
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Airdoc Technology Co., Ltd., you should at once hand this circular together with the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Beijing Airdoc Technology Co., Ltd.
北京鷹瞳科技發展股份有限公司

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

(Stock code: 2251)

- (1) 2022 REPORT OF THE BOARD OF DIRECTORS**
- (2) 2022 REPORT OF THE BOARD OF SUPERVISORS**
- (3) 2022 ANNUAL REPORT**
- (4) 2022 FINANCIAL ACCOUNTS REPORT**
- (5) 2023 FINANCIAL BUDGET**
- (6) 2022 PROFIT DISTRIBUTION PLAN**
- (7) REMUNERATION PLAN FOR DIRECTORS**
- (8) PROPOSED CHANGE OF AUDITORS**
- (9) 2023 EXTERNAL DONATION LIMIT**
- (10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING**

A notice convening the AGM of Beijing Airdoc Technology Co., Ltd. to be held at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC on Tuesday, June 27, 2023 at 11:00 a.m. is set out on pages 76 to 78 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.airdoc.com).

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 11:00 a.m. on Monday, June 26, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM if they so wish. References to dates and time in this circular are to Hong Kong dates and time.

May 25, 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
I. INTRODUCTION	3
II. MATTERS TO BE CONSIDERED AT THE AGM	4
III. THE AGM	7
IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES	7
V. PROXY ARRANGEMENT	7
VI. VOTING BY POLL	8
VII. RECOMMENDATION	8
VIII. RESPONSIBILITY STATEMENT	8
APPENDIX I — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	9
APPENDIX II — 2022 WORK REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS	70
NOTICE OF 2022 ANNUAL GENERAL MEETING	76

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2022 annual general meeting of the Company to be held on Tuesday, June 27, 2023 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to China and the PRC do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Beijing Airdoc Technology Co., Ltd. (北京鷹瞳科技發展股份有限公司), a joint stock company incorporated in the PRC with limited liability on September 9, 2015
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of the AGM”	the notice of AGM dated May 25, 2023, a copy of which is set out on pages 76 to 78 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company



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北京鷹瞳科技發展股份有限公司

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

(Stock code: 2251)

Executive Directors:

Mr. ZHANG Dalei (張大磊)
(Chairman and chief executive officer)
Dr. CHEN Yuzhong (陳羽中)
Mr. CHEN Hailong (陳海龍)
Ms. WANG Lin (王林)

Non-Executive Directors:

Mr. CHEN Xin (陳欣)
Ms. ZHU Tingyao (朱艇遙)

Independent Non-executive Directors:

Mr. NG Kong Ping Albert (吳港平)
Dr. WU Yangfeng (武陽豐)
Dr. HUANG Yanlin (黃彥林)

*Head Office, Registered Office
and Principal Place of Business
in the PRC:*

Room 21, 4th Floor, Building 2, A2 Yard
West Third Ring North Road
Haidian District
Beijing
PRC

*Principal Place of Business
in Hong Kong:*

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

May 25, 2023

To the Shareholders:

Dear Sir or Madam,

- (1) 2022 REPORT OF THE BOARD OF DIRECTORS**
 - (2) 2022 REPORT OF THE BOARD OF SUPERVISORS**
 - (3) 2022 ANNUAL REPORT**
 - (4) 2022 FINANCIAL ACCOUNTS REPORT**
 - (5) 2023 FINANCIAL BUDGET**
 - (6) 2022 PROFIT DISTRIBUTION PLAN**
 - (7) REMUNERATION PLAN FOR DIRECTORS**
 - (8) PROPOSED CHANGE OF AUDITORS**
 - (9) 2023 EXTERNAL DONATION LIMIT**
 - (10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- AND**
- NOTICE OF 2022 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with the Notice of the AGM 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 AGM.

At the AGM, ordinary resolutions will be proposed to consider and approve:

- (1) the report of the Board of Directors for the year of 2022 (the “**2022 Report of the Board of Directors**”);
- (2) the report of the Board of Supervisors for the year of 2022 (the “**2022 Report of the Board of Supervisors**”);
- (3) the annual report of the Group for the year of 2022 (the “**2022 Annual Report**”) and its abstract;
- (4) the financial accounts report of the Group for the year of 2022 (the “**2022 Financial Accounts Report**”);
- (5) the financial budget of the Group for the year of 2023 (the “**2023 Financial Budget**”);
- (6) the profit distribution plan of the Company for the year of 2022 (the “**2022 Profit Distribution Plan**”);
- (7) the remuneration plan for Directors;
- (8) the proposed change of auditors for the year of 2023; and
- (9) the external donation limit of the Company for the year of 2023 (the “**2023 External Donation Limit**”).

At the AGM, a special resolution will be proposed to consider and approve:

- (10) the proposed amendments to the Articles of Association.

Matters to be proposed at the AGM for the Shareholders’ consideration only and not for approval include: listening to the 2022 work report of all independent non-executive directors, the full text of which is set out in Appendix II to this circular.

LETTER FROM THE BOARD

II. MATTERS TO BE CONSIDERED AT THE AGM

Ordinary Resolutions

(1) 2022 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Report of the Board of Directors, the full text of which is set out in the 2022 Annual Report.

(2) 2022 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Report of the Board of Supervisors, the full text of which is set out in the 2022 Annual Report.

(3) 2022 Annual Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Annual Report. The 2022 Annual Report is set out and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.airdoc.com).

(4) 2022 Financial Accounts Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Financial Accounts Report, the full text of which is set out in the 2022 Annual Report.

(5) 2023 Financial Budget

An ordinary resolution will be proposed at the AGM to consider and approve the following 2023 Financial Budget.

Taking into consideration our operations and business status, level of costs and expenses, business objectives for the year of 2023, industry conditions and development prospects, based on the 2022 Financial Accounts Report, the Company's 2023 financial budget is estimated to be approximately RMB244 million, which will be mainly used for research and development expenses, production of product and product candidates, investment in fixed assets and daily operations.

(6) 2022 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Profit Distribution Plan. According to the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution for the year ended December 31, 2022. The Company has decided not to make profit distribution or convert the capital reserve to increase the registered capital in 2022.

