company refer to natural persons, legal persons or other organizations described as below:

- (1) The natural persons, legal persons or other organizations that have a direct or indirect control over the Company;
- (2) The natural persons who directly or indirectly hold more than 5% of the Company's shares;
- (3) The Company's directors, supervisors or senior management;
- (4) Family members who are closely tied with the related natural persons described in Items (1), (2) and (3) of this article, including spouses, children aged 18 and above and their spouses and parents, and the spouses' parents, siblings and their spouses, the spouses' siblings, and the parents of sons' and daughters' spouses;

- (5) Legal persons or other organizations that directly hold more than 5% of the Company's shares;
- (6) Directors, supervisors, senior management or other main responsible persons of the legal persons or other organizations having a direct or indirect control over the Company;
- (7) Legal persons or other organizations that are directly or indirectly controlled by related legal person or related natural persons described in Items (1) to (6) of this Article, or for which the aforesaid related natural persons (except for independent non-executive directors) work as a director or senior management, excluding the Company and its controlled subsidiaries;
- (8) The legal persons or other organizations that indirectly hold more than 5% of the Company's shares;
- (9) Other natural persons, legal persons or other organizations that are determined pursuant to the principle of substance over form to have a special relationship with the Company and to possibly cause the Company's interests to be biased in their favor.

Within 12 months before the date of the transaction or within 12 months after the execution of the relevant transaction agreement or arrangement, any legal person, other organization or natural person meeting one of the above situations described in this Article shall be deemed as a related party of the Company.

Article 5. The Company's directors, supervisors, senior management, shareholders holding more than 5% of the shares and their persons acting in concert, and actual controller shall promptly provide the Company with the information on the related parties with which they are related.

Article 6. The Company shall, in accordance with the relevant regulations of China Securities Regulatory Commission and Shanghai Stock Exchange and the relevant provisions of the Articles of Association, determine the list of the related parties of the Company, and update it in a timely manner, so as to ensure that the list is true, accurate and complete. When any transaction is concluded by the Company with its controlled subsidiaries, the relevant responsible persons shall carefully check the list of related parties, and shall fulfill the examination, approval and reporting obligations within their respective limits of authority once it's recognized as a related party transaction.

Chapter 3 Pricing Principles and Methods of Related Party Transactions

Article 7. The related party transaction price refers to the trading price in respect of the related party transaction concluded between the Company and related parties.

Article 8. Related party transactions shall comply with the following pricing principles and methods:

- (1) The pricing of related party transactions mainly follows the principle of market prices. If the market price is not made available, the price shall be determined by both parties through negotiation with reference to the actual cost of the services provided or the transaction object and the profit margin not in excess of that of the same industry. If the price is unable to be determined in the above manner, then the price shall be determined by both parties through negotiation. When major assets transactions are involved, the Board of Directors of the Company shall, pursuant to the provisions of this System, engaged a relevant professional institution to conduct the audit and evaluation.
- (2) The pricing method shall be determined by both parties according to the specific situation of related matters, which shall be specified in the relevant related-party transaction agreement.

Chapter 4 Decision-making Authority of Related Party Transactions

Article 9. The Board of Directors shall authorize the President to review and approve related party transactions falling below the approval authority of the Board of Directors.

Article 10. The following transactions are the related party transactions (except for the provision of guarantees) to be examined and approved by the Board of Directors within its limits of authority:

- (1) The transactions with related natural persons, of which the transaction amount is more than RMB300,000;
- (2) The transactions with related legal persons, of which the transaction account represents more than 0.1% of the Company's latest audited total assets or market value, and exceeds RMB3 million;
- (3) Although the transactions are the related party transactions determined by the President within its limits of authority, the Board of Directors, independent non-executive directors or the Supervisory Committee believe that they shall be submitted to the Board of Directors for review, then such related party transactions shall be subject to the examination and approval by the Board of Directors;
- (4) The related party transactions that are approved by voting at the general meeting of shareholders and are authorized to be carried out by the Board of Directors.

Article 11 The following transactions are the related party transactions to be reviewed and approved by the general meeting of shareholders:

- (1) The transactions between the Company and related parties, of which the transaction amount (except for the provision of guarantees) accounts for more than 1% of the Company's latest audited total assets or market value, and exceeds RMB30 million;

- (2) Although the transactions are the related party transactions determined by the Board of Directors within its limits of authority, independent non-executive directors or the Supervisory Committee believes that the related party transactions shall be submitted to the general meeting of shareholders and shall be subject to the examination and approval by voting by the general meeting of shareholders;
- (3) Although the transactions are the related party transactions determined by the Board of Directors within its limits of authority, the Board of Directors believes that the related party transactions shall be submitted to the general meeting of shareholders or the Board of Directors is unable to work normally due to special matters, which shall be subject to the examination and approval by voting by the general meeting of shareholders;
- (4) Any guarantee provided by the Company for any related party, no matter how large or small the guaranteed amount is, shall be submitted to the general meeting of shareholders for review after it's approved by the Board of Directors;
- (5) Related party transactions, of which the specific transaction total amount is made unclear.

Article 12. When the related party transactions of the Company involve such items as “providing financial assistance”, “providing guarantee” and “entrusting wealth management” as specified in Article 2, the amount actually incurred shall be used as the calculation basis, and shall be calculated accumulatively within twelve consecutive months according to the type of transaction matters.

Article 13. For the related party transactions between the Company and related parties (excluding the cash gifts received by the Company and guarantees provided by the Company), of which the transaction amount exceeds RMB30 million (excluding RMB30 million), and accounts for more than 1% (inclusive) of the absolute value of the Company's latest audited total assets, an intermediary agency with securities and futures-related business qualifications shall be employed to evaluate or audit the transaction objects. However, for the related party transactions in respect of daily operation, the transaction objects may not be evaluated or audited.

Article 14. The provisions of Article 9, Article 10 and Article 11 of this System shall apply to the following related party transactions occurring within twelve consecutive months according to the cumulative calculation principle:

- (1) Transactions concluded with the same related party;
- (2) Transactions involving the same transaction object, concluded with different related parties.

The aforesaid same related party includes the legal persons or other organizations that are controlled by the same actual controller with the related party, or have a mutual equity control with the related party, or have the same natural person serving as a director or senior management with the related party.

Those transactions for which the review procedures of the Board of Directors or the general meeting of shareholders are already performed pursuant to the provisions of this System, shall be no longer subject to the cumulative calculation.

Chapter 5 Review Procedures for Related Party Transactions

Article 15. When reviewing related party transactions, the Company shall:

- (1) Have a detailed understanding of the true status of the transaction objects, including the operation status and profitability of the transaction objects, whether there are rights defects such as mortgage and freezing, and legal disputes such as litigation and arbitration;
- (2) Have a better understanding of the integrity record, credit standing and performance capability of the counterparty, and prudently choose the counterparty;
- (3) Determine the transaction price on an adequate pricing basis;
- (4) When necessary, the Company shall engage an intermediary agency to audit or evaluate the transaction objects.

Article 16. The Company shall not review or make a decision on related party transactions under any of the following circumstances:

- (1) The status of the transaction objects remains unclear;
- (2) The transaction price has not been determined;
- (3) The situation of the counterparty is unclear;
- (4) The transactions lead or may lead non-operating funds of the Company to be occupied by the controlling shareholder, actual controller and its affiliated enterprises;
- (5) The transactions cause or may cause the Company to provide guarantees for related parties in violation of relevant regulations;
- (6) Other circumstances under which the transactions cause or may cause the Company's interests to be embezzled by related parties.

Article 17. The purchases of assets by the Company from a related party shall be subject to the examination and approval by the general meeting of shareholders; under one of the following circumstances, the counterparty shall, in principle, provide the underlying asset profit guarantee or compensation commitment, or the underlying asset repurchase commitment within a certain period of time:

- (1) Purchasing assets at a high premium;

- (2) The ROE (return on equity) of the purchased assets in the latest period is negative or lower than the ROE of the Company itself.

Article 18. If the Company intends to partially or completely waive the right to increase the capital in the same proportion or the right of first refusal to one company jointly invested with its related parties, the sum of the amount of the Company's actual increase in capital or the assigned amount and the amount involved in the waiver of the right to increase the capital in the same proportion or the right of first refusal shall be deemed as the trading amount of the related party transaction, and the relevant review and approval procedures shall be carried out.

If the Company and its related parties increase the capital in cash at the same consideration and in the same proportion to the enterprise jointly invested with the related parties and controlled by the Company, which shall be submitted to the general meeting of shareholders for review pursuant to the relevant standards, no auditing or evaluation shall be required pursuant to the relevant provisions of the Sci-Tech Board Listing Rules.

Article 19. The functional department of the Company shall report the related party transaction matters to the President in a written manner. Of them, the related party transaction matters specified in Article 9 of this System shall be examined, approved and implemented by the President, and the remaining matters shall be reviewed by the President and then reported to the Board of Directors of the Company.

Article 20. The related party transaction matters subject to the review by the Board of Directors shall be approved by a majority of the Company's independent non-executive directors before they are submitted to the Board of Directors for deliberation. The related party transaction matters specified in Article 10 of this System shall be approved by the Board of Directors before they are carried out, and the remaining matters shall be submitted to the general meeting of shareholders for deliberation after they are reviewed by the Board of Directors.

Article 21. When reviewing the related party transaction matters, the Board of Directors shall ensure that independent non-executive directors and supervisors participate in the review and give fair opinions. If independent non-executive directors or supervisors believe it necessary, a lawyer, a certified public accountant or financial advisor may be engaged to provide professional opinions on the related party transaction matters, of which the expenses shall be borne by the Company.

Article 22. If the object of one related party transaction is equity assets, the Board of Directors of the Company shall submit to the general meeting of shareholders an audit report on the latest financial report of the transaction object in the year (the audit date shall not span 6 months from the date of the relevant general meeting); if the object of the related party transaction is non-cash assets other than equity, the Board of Directors shall submit an evaluation report on the transaction object to the general meeting of shareholders (the evaluation base date shall not span one year from the date of the relevant general meeting).

- Article 23.** For related party transaction matters submitted to the general meeting of shareholders for deliberation, the Board of Directors shall make a detailed disclosure of the specific content of the related party transaction, the situation of the related parties, the audit or evaluation information of the transaction object, and the impact of the transaction matters on the current and future operations of the Company.
- Article 24.** The decision-making procedures for the related party transactions described in Item (1) of Article 11 hereof shall be as follows:
- (1) The Company shall engage an intermediary agency with securities and futures-related business qualifications to audit or evaluate the transaction objects; no audit or evaluation is required for the transaction objects of the related party transactions in respect of daily operations;
 - (2) Transaction matters shall be approved by more than one-half of the Company's independent non-executive directors with written opinions before they are submitted to the Board of Directors for discussion and approval;
 - (3) Transaction matters shall be submitted to the general meeting of shareholders for deliberation after they are reviewed and approved by the Board of Directors.
- Article 25.** For the related party transactions regarding daily business operation such as the purchase of raw materials, fuels and power from related parties, and the sale of products or commodities to related parties, the relevant review and approval procedures shall be performed in accordance with the following provisions:
- (1) For the daily operations-connected related party transaction concluded for the first time, the Company shall sign a written agreement with the related party. According to the transaction amount of the agreement, the related party transaction agreement shall be submitted to the Board of Directors or the general meeting of shareholders for deliberation pursuant to the provisions of Article 10 or Article 11 respectively; in case of no specific transaction amount in the agreement, it shall be submitted to the general meeting of shareholders for review.
 - (2) For the daily operation-connected related party transaction agreement that has been approved by the Company's Board of Directors or the general meeting of shareholders and is being implemented, if there are significant changes in the main terms during the implementation period or the agreement needs to be renewed upon expiration, the Company shall, based on the transaction amount involved in the agreement, submit the revised or renewed related party transaction agreement to the Board of Directors or the general meeting of shareholders for review pursuant to the provisions of Article 10 or Article 11 respectively. In case of no specific transaction amount in the agreement, it shall be submitted to the general meeting of shareholders for review.

- (3) For a large number of daily operation-connected related party transactions concluded each year, new related party transaction agreements shall be entered into with related parties, which makes it difficult to submit each agreement to the Board of Directors or the general meeting of shareholders for review pursuant to the provisions of Item (1) of this Article. Before the annual meeting of the Board of Directors is held, the Company may make a reasonable estimate of the total amount of the daily operation-connected related party transactions to be concluded in the current year, and based on the total estimated amount the Company can submit the relevant agreements to the Board of Directors or the general meeting of shareholders for review pursuant to the provisions of Article 10 or Article 11 respectively. If the actual transaction amount exceeds the total estimated amount, the Company shall, based on the excess amount, resubmit the relevant transaction agreements to the Board of Directors or the general meeting of shareholders for review pursuant to the provisions of Article 10 or Article 11 respectively.
- (4) The daily operation-connected related party transaction agreement shall at least include the following material terms: transaction price, pricing principles and basis, total transaction amount or its determination method, and payment method.
- (5) If the daily operation-connected related party transaction agreement concluded by the Company and related parties has a term of more than three years, then the Company shall re-perform the review procedures every three years pursuant to the provisions of this article.

Article 26. The review procedures stipulated for related party transactions are not required for the following related party transactions concluded by the Company and related parties:

- (1) One party subscribes in cash for stocks, corporate bonds or enterprise bonds, convertible corporate bonds or other derivatives publicly issued by the other party;
- (2) One party, as a member of the underwriting syndicate, underwrites the stocks, corporate bonds or enterprise bonds, convertible corporate bonds or other derivatives publicly issued by the other party;
- (3) One party receives dividends, bonuses or remuneration pursuant to the resolution of the other party's general meeting of shareholders;
- (4) One party is involved in the other party's public bidding or auction, except where it is difficult to achieve a fair price in the bidding or auction;
- (5) Transactions in which the Company unilaterally harvests benefits, including donated cash assets, debt relief, guarantees and subsidies;
- (6) The pricing of related party transactions is stipulated by the state;

- (7) The related party offers funds to the Company, of which the interest rate is not higher than the benchmark loan interest rate prescribed by the People's Bank of China for the same period, and the Company has no corresponding guarantee for the financial assistance;
- (8) The Company supplies products and services for directors, supervisors and senior management on the same trading terms as non-related parties;
- (9) Other transactions as determined by Shanghai Stock Exchange.

Chapter 6 Withdrawal from Voting on Related Party Transactions

Article 27. When the Board of Directors of the Company reviews related party transactions, related directors shall withdraw from voting, and shall not exercise voting rights on behalf of other directors. The board meeting may be held when more than half of the non-related directors are present. Related directors include the following directors or any of the following directors:

- (1) The counterparty;
- (2) Holding a position in the counterparty, or in any legal person or other organization that can directly or indirectly control the counterparty, or any legal person or other organization that can be directly or indirectly controlled by the counterparty;
- (3) Having direct or indirect control over the counterparty;
- (4) Close family members of the counterparty or its direct or indirect controller;
- (5) Close family members of the counterparty or its direct or indirect controller or its directors, supervisors and senior management;
- (6) Persons, whose independent business judgment are determined by the Company to be possibly affected for other reasons.

Article 28. The director needing to withdraw from voting shall positively indicate his withdrawal before the board meeting starts to discuss the related-party transactions. If the director fails to voluntarily give the statement on his withdrawal and the convener of the board meeting shall determine that the director meets the withdrawal requirements in the related party transaction review process, the director shall be explicitly informed, and the withdrawal reason shall be recorded in the minutes of the meeting and the resolution of the Board of Directors. The director shall neither get involved in or interfere with the voting for the related party transactions, nor serve as a vote teller of the meeting for reviewing the related party transactions. However, the director shall be allowed to express opinions and provide consultation on the related party transactions.

- Article 29.** Independent non-executive directors present at the board meeting and the members of the Supervisory Committee present as non-voting delegates shall pay special attention to the withdrawal of the related director and the voting for related party transactions, and shall state independent opinions. If they believe that the directors or the Board of Directors is in violation of the Articles of Association and this System, they shall promptly recommend the Board of Directors to mark relevant corrections.
- Article 30.** The resolutions made at the board meeting held for reviewing related party transactions shall be subject to the approval by more than half of the non-related directors present. If less than 3 non-related directors are present at the board meeting, the related party transaction matter shall be submitted to the general meeting of shareholders for review.
- Article 31.** When one related party transaction matter is reviewed at the general meeting of shareholders, the related shareholders shall withdraw from voting. Related shareholders include the following shareholders or any of the following shareholders:
- (1) The counterparty;
 - (2) Having direct or indirect control over the counterparty;
 - (3) Being directly or indirectly controlled by the counterparty;
 - (4) The shareholder and the counterparty directly or indirectly controlled by the same legal person, other organization or natural person;
 - (5) Close family members of the counterparty or its direct or indirect controller;
 - (6) Holding a position in the counterparty, or in the legal entity directly or indirectly controlling the counterparty or the legal entity directly or indirectly controlled by the counterparty (applicable when the shareholder is a natural person);
 - (7) The voting rights are restricted and affected due to any unfinished equity transfer agreement or other agreement signed with the counterparty or its related parties;
 - (8) Legal persons, other organizations or natural persons that may cause the Company's interests to be biased in their favor.
- Article 32.** When the board meeting is held to review related party transactions, the meeting chairman shall remind the related directors to withdraw from voting before voting at the meeting; if the related directors fail to voluntarily declare it and withdraw, the directors being aware of the situation shall request the related directors to withdraw. When the general meeting of shareholders reviews related party transaction matters, the meeting chairman and the witness lawyer (if any) shall remind the related shareholders to withdraw from voting before voting at the general meeting.

Article 33. Any shareholders needing to withdraw from voting shall explicitly indicate the withdrawal before voting on the matter at the general meeting. If the shareholder fails to do so, the meeting chairman shall explicitly announce the related shareholder and the related relationship and request the related shareholder to withdraw from voting, and the voting shares represented by the related shareholder shall not be included in the total number of valid votes. If the shareholder required to withdraw is dissatisfied, the shareholder may raise an objection to the meeting chairman and receive a reasonable explanation, but the shareholder shall not affect the voting at the meeting and the validity of the voting results. The minutes or resolutions of the general meeting shall indicate the reasons for the withdrawal of the shareholder from voting.

The provisions of the preceding article shall apply to related shareholders who authorize others to attend the general meeting of shareholders.

Article 34. If the related director and the related shareholder fail to withdraw from voting in violation of the “Articles of Association” and this System, the resolution adopted at the Board meeting or the general meeting on the related party transaction shall become invalid. If the related party transaction has actually been performed or confirmed to be performed by judicial judgment or arbitration, the related director and the related shareholder concerned shall be responsible for the losses incurred from the violation to the Company.

Chapter 7 Due Diligence Provisions

Article 35. The President and the Board of Directors shall exercise their functions and powers pursuant to the principle of “diligence and responsibility, and corporate interests first”, and shall take into full consideration the opinions of independent non-executive directors and members of the Supervisory Committee on the fairness of related party transactions.