LETTER FROM THE BOARD

(7) Remuneration Plan for Directors

An ordinary resolution will be proposed at the AGM to consider and approve the following remuneration plan for Directors:

The executive Directors holding positions in senior management of the Company will receive remuneration in accordance with the remuneration standards of senior management determined by the Board and/or their employment contracts signed with the Company.

The non-executive Directors will not receive directors' fee from the Company.

As the independent non-executive Directors of the Company, Mr. NG Kong Ping Albert (吳港平), Dr. WU Yangfeng (武陽豐) and Dr. HUANG Yanlin (黃彥林) will receive an annual director's fee of RMB280,000, RMB180,000 and RMB180,000 from the Company, respectively.

(8) Proposed Change of Auditors

Reference is made to the announcement of the Company dated May 23, 2023 in respect of the proposed change of auditors of the Company for the year of 2023. The Board has resolved that for the purpose of upholding good corporate governance and further optimizing management costs having taken into account the practical needs of the Company, it is an appropriate time to change the current auditors of the Company, KPMG, which has been holding its office for four consecutive years, after it retires with effect from the conclusion of the AGM.

The Board has proposed not to re-appoint KPMG as the auditors of the Company after its retirement upon conclusion of the AGM. The Company has communicated with KPMG with respect to the change of auditors and learnt that they have no objection to the change. The Company has confirmed with KPMG that they have no disagreement between them and the Company and that there are no matters related to their retirement that need to be brought to the attention of the Shareholders. The Company would like to extend its sincere gratitude to KPMG for their quality services provided to the Group in previous years.

The Board has asked the audit committee of the Company to consider proposed retirement of KPMG and make recommendations on the appointment of new auditors. After due and careful discussion and consideration, taking into account, among other things, the proposed fees, independence and professional standing of the proposed new auditor, members of the audit committee of the Company unanimously agreed that, subject to the approval by the Shareholders at the AGM, Ernst & Young, which is an international renowned professional accounting firm, be appointed as the auditors of the Group following the retirement of KPMG with effect from the conclusion of the AGM and until the conclusion of the next annual general meeting of the Company. The Board also proposes that the audit fee for the year ending December 31, 2023 will be RMB2.88 million.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to consider and approve the proposed change of auditors and to fix the aforesaid remuneration of the new auditors.

(9) 2023 External Donation Limit

To enhance the cooperation with medical experts, discover cutting-edge technologies and make commitment to social welfare, the Board proposes to the Shareholders that the Board be authorized to make donations within an aggregate amount of US\$1.0 million (inclusive) for the year of 2023 at the Board's discretion. Upon approval of the authorization by the Shareholders at the AGM, the Board may further delegate such authorization to (i) the chairman of the Board to make decisions on external donations within an aggregate amount of US\$500,000 (inclusive) for the year of 2023, and (ii) the relevant departments of the Group to deal with the matters in relation to the implementation of external donations. The 2023 External Donation Limit applies to the period commencing from the date of approval at the AGM to the date of the next annual general meeting of the Company during which the relevant matter will be considered.

An ordinary resolution will be proposed at the AGM to consider and approve 2023 External Donation Limit.

Special Resolution

(10) Proposed Amendments to the Articles of Association

Reference is made to the announcement dated May 23, 2023 of the Company in relation to, among others, the proposed amendments to the Articles of Association. In view of the fact that the State Council of the PRC and the China Securities Regulatory Commission published relevant laws, regulations and regulatory rules recently, in order to continue to comply with all applicable regulatory requirements, including, amongst other things, the Company Law of the PRC, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guideline on the Articles of Association of Listed Companies (Revised in 2022), as well as the core shareholder protection standards as set out in Appendix 3 to the Listing Rules, the Company proposes to amend its Articles of Association based on the actual situation of the Company. The Board has resolved to approve the proposed amendments to the Articles of Association, the details of which are set out in Appendix I attached hereto.

Save for the amendments to the Articles of Association set out in Appendix I hereto, other provisions of the Articles of Association remain unchanged.

A special resolution will be proposed at the AGM by the Board of Directors to consider and approve, among other things, the proposal in relation to the proposed amendments to the Articles of Association. The amended Articles of Association shall become effective on the date of passing the relevant resolution at the AGM. Prior to the passing of the relevant resolution at the AGM, the prevailing Articles of Association shall remain valid.

LETTER FROM THE BOARD

Listening to Report

2022 Work Report of Independent Non-executive Directors

In accordance with the relevant regulatory requirements, all independent non-executive Directors of the Company have prepared their 2022 work report, the full text of which is set out in Appendix II to this circular for Shareholders' review but not for their approval.

III. THE AGM

The AGM will be held at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC on Tuesday, June 27, 2023 at 11:00 a.m.. Notice convening the AGM is set out on pages 76 to 78 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.airdoc.com).

IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Wednesday, June 21, 2023 to Tuesday, June 27, 2023 both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares of the Company who are entitled to attend and vote at the forthcoming AGM to be held on Tuesday, June 27, 2023.

To be eligible to attend and vote at the AGM, all properly completed transfer documents must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, June 20, 2023.

V. PROXY ARRANGEMENT

The form of proxy of the AGM is enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 11:00 a.m. on Monday, June 26, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

LETTER FROM THE BOARD

VI. VOTING BY POLL

Any vote of Shareholders at the AGM must be taken by poll except where the chairman of the AGM, 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. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders is required to abstain from voting on the above resolutions at the AGM.

VII. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of these proposed resolutions.

VIII. RESPONSIBILITY STATEMENT

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

By order of the Board
Beijing Airdoc Technology Co., Ltd.
Mr. ZHANG Dalei
Chairman of the Board

This English version of the proposed amendments to the Articles of Association is for reference only. If there is any discrepancy between the English and Chinese version, the Chinese version shall prevail.