Article 36. The President shall fully disclose to the Board of Directors the information of possible related party transactions required for the review of the Board of Directors in the routine production and operation activities, which shall be reviewed by the Board of Directors pursuant to the provisions of this System.

Article 37. If the President refuses or delays to perform the reporting obligations described in the preceding article without justifiable reasons, the President shall be correspondingly punished by the Board of Directors according to the actual adverse effects on the Company.

Article 38. The directors, supervisors and senior management of the Company shall keep an eye on the problem whether related parties have misappropriated the Company’s funds or encroached on the Company’s interests. The methods of attention include but are not limited to inquiries and inspections.

- Article 39.** If any losses are caused or may be caused from the appropriation or transfer of funds, assets or other resources of the Company by related parties, the Board of Directors of the Company shall promptly take protective measures such as litigation and property preservation to prevent or reduce the losses, and investigate the responsibilities of the related parties.
- Article 40.** If the Board of Directors refuses or delays to perform its obligation of reporting to the general meeting of shareholders without justifiable reasons, then the Board of Directors shall be correspondingly punished by the general meeting of shareholders according to the actual adverse effects on the Company.
- Article 41.** For the transactions between the Company and related parties, both parties shall enter into a written agreement, specifying the rights, obligations and legal responsibilities of both parties. When the Company signs an agreement with a related party on related party transactions, any individual shall only sign the agreement on behalf of one party.
- Article 42.** Any related party shall not interfere in the decisions of the Company in any way. The controlling shareholder and actual controllers of the Company shall not damage the interests of the Company by taking advantage of the related relationship. Those who cause any losses to the Company in violation of the relevant regulations shall bear compensation liability.

Chapter 8 Supplementary Provisions

- Article 43.** In case of any inconsistency between this System and the relevant national laws, regulations, rules, normative documents, the business rules of securities regulators, or the provisions of the Articles of Association, then the relevant national laws, regulations, rules, normative documents, the business rules of securities regulators, or the provisions of the Articles of Association shall prevail.
- Article 44.** The terms “above” and “more than” in this System include this number, and the terms “below” and “less than” do not include this number.
- Article 45.** This System, after reviewed and approved by the general meeting of shareholders, shall come into effect on and from the date on which the shares of the Company are listed on the Science and Technology Innovation Board of Shanghai Stock Exchange.
- Article 46.** This System shall be amended by the general meeting of shareholders of the Company.
- Article 47.** This System shall be interpreted by the Board of Directors of the Company as authorized by the general meeting of shareholders.

**Report on the Use of Proceeds from the Previous Offering by
Shanghai MicroPort MedBot (Group) Co., Ltd.****I. Basic Information of Proceeds from the Previous Offering**

With the approval of China Securities Regulatory Commission (CSRC) License No. [2021] 2991, Shanghai MicroPort MedBot (Group) Co., Ltd. made a public offering of H shares outside China. The Company offered 41,630,000 overseas listed foreign shares (H shares) (including over-allotment shares) at an offering price of HK\$43.20 per share in November 2021, raising the total proceeds of HK\$1,798,416,000.00 (equivalent to RMB1,478,352,686.40). After deducting certain underwriting fees, sponsorship fees, etc., the initial deposit amounted to HK\$1,742,045,609.50 (equivalent to RMB1,432,014,123.27). After the gross proceeds of HK\$1,798,416,000.00 (equivalent to RMB1,478,352,686.40) were net of all the total listing expenses directly related to the above H Shares and H Shares Over-allotment Option offering of RMB102,985,966.40 (including the listing expenses of RMB20,288,292.50 paid by the Company's own funds before the receipt of IPO proceeds), and the net proceeds available to the Company amounted to RMB1,375,366,720.00.

The aforesaid proceeds of HK\$1,742,045,609.50 (equivalent to RMB1,432,014,123.27) were remitted to the bank account of the Company for the proceeds opened with the Bank of China, Hong Kong Branch in November 2021.

As at 31 March 2022, based on the actual foreign exchange settlement and utilisation, the cumulative amount of proceeds from the H shares of the Company utilised was equivalent to RMB155,793,975.45. The cumulative amount of the income received from the cash management investment of idle proceeds and the interest received from the bank deposits was equivalent to RMB6,315,670.60. The cumulative amount of foreign exchange loss (including realised and unrealised) and bank charges were equivalent to RMB12,323,104.52. As at 31 March 2022, the proceeds available to be invested amounted to RMB1,213,565,310.63.

As at 31 March 2022, the balance of the bank account for proceeds from H shares was HK\$9,982,845.39 (equivalent to RMB8,096,087.61) and RMB1,225,757,515.52, totaling RMB1,233,853,603.13, including the proceeds available to be invested of RMB1,213,565,310.63 and remaining balance of RMB20,288,292.50 representing the listing expenses paid by the Company's own funds before the receipt of IPO proceeds.

As at 31 March 2022, the balance of the proceeds from the H shares of the Company were deposited as follows:

Bank of account	Account number	Currency	Notes	Initial amount deposited in original currency	Equivalent initial amount deposited in RMB	Balance in original currency as at 31 March 2022	Equivalent balance in RMB as at 31 March 2022
Bank of China (Hong Kong) Limited	012-875-2-061672-6	HK\$		1,742,045,609.50	1,432,014,123.27	9,982,416.77	8,095,740.00
Shanghai Pudong Development Bank Limited							
Zhangjiang Technology Sub-branch	97160078813400003660	HK\$		—	—	156.61	127.01
Shanghai Pudong Development Bank Limited							
Zhangjiang Technology Sub-branch	97160078801700003663	RMB		—	—	2,418,121.99	2,418,121.99
Shanghai Pudong Development Bank Limited							
Zhangjiang Technology Sub-branch	97160076801400001691	RMB	1	—	—	210,628,163.77	210,628,163.77
Shanghai Pudong Development Bank Limited							
Zhangjiang Technology Sub-branch	97160076801500001687	RMB	1	—	—	200,000,000.00	200,000,000.00
China Merchants Bank Co. Ltd.							
Shanghai Hongkou Stadium Sub-branch	121940853921601	HK\$		—	—	135.07	109.54
China Merchants Bank Co. Ltd.							
Shanghai Hongkou Stadium Sub-branch	121940853910202	RMB		—	—	434,087,291.44	434,087,291.44
Shanghai Rural Commercial Bank Limited							
Zhangjiang Technology Sub-branch	51331000878587618	HK\$		—	—	136.94	111.06
Shanghai Rural Commercial Bank Limited							
Zhangjiang Technology Sub-branch	50131000878584856	RMB		—	—	18,832,415.03	18,832,415.03
Shanghai Rural Commercial Bank Limited							
Zhangjiang Technology Sub-branch	59931000896699274	RMB	1	—	—	350,000,000.00	350,000,000.00
Bank of China (Hong Kong) Limited	012-875-2-042573-9	RMB		—	—	9,791,523.29	9,791,523.29
Total				—	1,432,014,123.27	—	1,233,853,603.13

Note 1: For details of these balances, please refer to “V. Use of Idle Proceeds for Cash Management and Details of Products Invested” in this report.

II. Actual Investment Projects with Proceeds from the Previous Offering and Changes

The net proceeds from the previous offering were intended to be used as follows: Approximately 35.0% used for the Company’s core product Toumai, approximately 21.0% for the Company’s orthopedic surgical robots, approximately 19.0% for the Company’s other product candidates, approximately 5.0% for enhancing manufacturing capacities and supply chain management capabilities, approximately 10.0% for expanding product portfolio with innovative robotic technologies and products, and approximately 10.0% as working capital and general corporate purposes.

As at 31 March 2022, there was no change in the actual investment projects with the Company’s proceeds from previous offering.

III. Transfer or Replacement of the Actual Investment Projects with Proceeds from the Previous Offering

As at 31 March 2022, there was no transfer or replacement of the investment projects with the Company's proceeds from previous offering.

IV. Economic Benefits Achieved from Investment Projects with Proceeds from the Previous Offering

The Company has not made any commitment to the expected economic benefits arising from the investment projects with the proceeds in the prospectus for the initial public offering of H shares and the announcement on the full exercise of the over-allotment option for the H shares of the Company, so this article is not applicable.

V. Use of Idle Proceeds for Cash Management and Details of Products Invested

As at 31 March 2022, the Company has used the idle proceeds of RMB3,500,000,000.00 for the notice deposit of Shanghai Rural Commercial Bank Limited, RMB200,000,000.00 for the notice deposit of Shanghai Pudong Development Bank Limited, and RMB210,628,163.77 for a wealth management product "Li Duo Duo" of Shanghai Pudong Development Bank Limited. The above products invested are qualified cash management products with high level of safety and liquidity.

VI. Temporary Use of Idle Proceeds for Other Purposes

As at 31 March 2022, there was no temporary use the Company's proceeds from previous offering for other purposes.

VII. Comparison of Actual Use of Proceeds from the Previous Offering with Relevant Descriptions in the Company's Information Disclosure Documents

There is no discrepancy between the actual use of proceeds from the previous offering and the relevant descriptions in the Company's periodic reports and other information disclosure documents.

Schedule:

Comparison Table of Use of Proceeds

Prepared by: Shanghai MicroPort MedBot (Group) Co., Ltd.

			<i>Unit: RMB'0000</i>
Total proceeds	137,536.67	Total proceeds used:	15,579.40
		Total proceeds used	
		in each year:	15,579.40
Total proceeds for change of use:	None	2021:	75.44
Proportion of total proceeds for change of use:	None	Jan.-Mar. 2022:	15,503.96

S/N	Investment projects		Total proceeds invested			Total proceeds invested as at the closing date			Difference between actual investment amount and post-raising investment amount	Date when the project reached its intended useable state (or the progress of the project as at the closing date)
	Committed investment projects	Actual investment projects	Pre-raising committed investment amount <i>(Note 1)</i>	Post-raising committed investment amount	Actual investment Amount	Pre-raising committed investment amount	Post-raising committed investment amount	Actual investment Amount		
1	Toumai	Toumai	About 35%, equivalent to 48,137.83	48,137.83	5,253.96	48,137.83	48,137.83	5,253.96	42,883.87	1H2023
2	Orthopedic surgical robots	Orthopedic surgical robots	About 21%, equivalent to 28,882.70	28,882.70	109.78	28,882.70	28,882.70	109.78	28,772.92	1H2023
3	The Company's other product candidates	The Company's other product candidates	About 19%, equivalent to 26,131.97	26,131.97	2,375.46	26,131.97	26,131.97	2,375.46	23,756.51	1H2023
4	Enhance manufacturing capacities and supply chain management capabilities	Enhance manufacturing capacities and supply chain management capabilities	About 5%, equivalent to 6,876.83	6,876.83	480.24	6,876.83	6,876.83	480.24	6,396.59	1H2023

**REPORT ON THE USE OF PROCEEDS FROM
THE PREVIOUS OFFERING BY
SHANGHAI MICROPORT MEDBOT (GROUP) CO., LTD.**

S/N	Investment projects		Total proceeds invested			Total proceeds invested as at the closing date			Difference between actual investment amount and post-raising investment amount	Date when the project reached its intended useable state (or the progress of the project as at the closing date)
	Committed investment projects	Actual investment projects	Pre-raising committed investment amount <i>(Note 1)</i>	Post-raising committed investment amount	Actual investment Amount	Pre-raising committed investment amount	Post-raising committed investment amount	Actual investment Amount		
5	Expand our product portfolio with innovative robotic technologies and products	Expand our product portfolio with innovative robotic technologies and products	About 10%, equivalent to 13,753.67	13,753.67	7,021.00	13,753.67	13,753.67	7,021.00	6,732.67	1H2023
6	Working capital and general corporate purposes	Working capital and general corporate purposes	About 10%, equivalent to 13,753.67	13,753.67	338.96	13,753.67	13,753.67	338.96	13,414.71	1H2023
Total			<u>137,536.67</u>	<u>137,536.67</u>	<u>15,579.40</u>	<u>137,536.67</u>	<u>137,536.67</u>	<u>15,579.40</u>	<u>121,957.27</u>	<u>—</u>

Note:

- The committed investment amount in the prospectus is allocated on the basis of actual net available proceeds and investment proportion of each committed investment project, of which approximately 35.0% is used for the Company's core product Toumai, approximately 21.0% for the Company's orthopedic surgical robot, approximately 19.0% for the Company's other product candidates, approximately 5.0% for enhancing manufacturing capacities and supply chain management capabilities, approximately 10.0% for expanding the Company's product portfolio with innovative robotic technologies and products, and approximately 10.0% as working capital and general corporate purposes.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

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Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

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

(Stock Code: 2252)

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING TO BE CONVENED AND HELD ON TUESDAY, 21 JUNE 2022

NOTICE IS HEREBY GIVEN THAT the 2022 third extraordinary general meeting (the “**Extraordinary General Meeting**”) of Shanghai MicroPort MedBot (Group) Co., Ltd. (the “**Company**”) will be convened and held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 11:00 a.m. or at any adjournment thereof for the following purposes.

*Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 4 June 2022 issued by the Company (the “**Circular**”).*

SPECIAL RESOLUTIONS

1. To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing;
2. To consider and approve the Proposed Issue as follows (each and every item as a separate resolution):
 - i. *Class and nominal value of new Shares to be issued*

RMB ordinary Shares (A Shares) with a nominal value of RMB1.00 each.

Except as otherwise provided in the relevant laws, rules, regulations, regulatory documents, business rules and the Articles of Association, the RMB ordinary shares (A shares) allotted and issued in the Proposed Issue shall rank *pari passu* in all respects with the issued Domestic Shares and H Shares.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

ii. *Issue size*

The Proposed Issue only involves the allotment and issue of new A Shares, and will not involve sale of the Shares by any existing Shareholders. The Company proposes to allot and issue not more than 116,062,930 new A Shares, representing approximately 12.11% of the share capital of the Company as of the Latest Practicable Date, and approximately 10.80% of the enlarged share capital upon completion of the Proposed Issue. If any over-allotment arrangement is made, the number of A Shares that may be over-allotted shall not exceed 15% of the initial number of A Shares to be issued, and shall be counted within the limit of 116,062,930 A Shares.

The final issue size and arrangements of over-allotment (if any) will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the Extraordinary General Meeting and the Class Meetings), the conditions required by the laws and regulations of the PRC and the regulatory authorities, and the market conditions then. If there is any ex-right event (such as bonus issue and conversion of capital reserve to share capital) prior to the Proposed Issue, the number of A Shares to be allotted and issued will be adjusted accordingly.

iii. *Target subscribers*

The Proposed Issue shall be open to price consultation participants, strategic investors and other qualified investors who meet the requirements set by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities. If the regulatory authorities such as CSRC or the Shanghai Stock Exchange stipulate otherwise, they will be dealt with in accordance with their regulations.

Before proceeding with the Proposed Issue, the Company will also ascertain whether such target subscribers are connected persons of the Company. In the event that such target subscribers are connected persons of the Company and the Company decides to allot and issue the A Shares to such target subscribers, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

iv. *Pricing methodology*

The pricing of the Proposed Issue will be determined by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants who meet the conditions stipulated by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities, or by other means approved by the CSRC and/or Shanghai Stock Exchange at that time, in accordance with the conditions of the PRC securities market at the time of the Proposed Issue, with due regard to the interests of the existing shareholders of the Company and in accordance with market-based principles.

Based on the Company Law of the PRC, the issue price of the A Shares shall not be lower than the nominal value of the Shares, i.e. RMB1.00 per Share. There are no other legal or regulatory requirements stipulating the floor price for the Proposed Issue. For illustration purpose, the net asset value per Share as at 31 December 2021 was RMB2.49. The Company does not intend to issue the A Shares at a price lower than the latest audited net asset value per Share prior to the Proposed Issue.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

v. *Method of issuance*

The Proposed Issue will be conducted through a combination of targeted placement to strategic investors, offline placement to price consultation participants and pricing to qualified investors for online fund subscription or other issuance methods approved by the CSRC and/or the Shanghai Stock Exchange.

vi. *Strategic Allotment*

The Proposed Issue may be allotted to strategic investors. The specific plan for the allotment will be determined in accordance with the specific circumstances of the securities market at the time of the issuance and will be delegated by Shareholders at the Extraordinary General Meeting and the Class Meetings to the Board or persons authorised by the Board in accordance with the applicable provisions of laws and regulations in the PRC, the approvals of the CSRC and the Shanghai Stock Exchange and the prevailing market conditions.

If the senior management and employees of the Company intend to participate in the strategic allotment and subscribe for the A Shares in the Proposed Issue, the Company will comply with the corresponding consideration procedures and other relevant required procedures in accordance with the requirements of the relevant laws and regulations in the PRC in due course and disclose them in detail in accordance thereunder.

In the event that any connected person of the Company intends to participate in the strategic allotment and the Company decides to allot and issue the A Shares to such participants, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

vii. *Method of underwriting*

The method of underwriting of the Proposed Issue is standby underwriting.

viii. *Place of listing*

The place for the Proposed Listing is the Sci-Tech Board.

ix. *Timing of issue and listing*

The Company shall select the timing of the Proposed Issue within twelve months from the date of obtaining the decision of the CSRC on the consent for registration of the public issue of the A Shares. Upon the Company has obtained the approval of the Shanghai Stock Exchange, the Board shall determine the timing of the Proposed Listing and the Proposed Issue in consultation with the lead underwriter.

x. *Use of proceeds*

The proceeds raised from the Proposed Issue, after deducting the relevant listing expenses, are intended to be used for research and development of surgical robots, industrialization of surgical robots, marketing system construction and academic promotion, as well as replenishing working capital.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

xi. *Validity period of the resolutions*

The resolutions in respect of the Proposed Issue shall be valid for a period of twelve months from the date of consideration and approval at the Extraordinary General Meeting and the Class Meetings. If the Company is not able to complete the Proposed Issue within such validity period, the Company may convene and hold another general meeting and class meetings of the Shareholders to extend the validity period of the relevant resolutions.

3. To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis. The proceeds raised by the Company from the Proposed Issue will be used for the following projects (the “**Projects**”) after deducting the issuance expenses and professional fees:

No.	Name of the project	Proposed Amount of investment from funds raised (RMB'000,000)
1	Research and development of surgical robots	1,500.00
2	Industrialization of surgical robots	170.00
3	Marketing system construction and academic promotion	410.00
4	Working capital	720.00
	Total	2,800.00

As the Proposed Issue is not expected to take place in 2022 and is further subject to the approvals of the CSRC and the Shanghai Stock Exchange, the market condition and other uncertainties, the Company anticipates that extra funding is necessary on top of the net proceeds from the Listing to support its ongoing R&D activities and commercialization of its pipeline products.