The full text of the proposed amendments to the Articles of Association is set out as follows:

No.	Article before amendments	Article after amendments
1.	<p>Article 1</p> <p>These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereafter referred to as the “Special Regulations”), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (hereafter referred to as the “Mandatory Provisions”), the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (CSRC Overseas Letter [1995] No. 1), the Opinions on Further Promoting the Regular Operation of Companies Listed Abroad and Deepening the Reform, the Reply of the State Council on Adjusting the Provisions Applicable to the Notice Period and Other Matters of the General Meeting of Shareholders by Overseas Listed Companies (State Council Letter [2019] No. 97) and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as the “Hong Kong Listing Rules”) as well as other relevant laws, administrative regulations and normative documents, and referred to the Guideline on the Articles of Association of Listed Companies (Revised in 2022) for the purposes of safeguarding the legitimate rights and interests of Beijing Airdoc Technology Co., Ltd. (hereafter referred to as the “Company”), its shareholders and creditors and regulating the organization and conducts of the Company.</p>	<p>Article 1</p> <p>These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereafter referred to as the “Special Regulations”), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (hereafter referred to as the “Mandatory Provisions”), the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (CSRC Overseas Letter [1995] No. 1), the Opinions on Further Promoting the Regular Operation of Companies Listed Abroad and Deepening the Reform, the Reply of the State Council on Adjusting the Provisions Applicable to the Notice Period and Other Matters of the General Meeting of Shareholders by Overseas Listed Companies (State Council Letter [2019] No. 97) and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as the “Hong Kong Listing Rules”), <u>the Trial Administrative Measures of Overseas Securities Offerings and Listings by Domestic Companies, the Applicable Guidelines under Regulatory Rules — Listed Category No. 1 for Overseas Issuance</u> as well as other relevant laws, administrative regulations and normative documents, and referred to the Guideline on the Articles of Association of Listed Companies (Revised in 2022) for the purposes of safeguarding the legitimate rights and interests of Beijing Airdoc Technology Co., Ltd. (hereafter referred to as the “Company”), its shareholders and creditors and regulating the organization and conducts of the Company.</p>

No.	Article before amendments	Article after amendments
2.	<p>Article 4</p> <p>The registered name of the Company:</p> <p>Full Name in Chinese: 北京鷹瞳科技發展股份有限公司</p> <p>Full Name in English: Beijing Airdoc Technology Co., Ltd.</p> <p>Article 5</p> <p>Company Domicile: Room 21, 4F, Building 2, Court 2, West Third Ring Road, Haidian District, Beijing Postal Code: 100089</p> <p>Tel: 010-82362300</p> <p>Fax No.: 010-82362300</p>	<p>Article 4</p> <p>The registered name of the Company:</p> <p>Full Name in Chinese: 北京鷹瞳科技發展股份有限公司</p> <p>Full Name in English: Beijing Airdoc Technology Co., Ltd.</p> <p>Article 5</p> <p>Company Domicile: Room 21, 4F, Building 2, Court 2, West Third Ring Road, Haidian District, Beijing Postal Code: 100089</p> <p>Tel: 010-82362300</p> <p>Fax No.: 010-82362300</p>
3.	<p>Article 10</p> <p>These Articles of Association are the code of conduct of the Company and have been adopted by the General Meeting of Shareholders of the Company through an ad hoc resolution. They shall take effect and be implemented as of the date on which the overseas listed foreign shares of the Company are listed for trading at the Stock Exchange of Hong Kong Limited, and supersede the former Articles of Association registered with the industry and commerce administration authority. As of the date of validity, these Articles of Association shall constitute a document with the legal binding force governing the organization and conducts of the Company as well as the relations of rights and obligations between the Company and the shareholders, and between the shareholders.</p>	<p>Article 10</p> <p>These Articles of Association are the code of conduct of the Company and have been adopted by the General Meeting of Shareholders of the Company through an ad hoc resolution. They shall take effect and be implemented as of the date on which the overseas listed foreign shares of the Company are listed for trading at the Stock Exchange of Hong Kong Limited <u>these Articles of Association are submitted by the Board of Directors of the Company to the shareholders' general meeting for consideration and approval</u>, and supersede the former Articles of Association registered with the industry and commerce administration authority. As of the date of validity, these Articles of Association shall constitute a document with the legal binding force governing the organization and conducts of the Company as well as the relations of rights and obligations between the Company and the shareholders, and between the shareholders.</p>

No.	Article before amendments	Article after amendments
4.	<p>Article 19</p> <p>The Company can, upon the approval from the securities regulator of the State Council, offer shares to domestic investors and overseas investors.</p> <p>The term “overseas investors” under the preceding sentence refers to those investors in foreign countries, Hong Kong, Macao and Taiwan who buy the shares offered by the Company, and the term “domestic investors” under the preceding sentence means the shareholders residing in the territory of the People’s Republic of China, excluding the aforesaid regions, who purchase the shares issued by the Company.</p>	<p>Article 19¹⁸</p> <p>The Company can, upon the approval<u>filing and registration</u> from the securities regulator of the State Council, offer shares to domestic investors and overseas investors.</p> <p>The term “overseas investors” under the preceding sentence refers to those investors in foreign countries, Hong Kong, Macao and Taiwan who buy the shares offered by the Company, and the term “domestic investors” under the preceding sentence means the shareholders residing in the territory of the People’s Republic of China, excluding the aforesaid regions, who purchase the shares issued by the Company.</p>

No.	Article before amendments	Article after amendments
5.	<p>Article 20</p> <p>The shares issued by the Company to domestic investors and subscribed in Renminbi are called domestic shares. The shares issued overseas by the Company to overseas investors and subscribed in foreign currencies are called foreign shares. The foreign shares listed at an overseas stock exchange are called overseas listed foreign shares.</p> <p>The term “foreign currencies” as said in the prior sentence means the legal tenders of other countries or territories other than Renminbi that are recognized by the foreign exchange administration of the state and can be used to pay the share price to the Company.</p> <p>The overseas shares issued by the Company listed on the Stock Exchange of Hong Kong Limited are called H shares in short. H shares mean the shares listed at the Stock Exchange of Hong Kong Limited after approval, denominated in Renminbi, and subscribed and traded in the foreign currency. The domestic shares may be converted into H shares upon the approval from the State Council or the authority authorized by the State Council and the consent from the Stock Exchange of Hong Kong Limited.</p> <p>Domestic shareholders and foreign shareholders are both common shareholders, enjoy the same rights to the dividend and the distribution in any other form and bear the same obligations.</p>	<p>Article 20¹⁹</p> <p>The shares issued by the Company to domestic investors and subscribed in Renminbi are called domestic shares. The shares issued overseas by the Company to overseas investors and subscribed in foreign currencies <u>in accordance with the Trial Administrative Measures of Overseas Securities Offerings and Listings by Domestic Companies and other relevant regulations</u> are called foreign shares. The foreign shares listed at an overseas stock exchange are called overseas listed foreign shares.</p> <p>The term “foreign currencies” as said in the prior sentence means the legal tenders of other countries or territories other than Renminbi that are recognized by the foreign exchange administration of the state and can be used to pay the share price to the Company.</p> <p>The overseas shares issued by the Company listed on the Stock Exchange of Hong Kong Limited are called H shares in short. H shares mean the shares listed at the Stock Exchange of Hong Kong Limited after approval, denominated in Renminbi, and subscribed and traded in the foreign currency. The domestic shares may be converted into H shares upon the approval from the State Council or the authority authorized by the State Council and the consent from the Stock Exchange of Hong Kong Limited.</p> <p>Domestic shareholders and foreign shareholders are both common shareholders, enjoy the same rights to the dividend and the distribution in any other form and bear the same obligations.</p>