Without the proceeds from the Proposed Issue, the Company may need to finance its investment proceeds with cash balance and cash from operating activities through commercialization of the Company’s pipeline products and bank borrowings, and thereby reducing the cashflow available and/or increasing the gearing ratio of the Company.

The Company will use the proceeds from the Proposed Issue in strict accordance with the relevant regulations in the PRC, and the proceeds may be used to replace the self-financing funds invested in the project in the previous stages and to pay the outstanding balance of the project in accordance with the requirements and procedures of relevant laws, regulations and regulatory documents. The Board considers that the extra proceeds raised from the Proposed Listing will enable the Group to maintain flexibility as to its general working capital and avoid creating financial burden to the Group.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

In estimating the proceeds to be raised from the Proposed Issue, the Board has considered, apart from the net proceeds from the Listing, the total funding requirements of the Group's investment projects, the proposed offering percentage, the recent market capitalization of the Company and the future capital market trend. The expected amount of proceeds is not indicative of the issue price. The pricing of the Proposed Issue will be determined in the issuance process by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants.

The Board has fully analyzed the feasibility of the projects to be invested by the proceeds of the Proposed Issue and considers that such projects are feasible.

Within the scope of the above-mentioned proceeds investment projects, the Company may make appropriate adjustments to the order of investment and specific amounts of the corresponding fund-raising investment projects in accordance with the actual situation of the progress and financing needs of the projects.

When the proceeds from the Proposed Issue are available, if the actual net proceeds are less than the total amount of proceeds required for the above-mentioned projects, the shortfall shall be settled by the Company's self-financing funds. If the actual net proceeds exceed the total amount of proceeds required for the above-mentioned projects, the excessive amount will be used to supplement the working capital related to the Company's main business or utilized in accordance with the relevant regulations of the regulatory authorities.

It is agreed that the Company shall establish a dedicated account deposit system for the proceeds, which will be deposited in a dedicated account decided by the Board for centralized management and dedicated use.

4. To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and the Proposed Listing at their absolute discretion

The authorization proposed to be granted to the Board shall include without limitation:

- (a) To handle the reporting matters and relevant procedural works of the Proposed Issue and Proposed Listing, including but not limited to the approval, registration, filing, registration and consent procedures with relevant government departments, regulatory bodies and stock exchanges, securities registration and settlement institutions; to sign, execute, amend and complete all necessary documents related to the Proposed Issue and Proposed Listing (including but not limited to letter of intent, prospectus, sponsorship agreement, underwriting agreement, listing agreement, declaration and undertaking and various announcements, etc.);
- (b) In accordance with the requirements of the CSRC and the Shanghai Stock Exchange and the actual situation of the securities market, to decide specifically on the number of issues, the target subscribers, the issue price, the pricing method, the method of issue, the strategic allotment, the over-allotment option, the timing of the issue, etc. within the issue proposal to be considered and approved at the Extraordinary General Meeting and the Class Meetings;
- (c) According to the implementation of the plan for the Proposed Issue, market conditions, policy adjustments and the views or recommendations of the regulatory authorities, make necessary adjustments to the specific contents of the plan for the Proposed Issue;

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

- (d) Within the scope of the total investment amount of the fund-raising investment projects considered and approved by the Extraordinary General Meeting and the Class Meetings, decide on the specific implementation plan of the projects; the Board shall, based on the actual operational needs of the Company and on the basis of full demonstration of the feasibility of the fund-raising investment projects, make changes, additions, deletions or other forms of adjustments to the investment direction of the Proposed Listing and the scale of fund-raising and other related matters; in accordance with the actual progress of the project, organize and implement the construction of the project with its own or self-financing funds before the availability of the proceeds from the Proposed Issue; when the proceeds from the Proposed Issue become available, utilize the proceeds to replace the indirect financing such as own funds and bank loans invested in the project which shall be invested with the proceeds; determine the dedicated deposit account for the proceeds; enter into the tripartite supervision agreement for the proceed; specific implementation of the investment of the proceeds after the completion of the Proposed Issue and Proposed Listing; enter into major contracts and relevant legal documents involved in the implementation of the investment projects of the proceeds, etc;
- (e) According to the results of the implementation of the plan for the Proposed Issue and the opinions or suggestions of the regulatory bodies, make adaptive amendments to the relevant provisions of the Articles of Association and relevant internal systems, and to handle registration/filing matters such as the registration of changes in industrial and commercial registration;
- (f) Make or amend the public commitments made by the Company in relation to the Proposed Issue and Proposed Listing in accordance with the laws and regulations and the opinions or requirements of the regulatory bodies;
- (g) After the completion of the Proposed Issue, handle matters in relation to the registration and settlement of the A Shares with China Securities Depository and Clearing Corporation Limited, including but not limited to the registration of share custody, circulation lock-up and other matters;
- (h) Engage intermediaries such as the sponsor, underwriter, legal adviser and auditor for the Proposed Issue and Proposed Listing, negotiate with the intermediaries to determine the service fees and enter into the engagement agreement;
- (i) In the event of force majeure or other circumstances sufficient to make the plan of the Proposed Issue difficult to implement, or that the implementation of the plan of the Proposed Issue would bring extremely adverse consequences to the Company, exercise the discretion to suspend or terminate of the plan of the Proposed Issue;
- (j) To handle other matters related to the Proposed Issue and Proposed Listing as appropriate and suitable;
- (k) The above authorization shall be valid for a period of twelve months from the date of consideration and approval by the Extraordinary General Meeting and the Class Meetings.

On the basis that this proposal has been considered and approved by the Extraordinary General Meeting and the Class Meetings, the Board has agreed to further authorize the chairman of the Board and the general manager (president) of the Company to carry out the above-mentioned authorizations.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

5. To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue:

For any undistributed accumulated profit before the Proposed Issue and the Proposed Listing, it is proposed that such profit shall be shared between the Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

For any unrecovered loss prior to the Proposed Issue and the Proposed Listing, it is proposed that such loss shall be borne by the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

6. To consider and approve the “Share Price Stabilization Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.
7. To consider and approve the “Shareholder Dividend Distribution Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.
8. To consider and approve the undertakings and restraining measures relating to the Proposed Issue and the Proposed Listing, and to authorize the Board to make appropriate undertakings for the purpose of the Proposed Issue in accordance with the laws, regulations and regulatory documents of the PRC, the relevant regulations and policies of the securities regulatory departments, and combining the review for the Proposed Listing in practice and the actual situation of the Company.
9. To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures.
10. To consider and approve the engagement of intermediaries, including China International Capital Corporation Limited as the sponsor/lead underwriter, Jia Yuan Law Offices as the legal adviser to the Company as to PRC laws, and KPMG Huazhen LLP as the auditor, as well as other intermediaries (if necessary) for the Proposed Issue and the Proposed Listing.
11. To consider and approve the “Report on the Use of Proceeds from the Previous Offering by Shanghai MicroPort MedBot (Group) Co., Ltd.”.
12. To consider and approve the Proposed Amendments.
13. To consider and approve the amendments to the “Rules of Procedure of the General Meeting of Shareholders”.
14. To consider and approve the amendments to the “Rules of Procedure of the Board of Directors”.
15. To consider and approve the amendments to the “Rules of Procedure of the Supervisory Committee”.
16. To consider and approve the status of transactions with related parties during the Reporting Period.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS

17. To consider and approve the amendments to the “System for the Work of Independent Non-executive directors”.
18. To consider and approve the amendments to and/or formulation of each of the following internal management policies:
 - i. the “Implementation rules of cumulative voting system (Draft)”;
 - ii. the “External Investment Management System (Draft)”;
 - iii. the “External Guarantee Management System (Draft)”;
 - iv. the “Raised Funds Management System (Draft)”;
 - v. the “Investor Relations Management System (Draft)”;
 - vi. the “A-Share Related Party Transaction Decision-making System (Draft)”.
19. To consider and approve the appointment of Mr. MUI Wing Hong as an independent non-executive Director, and to authorize the Board to fix his remuneration.
20. To consider and approve the uncovered deficit of the Company amounting to one-third of its total share capital:

As at 31 December 2021, the accumulated loss of the Company was RMB717.989 million and the total share capital of the Company was RMB958,593.831.

By order of the Board
Shanghai MicroPort MedBot (Group) Co., Ltd.
Mr. Sun Hongbin
Chairman

Shanghai, China, 4 June 2022

Notes:

1. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both dates inclusive, during which period no transfer of H Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s share registrar in Hong Kong, 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, 15 June 2022.
2. A Shareholder entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

3. In the case of joint holders of any Shares, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Extraordinary General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of him/her attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company’s registered office in the PRC at Room 101, Area B, Building 1, 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (for holders of domestic Shares) (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 24 hours before the time fixed for holding of the Extraordinary General Meeting (i.e. not later than 11:00 a.m. on Monday, 20 June 2022). The completion and delivery of the form of proxy shall not preclude the Shareholder from attending and voting in person at the Extraordinary General Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. All resolutions at the Extraordinary General Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
6. Shareholders attending the Extraordinary General Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
7. References to dates and time in this notice are to Hong Kong dates and time. The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

As at the date of this circular, the executive Director is Dr. He Chao, the non-executive Directors are Mr. Sun Hongbin, Mr. Sun Xin and Mr. Chen Chen, and the independent non-executive Directors are Ms. Lee Kit Ying, Dr. Li Minghua and Mr. Yao Haisong.

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

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Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

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

(Stock Code: 2252)

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING TO BE HELD ON TUESDAY, 21 JUNE 2022

NOTICE IS HEREBY GIVEN THAT the 2022 third domestic shareholders' class meeting (the "Domestic Shareholders' Class Meeting") of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "Company") will be held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 12:00 noon or immediately after the conclusion of the 2022 third Extraordinary General Meeting of the Company or any adjournment thereof (whichever is the later) for the following purposes.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 4 June 2022 issued by the Company (the "Circular").