No.	Article before amendments	Article after amendments
	<p>The shares issued by the Company but not listed at any domestic or overseas stock exchange are called the unlisted shares. Upon the approval from the securities regulator of the State Council, the domestic shareholders of the Company can transfer their shares to overseas investors, and such shares may be listed and traded overseas at the overseas stock exchange to the extent permitted by related laws, administrative regulations and departmental regulations after the overseas shares of the Company are issued and listed. The listing and trading of the aforesaid shares at an overseas stock exchange shall also comply with the regulatory procedures, provisions and requirements of the overseas stock market. The listing and trading of the transferred shares at an overseas stock exchange require no holding of class shareholders' meeting and voting.</p>	<p>The shares issued by the Company but not listed at any domestic or overseas stock exchange are called the unlisted shares. Upon the approval from the securities regulator of the State Council, the domestic shareholders of the Company can transfer their shares to overseas investors, and such shares may be listed and traded overseas at the overseas stock exchange to the extent permitted by related laws, administrative regulations and departmental regulations after the overseas shares of the Company are issued and listed. The listing and trading of the aforesaid shares at an overseas stock exchange shall also comply with the regulatory procedures, provisions and requirements of the overseas stock market. The listing and trading of the transferred shares at an overseas stock exchange require no holding of class shareholders' meeting and voting.</p>
6.	<p>Article 24</p> <p>The Board of Directors of the Company may arrange the separate implementation to issue the overseas listed foreign shares and the domestically listed domestic shares after obtaining the approval from the securities regulator of the State Council.</p>	<p>Article 24</p> <p>The Board of Directors of the Company may arrange the separate implementation to issue the overseas listed foreign shares and the domestically listed domestic shares after obtaining the approval from the securities regulator of the State Council.</p>
7.	<p>Article 25</p> <p>The Company may implement the plan to issue overseas listed foreign shares and the domestic shares within 15 months after the approval by the securities regulator of the State Council, according to the provision under the preceding sentence.</p>	<p>Article 25</p> <p>The Company may implement the plan to issue overseas listed foreign shares and the domestic shares within 15 months after the approval by the securities regulator of the State Council, according to the provision under the preceding sentence.</p>
8.	<p>Article 26</p> <p>When issuing overseas listed foreign shares and domestic shares separately to the extent of the total shares as determined under the issuance plan, the Company shall raise the proceeds in full amount at one time; When it is unable to raise the proceeds in full amount at one time, the Company may also issue such shares in batches after obtaining the approval from the securities regulator of the State Council.</p>	<p>Article 26</p> <p>When issuing overseas listed foreign shares and domestic shares separately to the extent of the total shares as determined under the issuance plan, the Company shall raise the proceeds in full amount at one time; When it is unable to raise the proceeds in full amount at one time, the Company may also issue such shares in batches after obtaining the approval from the securities regulator of the State Council.</p>

No.	Article before amendments	Article after amendments
9.	<p>Article 28</p> <p>Out of the operation and development needs, the Company can increase the registered capital in the following ways pursuant to the provisions of laws and administrative regulations after resolved by the General Meeting of Shareholders:</p> <p>(I) Issue new shares to nonspecific investors;</p> <p>(II) Place new shares to the existing shareholders;</p> <p>(III) Distribute new shares to existing shareholders;</p> <p>(IV) Issue new shares to specific investors;</p> <p>(V) Convert the reserve into the capital; and</p> <p>(VI) Other forms specified by the laws and administrative regulations and approved by relevant regulator.</p>	<p>Article 2824</p> <p>Out of the operation and development needs, the Company can increase the registered capital in the following ways pursuant to the provisions of laws and administrative regulations after resolved by the General Meeting of Shareholders:</p> <p>(I) Issue new shares to nonspecific investors <i>for public offering</i>;</p> <p>(II) Place new shares to the existing shareholders <i>for non-public offering</i>;</p> <p>(III) Distribute new<i>bonus</i> shares to existing shareholders;</p> <p>(IV) Issue new shares to specific investors;</p> <p>(V) Convert the reserve into the capital; and</p> <p>(VI) Other forms specified by the laws and administrative regulations and approved by relevant regulator.</p>

No.	Article before amendments	Article after amendments
10.	<p>Article 31</p> <p>Upon the approval from relevant competent authority of the State, the Company may buy back the circulating shares of the Company by adopting such resolution through the procedure stipulated by these Articles of Association in accordance with laws, administrative regulations and department regulations, when the following circumstances occur:</p> <p>(I) Reduce the registered capital of the Company;</p> <p>(II) Merge with other companies holding the Company shares;</p> <p>(III) Use the shares for the employment stock ownership plan or equity incentive;</p> <p>(IV) The shareholders require the Company acquire the shares they hold if such shareholders disagree with the merger and separation resolution made by the General Shareholders Meeting; or</p> <p>(V) Use the shares to convert the corporate bonds issued by the Company convertible into the shares;</p> <p>(VI) Satisfy the need to safeguard the values of the Company as well as the rights and interests of the shareholders;</p> <p>(VII) Other situations permitted by laws and administrative regulations.</p> <p>The Company shall not trade its shares unless any of the aforesaid circumstances occurs.</p>	<p>Article 31²⁷</p> <p>Upon the approval from relevant competent authority of the State, t<u>The Company may buy back the circulating shares of the Company by adopting such resolution through the procedure stipulated by these Articles of Association in accordance with laws, administrative regulations and department regulations, when the following circumstances occur:</u></p> <p>(I) Reduce the registered capital of the Company;</p> <p>(II) Merge with other companies holding the Company shares;</p> <p>(III) Use the shares for the employment stock ownership plan or equity incentive;</p> <p>(IV) The shareholders require the Company acquire the shares they hold if such shareholders disagree with the merger and separation resolution made by the General Shareholders Meeting; or</p> <p>(V) Use the shares to convert the corporate bonds issued by the Company convertible into the shares;</p> <p>(VI) Satisfy the need to safeguard the values of the Company as well as the rights and interests of the shareholders;</p> <p>(VII) Other situations permitted by laws and administrative regulations.</p> <p>The Company shall not trade its shares unless any of the aforesaid circumstances occurs.</p>

No.	Article before amendments	Article after amendments
11.	<p>Article 32</p> <p>The repurchase of the Company's shares, upon the approval by the relevant national competent authorities, may be conducted in any of the following manners:</p> <p>(I) making a repurchase offer to all shareholders in the same proportion;</p> <p>(II) repurchase through open transactions in a stock exchange;</p> <p>(III) repurchase by way of off-market agreement outside a stock exchange;</p> <p>(IV) other methods approved by laws, administrative regulations or regulatory authorities.</p>	<p>Article 32²⁸</p> <p>The repurchase of the Company's shares, upon the approval by the relevant national competent authorities, may be conducted in any of the following manners:</p> <p>(I) making a repurchase offer to all shareholders in the same proportion;</p> <p>(II) repurchase through open transactions in a stock exchange;</p> <p>(III) repurchase by way of off-market agreement outside a stock exchange;</p> <p>(IV) other methods approved by laws, administrative regulations or regulatory authorities.</p>
12.	<p>Article 33</p> <p>When the Company is to repurchase shares by way of off-market agreement outside a stock exchange, prior approval shall be obtained from the general meeting in accordance with the Articles of Association. Upon prior approval of the general meeting obtained in the same manner, the Company may rescind or change contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>For the purposes of the above paragraph, contracts for the repurchase of shares shall include (but not be limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p>	<p>Article 33</p> <p>When the Company is to repurchase shares by way of off market agreement outside a stock exchange, prior approval shall be obtained from the general meeting in accordance with the Articles of Association. Upon prior approval of the general meeting obtained in the same manner, the Company may rescind or change contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>For the purposes of the above paragraph, contracts for the repurchase of shares shall include (but not be limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p>

No.	Article before amendments	Article after amendments
13.	<p>Article 35</p> <p>Shares repurchased in accordance with law by the Company cancelled within the period required by laws and administrative regulations, and the Company shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>Acquisition of the Company's shares for reasons set out in (I) and (II) of Article 31 of the Articles of Association shall be subject to resolution at a general meeting. Acquisition of the Company's shares in circumstances as provided in (III), (V) and (VI) of Article 31 of the Articles of Association shall be resolved by more than two-thirds of the directors present at the board meeting in accordance with the authorization of the general meeting.</p> <p>After the Company has repurchased its shares in accordance with the Articles of Association, such shares shall be cancelled within 10 days after buyback in the circumstance set out in (I) of Article 31 of the Articles of Association, or shall be transferred or cancelled within six months under circumstances set out in (II) and (IV) of Article 31 of the Articles of Association; total shares held by the Company shall not exceed 10% of the total issued shares of the Company under the circumstances set out in (III), (V) and (VI) of Article 31 of the Articles of Association, and such shares shall be transferred or cancelled within 3 years.</p> <p>When the Company repurchases its shares in the circumstances as set out in (III), (V) and (VI) of Article 31 of the Articles of Association, such repurchase shall be conducted by way of public and centralized trading.</p>	<p>Article 35<u>30</u></p> <p>Shares repurchased in accordance with law by the Company cancelled within the period required by laws and administrative regulations, and the Company shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>Acquisition of the Company's shares for reasons set out in (I) and (II) of Article 31<u>28</u> of the Articles of Association shall be subject to resolution at a general meeting. Acquisition of the Company's shares in circumstances as provided in (III), (V) and (VI) of Article 31<u>28</u> of the Articles of Association shall be resolved by more than two-thirds of the directors present at the board meeting in accordance with the authorization of the general meeting.</p> <p>After the Company has repurchased its shares in accordance with the Articles of Association, such shares shall be cancelled within 10 days after buyback in the circumstance set out in (I) of Article 31<u>28</u> of the Articles of Association, or shall be transferred or cancelled within six months under circumstances set out in (II) and (IV) of Article 31<u>28</u> of the Articles of Association; total shares held by the Company shall not exceed 10% of the total issued shares of the Company under the circumstances set out in (III), (V) and (VI) of Article 31<u>28</u> of the Articles of Association, and such shares shall be transferred or cancelled within 3 years.</p> <p>When the Company repurchases its shares in the circumstances as set out in (III), (V) and (VI) of Article 31 of the Articles of Association, such repurchase shall be conducted by way of public and centralized trading.</p>

No.	Article before amendments	Article after amendments
	<p>Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws.</p> <p>After the Company lawfully cancelled such shares, the Company shall apply to the original company registration authority for registration of the change of its registered capital and make relevant announcement.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.</p>	<p>Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws.</p> <p>After the Company lawfully cancelled such shares, the Company shall apply to the original company registration authority for registration of the change of its registered capital and make relevant announcement.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.</p>