SPECIAL RESOLUTIONS

1. To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing;
2. To consider and approve the Proposed Issue as follows (each and every item as a separate resolution):
 - (a) *Class and nominal value of new Shares to be issued*

RMB ordinary Shares (A Shares) with a nominal value of RMB1.00 each.

Except as otherwise provided in the relevant laws, rules, regulations, regulatory documents, business rules and the Articles of Association, the RMB ordinary shares (A shares) allotted and issued in the Proposed Issue shall rank *pari passu* in all respects with the issued Domestic Shares and H Shares.

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

(b) *Issue size*

The Proposed Issue only involves the allotment and issue of new A Shares, and will not involve sale of the Shares by any existing Shareholders. The Company proposes to allot and issue not more than 116,062,930 new A Shares, representing approximately 12.11% of the share capital of the Company as of the Latest Practicable Date, and approximately 10.80% of the enlarged share capital upon completion of the Proposed Issue. If any over-allotment arrangement is made, the number of A Shares that may be over-allotted shall not exceed 15% of the initial number of A Shares to be issued, and shall be counted within the limit of 116,062,930 A Shares. The final issue size and arrangements of over-allotment (if any) will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the Extraordinary General Meeting and the Class Meetings), the conditions required by the laws and regulations of the PRC and the regulatory authorities, and the market conditions then. If there is any ex-right event (such as bonus issue and conversion of capital reserve to share capital) prior to the Proposed Issue, the number of A Shares to be allotted and issued will be adjusted accordingly.

(c) *Target subscribers*

The Proposed Issue shall be open to price consultation participants, strategic investors and other qualified investors who meet the requirements set by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities. If the regulatory authorities such as CSRC or the Shanghai Stock Exchange stipulate otherwise, they will be dealt with in accordance with their regulations.

Before proceeding with the Proposed Issue, the Company will also ascertain whether such target subscribers are connected persons of the Company. In the event that such target subscribers are connected persons of the Company and the Company decides to allot and issue the A Shares to such target subscribers, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

(d) *Pricing methodology*

The pricing of the Proposed Issue will be determined by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants who meet the conditions stipulated by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities, or by other means approved by the CSRC and/or the Shanghai Stock Exchange at that time, in accordance with the conditions of the PRC securities market at the time of the Proposed Issue, with due regard to the interests of the Shareholders and in accordance with market-based principles.

Based on the Company Law of the PRC, the issue price of the A Shares shall not be lower than the nominal value of the Shares, i.e. RMB1.00 per Share. There are no other legal or regulatory requirements stipulating the floor price for the Proposed Issue. For illustration purpose, the net asset value per Share as at 31 December 2021 was RMB2.49. The Company does not intend to issue the A Shares at a price lower than the latest audited net asset value per Share prior to the Proposed Issue.

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

(e) *Method of issuance*

The Proposed Issue will be conducted through a combination of targeted placement to strategic investors, offline placement to price consultation participants and pricing to qualified investors for online fund subscription or other issuance methods approved by the CSRC and/or the Shanghai Stock Exchange.

(f) *Strategic Allotment*

The Proposed Issue may be allotted to strategic investors. The specific plan for the allotment will be determined in accordance with the specific circumstances of the securities market at the time of the issuance and will be delegated by the Shareholders at the Extraordinary General Meeting and the Class Meetings to the Board or persons authorised by the Board in accordance with the applicable provisions of laws and regulations in the PRC, the approvals of the CSRC and the Shanghai Stock Exchange and the prevailing market conditions.

If the senior management and employees of the Company intend to participate in the strategic allotment and subscribe for A Shares in the Proposed Issue, the Company will comply with the corresponding consideration procedures and other relevant required procedures in accordance with the requirements of the relevant laws and regulations in the PRC in due course and disclose them in detail in accordance thereunder.

In the event that any connected person of the Company intends to participate in the strategic allotment and the Company decides to allot and issue the A Shares to such participants, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

(g) *Method of underwriting*

The method of underwriting of the Proposed Issue is standby underwriting.

(h) *Place of listing*

The place for the Proposed Listing is the Sci-Tech Board.

(i) *Timing of issue and listing*

The Company shall select the timing of the Proposed Issue within twelve months from the date of obtaining the decision of the CSRC on the consent for registration of the public issue of the A Shares; Upon the Company has obtained the approval of the Shanghai Stock Exchange, the Board shall determine the timing of the Proposed Listing and the Proposed Issue in consultation with the lead underwriter.

(j) *Use of proceeds*

The proceeds raised from the Proposed Issue, after deducting the relevant listing expenses, are intended to be used for research and development of surgical robots, industrialization of surgical robots, marketing system construction and academic promotion, as well as replenishing working capital.

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

(k) *Validity period of the resolutions*

The resolutions in respect of the Proposed Issue shall be valid for a period of twelve months from the date of consideration and approval at the Extraordinary General Meeting and the Class Meetings. If the Company is not able to complete the Proposed Issue within such validity period, the Company may convene and hold another general meeting and class meetings of the Shareholders to extend the validity period of the relevant resolutions.

3. To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis. The proceeds raised by the Company from the Proposed Issue will be used for the following projects (the “**Projects**”) after deducting the issuance expenses and professional fees:

No.	Name of the project	Proposed Amount of investment from funds raised (RMB'000,000)
1	Research and development of surgical robots	1,500.00
2	Industrialization of surgical robots	170.00
3	Marketing system construction and academic promotion	410.00
4	Working capital	720.00
	Total	<u>2,800.00</u>

As the Proposed Issue is not expected to take place in 2022 and is further subject to the approvals of the CSRC and the Shanghai Stock Exchange, the market condition and other uncertainties, the Company anticipates that extra funding is necessary on top of the net proceeds from the Listing to support its ongoing R&D activities and commercialization of its pipeline products.

Without the proceeds from the Proposed Issue, the Company may need to finance its investment proceeds with cash balance and cash from operating activities through commercialization of the Company's pipeline products and bank borrowings, and thereby reducing the cashflow available and/or increasing the gearing ratio of the Company.

The Company will use the proceeds from the Proposed Issue in strict accordance with the relevant regulations in the PRC, and the proceeds may be used to replace the self-financing funds invested in the project in the previous stages and to pay the outstanding balance of the project in accordance with the requirements and procedures of relevant laws, regulations and regulatory documents. The Board considers that the extra proceeds raised from the Proposed Listing will enable the Group to maintain flexibility as to its general working capital and avoid creating financial burden to the Group.

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

In estimating the proceeds to be raised from the Proposed Issue, the Board has considered, apart from the net proceeds from the Listing, the total funding requirements of the Group's investment projects, the proposed offering percentage, the recent market capitalization of the Company and the future capital market trend. The expected amount of proceeds is not indicative of the issue price. The pricing of the Proposed Issue will be determined in the issuance process by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants.

The Board has fully analyzed the feasibility of the projects to be invested by the proceeds of the Proposed Issue and considers that such projects are feasible.

Within the scope of the above-mentioned proceeds investment projects, the Company may make appropriate adjustments to the order of investment and specific amounts of the corresponding fund-raising investment projects in accordance with the actual situation of the progress and financing needs of the projects.

When the proceeds from the Proposed Issue are available, if the actual net proceeds are less than the total amount of proceeds required for the above-mentioned projects, the shortfall shall be settled by the Company's self-financing funds. If the actual net proceeds exceed the total amount of proceeds required for the above-mentioned projects, the excessive amount will be used to supplement the working capital related to the Company's main business or utilized in accordance with the relevant regulations of the regulatory authorities.

It is agreed that the Company shall establish a dedicated account deposit system for the proceeds, which will be deposited in a dedicated account decided by the Board for centralized management and dedicated use.

4. To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and the Proposed Listing at their absolute discretion.

The authorization proposed to be granted to the Board shall include without limitation:

- (a) To handle the reporting matters and relevant procedural works of the Proposed Issue and the Proposed Listing, including but not limited to the approval, registration, filing, registration and consent procedures with relevant government departments, regulatory bodies and stock exchanges, securities registration and settlement institutions; to sign, execute, amend and complete all necessary documents related to the Proposed Issue and the Proposed Listing (including but not limited to letter of intent, prospectus, sponsorship agreement, underwriting agreement, listing agreement, declaration and undertaking and various announcements, etc.);
- (b) In accordance with the requirements of the CSRC and the Shanghai Stock Exchange and the actual situation of the securities market, to decide specifically on the number of issues, the target subscribers, the issue price, the pricing method, the method of issue, the strategic allotment, the over-allotment option, the timing of the issue, etc. within the issue proposal to be considered and approved at the Extraordinary General Meeting and the Class Meetings;
- (c) According to the implementation of the plan for the Proposed Issue, market conditions, policy adjustments and the views or recommendations of the regulatory authorities, make necessary adjustments to the specific contents of the plan for the Proposed Issue;