No.	Article before amendments	Article after amendments
14.	<p>Article 36</p> <p>Unless the Company has already entered the liquidation stage, it must comply with the following provisions in buying back its issued and outstanding shares:</p> <p>(I) where the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profit and from the proceeds of a new share issuance made to repurchase the old shares;</p> <p>(II) where the Company buy backs shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profit and from the proceeds of a new share issuance made to buy back the old shares. The portion in excess of the par value shall be handled according to the following methods:</p> <ol style="list-style-type: none"> 1. where the shares bought back were issued at their par value, the amount shall be deducted from the book balance of distributable profit; 2. where the shares bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and from the proceeds of a new share issuance made to buy back the old shares; however, the amount deducted from the proceeds of the new share issuance may not exceed the total premium obtained at the time of issuance of the old shares nor may it exceed the amount in the Company's share premium account (or capital reserve funds account) (including the premiums from the new share issuance) at the time of buy-back; 	<p>Article 36</p> <p>Unless the Company has already entered the liquidation stage, it must comply with the following provisions in buying back its issued and outstanding shares:</p> <p>(I) where the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profit and from the proceeds of a new share issuance made to repurchase the old shares;</p> <p>(II) where the Company buy backs shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profit and from the proceeds of a new share issuance made to buy back the old shares. The portion in excess of the par value shall be handled according to the following methods:</p> <ol style="list-style-type: none"> 1. where the shares bought back were issued at their par value, the amount shall be deducted from the book balance of distributable profit; 2. where the shares bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and from the proceeds of a new share issuance made to buy back the old shares; however, the amount deducted from the proceeds of the new share issuance may not exceed the total premium obtained at the time of issuance of the old shares nor may it exceed the amount in the Company's share premium account (or capital reserve funds account) (including the premiums from the new share issuance) at the time of buy-back;

No.	Article before amendments	Article after amendments
	<p>(III) the amount paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of the right to repurchase its own shares; 2. modification of any contract for repurchase of its own shares; 3. release from any of its obligations under any repurchase contracts. <p>(IV) after the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares at the par value shall be included in the Company's share premium account (or capital reserve funds account).</p> <p>Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.</p>	<p>(III) the amount paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of the right to repurchase its own shares; 2. modification of any contract for repurchase of its own shares; 3. release from any of its obligations under any repurchase contracts. <p>(IV) after the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares at the par value shall be included in the Company's share premium account (or capital reserve funds account).</p> <p>Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.</p>

No.	Article before amendments	Article after amendments
15.	<p>Article 37</p> <p>Save as otherwise specified by laws, regulations, and listing rules in the place where the Company's shares are listed, shares of the Company paid up may be transferred freely and are not subject to any liens. Transfer of overseas-listed foreign shares listed in Hong Kong shall be registered with the share registrar designated by the Company.</p> <p>The Company shall not accept objects pledged with shares of the Company.</p> <p>Transfer of any overseas listed foreign shares shall be executed with a written instrument of transfer with a common format or other format accepted by the Board (including the standard transfer format or transfer form specified from time to time by Hong Kong Stock Exchange), which instrument may be signed by hand or (if the transferor or transferee is a company) affixed with the corporate seal. If the transferor or transferee of the Company's shares is a recognized clearing house (hereinafter referred to as "Recognized Clearing House") or agent thereof defined in Hong Kong laws, the written instrument of transfer may be signed in printed form.</p> <p>All overseas listed foreign shares listed in Hong Kong for which full payment has been made may be transferred freely in accordance with the Articles of Association; save under the following conditions, the Board may refuse to recognize any instrument of transfer without providing any reason:</p> <p>(I) The instrument of transfer and other documents relating to or affecting ownership of any shares shall be registered and a sum of HK\$2.5 (per transfer document) or a higher sum as agreed by the Hong Kong Stock Exchange shall be paid to the Company, which shall not exceed the maximum amount as stated in the Hong Kong Listing Rules from time to time;</p>	<p>Article 3731</p> <p>Save as otherwise specified by laws, regulations, and listing rules in the place where the Company's shares are listed, shares of the Company paid up may be transferred freely and are not subject to any liens. Transfer of overseas-listed foreign shares listed in Hong Kong shall be registered with the share registrar designated by the Company.</p> <p>The Company shall not accept objects pledged with shares of the Company.</p> <p>Transfer of any overseas listed foreign shares shall be executed with a written instrument of transfer with a common format or other format accepted by the Board (including the standard transfer format or transfer form specified from time to time by Hong Kong Stock Exchange), which instrument may be signed by hand or (if the transferor or transferee is a company) affixed with the corporate seal. If the transferor or transferee of the Company's shares is a recognized clearing house^{corporation} (hereinafter referred to as "Recognized Clearing House") or agent thereof defined in Hong Kong laws, the written instrument of transfer may be signed in printed form.</p> <p>All overseas listed foreign shares listed in Hong Kong for which full payment has been made may be transferred freely in accordance with the Articles of Association; save under the following conditions, the Board may refuse to recognize any instrument of transfer without providing any reason:</p> <p>(I) The instrument of transfer and other documents relating to or affecting ownership of any shares shall be registered and a sum of HK\$2.5 (per transfer document) or a higher sum as agreed by the Hong Kong Stock Exchange shall be paid to the Company, which shall not exceed the maximum amount as stated in the Hong Kong Listing Rules from time to time;</p>

No.	Article before amendments	Article after amendments
	<p>(II) The instrument of transfer only involves overseas listed foreign shares listed in Hong Kong;</p> <p>(III) Stamp duty payable has been paid for the instrument of transfer;</p> <p>(IV) It is required to provide relevant share certificates and evidence reasonably required by the Board to prove that the transferor has the right to transfer the said shares;</p> <p>(V) If the shares are transferred to joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) The Relevant Shares are not subject to lien of any company; and</p> <p>(VII) No shares shall be transferred to any minors or mentally defective persons or any other legally incapacitated persons.</p> <p>If the Company refuses to register the share transfer, the Company shall send the transferor and the transferee a notice of refusal to register the said share transfer within 2 months after the request for transfer is submitted.</p> <p>If listing rules of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p>	<p>(II) The instrument of transfer only involves overseas listed foreign shares listed in Hong Kong;</p> <p>(III) Stamp duty payable has been paid for the instrument of transfer;</p> <p>(IV) It is required to provide relevant share certificates and evidence reasonably required by the Board to prove that the transferor has the right to transfer the said shares;</p> <p>(V) If the shares are transferred to joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) The Relevant Shares are not subject to lien of any company; and</p> <p>(VII) No shares shall be transferred to any minors or mentally defective persons or any other legally incapacitated persons.</p> <p>If the Company refuses to register the share transfer, the Company shall send the transferor and the transferee a notice of refusal to register the said share transfer within 2 months after the request for transfer is submitted.</p> <p>If listing rules of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p>

No.	Article before amendments	Article after amendments
16.	<p>Chapter 4 Financial Assistance for Purchasing the Company's Shares</p> <p>Article 40</p> <p>The Company or its subsidiaries shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the Company. Such purchasers of the Company's shares referred to above shall include persons that directly or indirectly undertake obligations for the purpose of purchasing shares in the Company.</p> <p>The Company or its subsidiaries shall not at any time provide any financial assistance in any form to the above obligors in order to reduce or discharge their obligations.</p> <p>The provisions of this article do not apply to the circumstances set out in Article 42 of the Articles of Association.</p>	<p>Chapter 4 Financial Assistance for Purchasing the Company's Shares</p> <p>Article 40</p> <p>The Company or its subsidiaries shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the Company. Such purchasers of the Company's shares referred to above shall include persons that directly or indirectly undertake obligations for the purpose of purchasing shares in the Company.</p> <p>The Company or its subsidiaries shall not at any time provide any financial assistance in any form to the above obligors in order to reduce or discharge their obligations.</p> <p>The provisions of this article do not apply to the circumstances set out in Article 42 of the Articles of Association.</p>

No.	Article before amendments	Article after amendments
17.	<p>Article 41</p> <p>Financial assistance referred to in this chapter shall include but not be limited to:</p> <p>(I) gift;</p> <p>(II) guarantee (including the case where the guarantor undertakes liability or provides property to ensure fulfillment of obligations by the obligor), compensation (excluding compensation arising out of the Company’s own error), termination or waiver of rights;</p> <p>(III) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligation of performance by the other party to the contract, or a change in the party to such loan or contract as well as the assignment of rights under such loan or contract;</p> <p>(IV) financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company’s net assets.</p> <p>“Undertake obligations” as referred to herein include the undertaking of an obligation by the obligor by entering into a contract or making an arrangement or by changing its financial position in any other way; whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligor individually or jointly with any other person.</p>	<p>Article 41</p> <p>Financial assistance referred to in this chapter shall include but not be limited to:</p> <p>(I) gift;</p> <p>(II) guarantee (including the case where the guarantor undertakes liability or provides property to ensure fulfillment of obligations by the obligor), compensation (excluding compensation arising out of the Company’s own error), termination or waiver of rights;</p> <p>(III) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligation of performance by the other party to the contract, or a change in the party to such loan or contract as well as the assignment of rights under such loan or contract;</p> <p>(IV) financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company’s net assets.</p> <p>“Undertake obligations” as referred to herein include the undertaking of an obligation by the obligor by entering into a contract or making an arrangement or by changing its financial position in any other way; whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligor individually or jointly with any other person.</p>

No.	Article before amendments	Article after amendments
18.	<p>Article 42</p> <p>The following acts are not deemed as prohibited under Article 40 of the Articles of Association:</p> <p>(I) where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares of the Company, or the financial assistance is an incidental part of an overall plan of the Company;</p> <p>(II) lawful distribution of the Company’s property in the form of dividends;</p> <p>(III) distribution of dividends in the form of shares;</p> <p>(IV) a reduction of registered capital, repurchase of shares, adjustment to shareholding structure effected in accordance with these Articles of Association;</p> <p>(V) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same results in a reduction, the financial assistance is paid out of the Company’s distributable profits);</p> <p>(VI) the provision of funds by the Company for an employee shareholding plan (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profits).</p>	<p>Article 42</p> <p>The following acts are not deemed as prohibited under Article 40 of the Articles of Association:</p> <p>(I) where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares of the Company, or the financial assistance is an incidental part of an overall plan of the Company;</p> <p>(II) lawful distribution of the Company’s property in the form of dividends;</p> <p>(III) distribution of dividends in the form of shares;</p> <p>(IV) a reduction of registered capital, repurchase of shares, adjustment to shareholding structure effected in accordance with these Articles of Association;</p> <p>(V) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same results in a reduction, the financial assistance is paid out of the Company’s distributable profits);</p> <p>(VI) the provision of funds by the Company for an employee shareholding plan (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profits).</p>

No.	Article before amendments	Article after amendments
19.	<p>Article 43</p> <p>Share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other matters required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>China Securities Depository and Clearing Co., Ltd. is the registrar and depository of share certificates held by domestic shareholders of the Company, the data recorded in the securities book-keeping system of China Securities Depository and Clearing Co., Ltd. shall prevail in determining the particulars of the register of shareholders of domestic shares and the number of shares held by such shareholders. The Company may take the form of overseas depository receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.</p> <p>During the listing of the Company's H shares on the Hong Kong Stock Exchange, the Company shall at any time ensure that the following statements are included in all title documents (including H share certificates) relating to its securities listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such individual holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</p>	<p>Article 43³⁴</p> <p>Share certificates of the Company shall be in registered form. <u>The Company may issue registered or bearer shares certificates.</u></p> <p>In addition to those provided in the Company Law, a share certificate of the <u>registered shares certificates issued by</u> the Company shall also contain any other matters required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>China Securities Depository and Clearing Co., Ltd. is the registrar and depository of share certificates held by domestic shareholders of the Company, the data recorded in the securities book-keeping system of China Securities Depository and Clearing Co., Ltd. shall prevail in determining the particulars of the register of shareholders of domestic shares and the number of shares held by such shareholders. The Company may take the form of overseas depository receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.</p> <p>During the listing of the Company's H shares on the Hong Kong Stock Exchange, the Company shall at any time ensure that the following statements are included in all title documents (including H share certificates) relating to its securities listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such individual holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</p>