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

- (d) Within the scope of the total investment amount of the fund-raising investment projects considered and approved by the Extraordinary General Meeting and the Class Meetings, decide on the specific implementation plan of the projects; the Board shall, based on the actual operational needs of the Company and on the basis of full demonstration of the feasibility of the fund-raising investment projects, make changes, additions, deletions or other forms of adjustments to the investment direction of the Proposed Issue and the scale of fund-raising and other related matters; in accordance with the actual progress of the project, organize and implement the construction of the project with its own or self-financing funds before the availability of the proceeds from the Proposed Issue; when the proceeds from the Proposed Issue become available, utilize the proceeds to replace the indirect financing such as own funds and bank loans invested in the project which shall be invested with the proceeds; determine the dedicated deposit account for the proceeds; enter into the tripartite supervision agreement for the proceed; specific implementation of the investment of the proceeds after the completion of the Proposed Issue and Proposed Listing; enter into major contracts and relevant legal documents involved in the implementation of the investment projects of the proceeds, etc;
- (e) According to the results of the implementation of the plan for the Proposed Issue and the opinions or suggestions of the regulatory bodies, make adaptive amendments to the relevant provisions of the Articles of Association and relevant internal systems, and to handle registration/filing matters such as the registration of changes in industrial and commercial registration;
- (f) Make or amend the public commitments made by the Company in relation to the Proposed Issue and Proposed Listing in accordance with the laws and regulations and the opinions or requirements of the regulatory bodies;
- (g) After the completion of the Proposed Issue, handle matters in relation to the registration and settlement of the A Shares with China Securities Depository and Clearing Corporation Limited, including but not limited to the registration of share custody, circulation lock-up and other matters;
- (h) Engage intermediaries such as the sponsor, underwriter, legal adviser and auditor for the Proposed Issue and Proposed Listing, negotiate with the intermediaries to determine the service fees and enter into the engagement agreement;
- (i) In the event of force majeure or other circumstances sufficient to make the plan of the Proposed Issue difficult to implement, or that the implementation of the plan of the Proposed Issue would bring extremely adverse consequences to the Company, exercise the discretion to suspend or terminate of the plan of the Proposed Issue;
- (j) To handle other matters related to the Proposed Issue and Proposed Listing as appropriate and suitable;
- (k) The above authorization shall be valid for a period of twelve months from the date of consideration and approval by the Extraordinary General Meeting and the Class Meetings.

On the basis that this proposal has been considered and approved by the Extraordinary General Meeting and the Class Meetings, the Board has agreed to further authorize the chairman of the Board and the general manager (president) of the Company to carry out the above-mentioned authorizations.

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

5. To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue:

For any undistributed accumulated profit before the Proposed Issue and the Proposed Listing, it is proposed that such profit shall be shared between the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

For any unrecovered loss prior to the Proposed Issue and the Proposed Listing, it is proposed that such loss shall be borne by the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

6. To consider and approve the “Share Price Stabilization Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.
7. To consider and approve the “Shareholder Dividend Distribution Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.
8. To consider and approve the undertakings and restraining measures relating to the Proposed Issue and the Proposed Listing, and to authorize the Board to make appropriate undertakings for the purpose of the Proposed Issue in accordance with the laws, regulations and regulatory documents of the PRC, the relevant regulations and policies of the securities regulatory departments, and combining the review for the Proposed Listing in practice and the actual situation of the Company.
9. To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures.
10. To consider and approve the Proposed Amendments.

By order of the Board
Shanghai MicroPort MedBot (Group) Co., Ltd.
Mr. Sun Hongbin
Chairman

Shanghai, China, 4 June 2022

NOTICE OF THE 2022 THIRD DOMESTIC SHAREHOLDERS' CLASS MEETING

Notes:

1. A Shareholder entitled to attend and vote at the above Domestic Shareholders' Class Meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
2. In the case of joint holders of any Shares, any one of such persons may vote at the Domestic Shareholders' Class Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Domestic Shareholders' Class Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of him/her attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's registered office in the PRC at Room 101, Area B, Building 1, 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 24 hours before the time fixed for holding of the Domestic Shareholders' Class Meeting (i.e. not later than 12:00 noon on Monday, 20 June 2022). The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. All resolution at the Domestic Shareholders' Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
5. Shareholders attending the Domestic Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
6. References to dates and time in this notice are to Hong Kong dates and time. The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

As at the date of this circular, the executive Director is Dr. He Chao, the non-executive Directors are Mr. Sun Hongbin, Mr. Sun Xin and Mr. Chen Chen, and the independent non-executive Directors are Ms. Lee Kit Ying, Dr. Li Minghua and Mr. Yao Haisong.

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

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Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

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

(Stock Code: 2252)

NOTICE OF H SHAREHOLDERS' CLASS MEETING TO BE HELD ON TUESDAY, 21 JUNE 2022

NOTICE IS HEREBY GIVEN THAT the 2022 third H shareholders' class meeting (the "H Shareholders' Class Meeting") of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "Company") will be held at 1601 Zhangdong Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, PRC on Tuesday, 21 June 2022 at 12:30 p.m. or immediately after the conclusion of the 2022 third domestic shareholders' meeting of the Company or any adjournment thereof (whichever is the later) for the following purposes.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 4 June 2022 issued by the Company (the "Circular").

SPECIAL RESOLUTIONS

1. To consider and approve the fulfillment by the Company of the requirements for the Proposed Issue and the Proposed Listing;
2. To consider and approve the Proposed Issue as follows (each and every item as a separate resolution):
 - (a) *Class and nominal value of new Shares to be issued*

RMB ordinary Shares (A Shares) with a nominal value of RMB1.00 each.

Except as otherwise provided in the relevant laws, rules, regulations, regulatory documents, business rules and the Articles of Association, the RMB ordinary shares (A shares) allotted and issued in the Proposed Issue shall rank pari passu in all respects with the issued Domestic Shares and H Shares.

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

(b) *Issue size*

The Proposed Issue only involves the allotment and issue of new A Shares, and will not involve sale of the Shares by any existing Shareholders. The Company proposes to allot and issue not more than 116,062,930 new A Shares, representing approximately 12.11% of the share capital of the Company as of the Latest Practicable Date, and approximately 10.80% of the enlarged share capital upon completion of the Proposed Issue. If any over-allotment arrangement is made, the number of A Shares that may be over-allotted shall not exceed 15% of the initial number of A Shares to be issued, and shall be counted within the limit of 116,062,930 A Shares. The final issue size and arrangements of over-allotment (if any) will be determined by the Board after consultation with the lead underwriter(s) according to the authorization (if granted at the Extraordinary General Meeting and the Class Meetings), the conditions required by the laws and regulations of the PRC and the regulatory authorities, and the market conditions then. If there is any ex-right event (such as bonus issue and conversion of capital reserve to share capital) prior to the Proposed Issue, the number of A Shares to be allotted and issued will be adjusted accordingly.

(c) *Target subscribers*

The Proposed Issue shall be open to price consultation participants, strategic investors and other qualified investors who meet the requirements set by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities. If the regulatory authorities such as CSRC or the Shanghai Stock Exchange stipulate otherwise, they will be dealt with in accordance with their regulations.

Before proceeding with the Proposed Issue, the Company will also ascertain whether such target subscribers are connected persons of the Company. In the event that such target subscribers are connected persons of the Company and the Company decides to allot and issue the A Shares to such target subscribers, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

(d) *Pricing methodology*

The pricing of the Proposed Issue will be determined by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants who meet the conditions stipulated by the relevant PRC laws, regulations and the conditions stipulated by regulatory authorities, or by other means approved by the CSRC and/or the Shanghai Stock Exchange at that time, in accordance with the conditions of the PRC securities market at the time of the Proposed Issue, with due regard to the interests of the Shareholders and in accordance with market-based principles.

Based on the Company Law of the PRC, the issue price of the A Shares shall not be lower than the nominal value of the Shares, i.e. RMB1.00 per Share. There are no other legal or regulatory requirements stipulating the floor price for the Proposed Issue. For illustration purpose, the net asset value per Share as at 31 December 2021 was RMB2.49. The Company does not intend to issue the A Shares at a price lower than the latest audited net asset value per Share prior to the Proposed Issue.

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

(e) *Method of issuance*

The Proposed Issue will be conducted through a combination of targeted placement to strategic investors, offline placement to price consultation participants and pricing to qualified investors for online fund subscription or other issuance methods approved by the CSRC and/or the Shanghai Stock Exchange.

(f) *Strategic Allotment*

The Proposed Issue may be allotted to strategic investors. The specific plan for the allotment will be determined in accordance with the specific circumstances of the securities market at the time of the issuance and will be delegated by the Shareholders at the Extraordinary General Meeting and the Class Meetings to the Board or persons authorised by the Board in accordance with the applicable provisions of laws and regulations in the PRC, the approvals of the CSRC and the Shanghai Stock Exchange and the prevailing market conditions.

If the senior management and employees of the Company intend to participate in the strategic allotment and subscribe for new shares in the Proposed Issue, the Company will comply with the corresponding consideration procedures and other relevant required procedures in accordance with the requirements of the relevant laws and regulations in the PRC in due course and disclose them in detail in accordance thereunder.

In the event that any connected person of the Company intends to participate in the strategic allotment and the Company decides to allot and issue the A Shares to such participants, the Company will comply with the requirements under Chapter 14A of the Listing Rules in advance.

(g) *Method of underwriting*

The method of underwriting of the Proposed Issue is standby underwriting.

(h) *Place of listing*

The place for Proposed Listing is the Sci-Tech Board.

(i) *Timing of issue and listing*

The Company shall select the timing of the Proposed Issue within twelve months from the date of obtaining the decision of the CSRC on the consent for registration of the public issue of the A Shares; Upon the Company has obtained the approval of the Shanghai Stock Exchange, the Board shall determine the timing of the Proposed Listing and the Proposed Issue in consultation with the lead underwriter.

(j) *Use of proceeds*

The proceeds raised from the Proposed Issue, after deducting the relevant listing expenses, are intended to be used for research and development of surgical robots, industrialization of surgical robots, marketing system construction and academic promotion, as well as replenishing working capital.

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

(k) *Validity period of the resolutions*

The resolutions in respect of the Proposed Issue shall be valid for a period of twelve months from the date of consideration and approval at the Extraordinary General Meeting and the Class Meetings. If the Company is not able to complete the Proposed Issue within such validity period, the Company may convene and hold another general meeting and class meetings of the Shareholders to extend the validity period of the relevant resolutions.

3. To consider and approve the investment projects to be funded by the proceeds raised from the Proposed Issue and feasibility analysis. The proceeds raised by the Company from the Proposed Issue will be used for the following projects (the “**Projects**”) after deducting the issuance expenses and professional fees:

No.	Name of the project	Proposed Amount of investment from funds raised (RMB'000,000)
1	Research and development of surgical robots	1,500.00
2	Industrialization of surgical robots	170.00
3	Marketing system construction and academic promotion	410.00
4	Working capital	720.00
	Total	2,800.00

As the Proposed Issue is not expected to take place in 2022 and is further subject to the approvals of the CSRC and the Shanghai Stock Exchange, the market condition and other uncertainties, the Company anticipates that extra funding is necessary on top of the net proceeds from the Listing to support its ongoing R&D activities and commercialization of its pipeline products.

Without the proceeds from the Proposed Issue, the Company may need to finance its investment proceeds with cash balance and cash from operating activities through commercialization of the Company's pipeline products and bank borrowings, and thereby reducing the cashflow available and/or increasing the gearing ratio of the Company.

The Company will use the proceeds from the Proposed Issue in strict accordance with the relevant regulations in the PRC, and the proceeds may be used to replace the self-financing funds invested in the project in the previous stages and to pay the outstanding balance of the project in accordance with the requirements and procedures of relevant laws, regulations and regulatory documents. The Board considers that the extra proceeds raised from the Proposed Listing will enable the Group to maintain flexibility as to its general working capital and avoid creating financial burden to the Group.

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

In estimating the proceeds to be raised from the Proposed Issue, the Board has considered, apart from the net proceeds from the Listing, the total funding requirements of the Group's investment projects, the proposed offering percentage, the recent market capitalization of the Company and the future capital market trend. The expected amount of proceeds is not indicative of the issue price. The pricing of the Proposed Issue will be determined in the issuance process by the Company and the lead underwriter on the basis of the results of the enquiry from the price consultation participants.

The Board has fully analyzed the feasibility of the projects to be invested by the proceeds of the Proposed Issue and considers that such projects are feasible.

Within the scope of the above-mentioned proceeds investment projects, the Company may make appropriate adjustments to the order of investment and specific amounts of the corresponding fund-raising investment projects in accordance with the actual situation of the progress and financing needs of the projects.

When the proceeds from the Proposed Issue are available, if the actual net proceeds are less than the total amount of proceeds required for the above-mentioned projects, the shortfall shall be settled by the Company's self-financing funds. If the actual net proceeds exceed the total amount of proceeds required for the above-mentioned projects, the excessive amount will be used to supplement the working capital related to the Company's main business or utilized in accordance with the relevant regulations of the regulatory authorities.

It is agreed that the Company shall establish a dedicated account deposit system for the proceeds, which will be deposited in a dedicated account decided by the Board for centralized management and dedicated use.

4. To consider and approve the authorization to the Board and its authorized persons to deal with matters relating to the Proposed Issue and the Proposed Listing at their absolute discretion.

The authorization proposed to be granted to the Board shall include without limitation:

- (a) To handle the reporting matters and relevant procedural works of the Proposed Issue and the Proposed Listing, including but not limited to the approval, registration, filing, registration and consent procedures with relevant government departments, regulatory bodies and stock exchanges, securities registration and settlement institutions; to sign, execute, amend and complete all necessary documents related to the Proposed Issue and the Proposed Listing (including but not limited to letter of intent, prospectus, sponsorship agreement, underwriting agreement, listing agreement, declaration and undertaking and various announcements, etc.);
- (b) In accordance with the requirements of the CSRC and the Shanghai Stock Exchange and the actual situation of the securities market, to decide specifically on the number of issues, the target subscribers, the issue price, the pricing method, the method of issue, the strategic allotment, the over-allotment option, the timing of the issue, etc. within the issue proposal to be considered and approved at the Extraordinary General Meeting and the Class Meetings;

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

- (c) According to the implementation of the plan for the Proposed Issue, market conditions, policy adjustments and the views or recommendations of the regulatory authorities, make necessary adjustments to the specific contents of the plan for the Proposed Issue;
- (d) Within the scope of the total investment amount of the fund-raising investment projects considered and approved by the Extraordinary General Meeting and the Class Meetings, decide on the specific implementation plan of the projects; the Board shall, based on the actual operational needs of the Company and on the basis of full demonstration of the feasibility of the fund-raising investment projects, make changes, additions, deletions or other forms of adjustments to the investment direction of the Proposed Issue and the scale of fund-raising and other related matters; in accordance with the actual progress of the project, organize and implement the construction of the project with its own or self-financing funds before the availability of the proceeds from the Proposed Issue; when the proceeds from the Proposed Issue become available, utilize the proceeds to replace the indirect financing such as own funds and bank loans invested in the project which shall be invested with the proceeds; determine the dedicated deposit account for the proceeds; enter into the tripartite supervision agreement for the proceed; specific implementation of the investment of the proceeds after the completion of the Proposed Issue and Proposed Listing; enter into major contracts and relevant legal documents involved in the implementation of the investment projects of the proceeds, etc;
- (e) According to the results of the implementation of the plan for the Proposed Issue and the opinions or suggestions of the regulatory bodies, make adaptive amendments to the relevant provisions of the Articles of Association and relevant internal systems, and to handle registration/filing matters such as the registration of changes in industrial and commercial registration;
- (f) Make or amend the public commitments made by the Company in relation to the Proposed Issue and Proposed Listing in accordance with the laws and regulations and the opinions or requirements of the regulatory bodies;
- (g) After the completion of the Proposed Issue, handle matters in relation to the registration and settlement of the A Shares with China Securities Depository and Clearing Corporation Limited, including but not limited to the registration of share custody, circulation lock-up and other matters;
- (h) Engage intermediaries such as the sponsor, underwriter, legal adviser and auditor for the Proposed Issue and Proposed Listing, negotiate with the intermediaries to determine the service fees and enter into the engagement agreement;
- (i) In the event of force majeure or other circumstances sufficient to make the plan of the Proposed Issue difficult to implement, or that the implementation of the plan of the Proposed Issue would bring extremely adverse consequences to the Company, exercise the discretion to suspend or terminate of the plan of the Proposed Issue;
- (j) To handle other matters related to the Proposed Issue and Proposed Listing as appropriate and suitable;
- (k) The above authorization shall be valid for a period of twelve months from the date of consideration and approval by the Extraordinary General Meeting and the Class Meetings.

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

On the basis that this proposal has been considered and approved by the Extraordinary General Meeting and the Class Meetings, the Board has agreed to further authorize the chairman of the Board and the general manager (president) of the Company to carry out the above-mentioned authorizations.

5. To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Issue:

For any undistributed accumulated profit before the Proposed Issue and the Proposed Listing, it is proposed that such profit shall be shared between the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the issue.

For any unrecovered loss prior to the Proposed Issue and the Proposed Listing, it is proposed that such loss shall be borne by the new and existing Shareholders after the Proposed Issue and the Proposed Listing in proportion to their shareholdings after the Proposed Issue.

6. To consider and approve the “Share Price Stabilization Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.
7. To consider and approve the “Shareholder Dividend Distribution Plan within Three Years after Initial Public Offering and Listing of RMB-denominated Ordinary Shares (A-shares) on Sci-Tech Board”.
8. To consider and approve the undertakings and restraining measures relating to the Proposed Issue and the Proposed Listing, and to authorize the Board to make appropriate undertakings for the purpose of the Proposed Issue in accordance with the laws, regulations and regulatory documents of the PRC, the relevant regulations and policies of the securities regulatory departments, and combining the review for the Proposed Listing in practice and the actual situation of the Company.
9. To consider and approve the analysis on dilution on immediate return by the Proposed Issue and adoption of recovery measures.
10. To consider and approve the Proposed Amendments.

By order of the Board
Shanghai MicroPort MedBot (Group) Co., Ltd.
Mr. Sun Hongbin
Chairman

Shanghai, China, 4 June 2022

NOTICE OF THE 2022 THIRD H SHAREHOLDERS' CLASS MEETING

Notes:

1. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both dates inclusive, during which period no transfer of H Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's share registrar in Hong Kong, 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, 15 June 2022.
2. A Shareholder entitled to attend and vote at the above H Shareholders' Class Meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In the case of joint holders of any Shares, any one of such persons may vote at the H Shareholders' Class Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the H Shareholders' Class Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of him/her attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 24 hours before the time fixed for holding of the H Shareholders' Class Meeting (i.e. not later than 12:30 p.m. on Monday, 20 June 2022). The completion and delivery of the form of proxy shall not preclude the Shareholder from attending and voting in person at the H Shareholders' Class Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. All resolution at the H Shareholders' Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
6. Shareholders attending the H Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
7. References to dates and time in this notice are to Hong Kong dates and time. The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

As at the date of this circular, the executive Director is Dr. He Chao, the non-executive Directors are Mr. Sun Hongbin, Mr. Sun Xin and Mr. Chen Chen, and the independent non-executive Directors are Ms. Lee Kit Ying, Dr. Li Minghua and Mr. Yao Haisong.