No.	Article before amendments	Article after amendments
	<p>(I) the purchaser of the shares and the Company and each of its shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law and other relevant laws, administrative regulations, Special Regulations and the Articles of Association;</p> <p>(II) the purchaser of the shares agrees with the Company, each of the Company's shareholders, directors, supervisors and senior management members, and the Company, acting on behalf of itself and each of the directors, supervisors and senior management members, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights in relation to the Company's affairs arising from the Articles of Association or any rights or obligations under the Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive;</p> <p>(III) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder;</p> <p>(IV) the purchaser of the shares authorizes the Company to enter into a contract on his/her behalf with each of the directors and senior management members, pursuant to which the directors and senior management members undertake to observe and fulfill their responsibilities under the Articles of Association to the shareholders.</p>	<p>(I) the purchaser of the shares and the Company and each of its shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law and other relevant laws, administrative regulations, Special Regulations and the Articles of Association;</p> <p>(II) the purchaser of the shares agrees with the Company, each of the Company's shareholders, directors, supervisors and senior management members, and the Company, acting on behalf of itself and each of the directors, supervisors and senior management members, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights in relation to the Company's affairs arising from the Articles of Association or any rights or obligations under the Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive;</p> <p>(III) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder;</p> <p>(IV) the purchaser of the shares authorizes the Company to enter into a contract on his/her behalf with each of the directors and senior management members, pursuant to which the directors and senior management members undertake to observe and fulfill their responsibilities under the Articles of Association to the shareholders.</p>

No.	Article before amendments	Article after amendments
20.	<p>Article 44</p> <p>The share certificates shall be signed by the chairman of the board of directors. Where the stock exchange on which the Company’s shares are listed requires the share certificates to be signed by general manager or other senior management members of the Company, the share certificates shall also be signed by such general manager or other senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall be affixed with the Company’s seal under the authorization of the board of directors. The signatures of the chairman of the Board of Directors and general manager of the Company or other relevant senior management members on the share certificates may also be in printed.</p> <p>Under the conditions of paperless issuance and transactions, other requirements stipulated by the securities regulatory authorities and stock exchanges of the place where the Company’s shares are listed shall prevail.</p>	<p>Article 44</p> <p>The share certificates shall be signed by the chairman of the board of directors. Where the stock exchange on which the Company’s shares are listed requires the share certificates to be signed by general manager or other senior management members of the Company, the share certificates shall also be signed by such general manager or other senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall be affixed with the Company’s seal under the authorization of the board of directors. The signatures of the chairman of the Board of Directors and general manager of the Company or other relevant senior management members on the share certificates may also be in printed.</p> <p>Under the conditions of paperless issuance and transactions, other requirements stipulated by the securities regulatory authorities and stock exchanges of the place where the Company’s shares are listed shall prevail.</p>

No.	Article before amendments	Article after amendments
21.	<p>Article 45</p> <p>The Company shall make a register of shareholders based on the vouchers provided by securities registries. The register of shareholders shall record the following matters:</p> <p>(I) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid-up or payable in respect of shares held by each shareholder;</p> <p>(IV) the serial numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder is registered as shareholder;</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p>The share register shall be the sufficient evidence for the shareholders' shareholding in the Company unless there is evidence to the contrary. When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the shareholders whose names appear on the register of members are entitled to the relevant rights. Subject to compliance with the Articles of Association and other applicable provisions, upon the transfer of the shares of the Company, the name (title) of the transferee will be entered in the share register as the holder of such shares.</p>	<p>Article 45.35</p> <p>The Company shall make a register of shareholders based on the vouchers provided by securities registries. The register of shareholders shall record the following matters: <u>The Company issuing registered share certificates shall maintain a register of members which sets forth the following matters:</u></p> <p>(I) the name (title), address (domicile); occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid-up or payable in respect of shares held by each shareholder;</p> <p>(IV)<u>(III)</u> the serial numbers of the shares held by each shareholder;</p> <p>(V)<u>(IV)</u> the date on which each shareholder is registered as shareholder <u>acquired the shares</u>;</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p><u>The Company issuing bearer share certificates shall record the number, serial number and issuance date of its share certificates.</u></p> <p><u>Subject to these Articles of Association and other applicable provisions, the name of the transferee of registered share certificates shall be included in the share register as the holder of such registered share certificates upon the transfer of registered share certificates of the Company.</u></p>

No.	Article before amendments	Article after amendments
		<p>The share register shall be the sufficient evidence for the shareholders' shareholding in the Company unless there is evidence to the contrary. When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the shareholders whose names appear on the register of members are entitled to the relevant rights. Subject to compliance with the Articles of Association and other applicable provisions, upon the transfer of the shares of the Company, the name of the transferee will be entered in the share register as the holder of such shares. <u>The assignment and transfer to the registered share certificates shall be registered in the share register.</u></p>
22.	<p>Article 47</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign shares outside China and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be maintained 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 domicile. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate registers of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate registers of holders of overseas listed foreign shares, the original version shall prevail.</p>	<p>Article 4737</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign shares outside China and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong. <u>The part of the register of holders of overseas listed foreign shares relating to holders of shares listed on the Exchange shall be maintained in Hong Kong. The branch register of shareholders in Hong Kong to be open for inspection by shareholders but may permit the issuer to close the register on terms equivalent to section 632 of the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong).</u></p> <p>The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at the Company's domicile. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate registers of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate registers of holders of overseas listed foreign shares, the original version shall prevail.</p>

No.	Article before amendments	Article after amendments
23.	<p>Article 50</p> <p>No changes in the shareholders' register due to the transfer of shares may be made within 5 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends. Where laws and regulations of the PRC and the relevant laws, administrative regulations, departmental rules, regulatory documents and listing rules of the stock exchange where the company's shares are listed, have provisions on the period of closure of share register prior to the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>	<p>Article 50<u>40</u></p> <p>No changes in the shareholders' register due to the transfer of shares may be made within 5<u>20</u> days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends. Where laws and regulations of the PRC and the relevant laws, administrative regulations, departmental rules, regulatory documents and listing rules of the stock exchange where the company's shares are listed, have provisions on the period of closure of share register prior to the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>
24.	<p>Article 51</p> <p>When the Company convenes a general meeting, distributes dividends, enters into liquidation and engages in other activities that involve confirmation of equity interests, the Board shall determine a specific day for confirmation of equity interests. Shareholders named in the register of members by the end of the date of confirmation of equity interests shall be the shareholders of the Company.</p>	<p>Article 51<u>41</u></p> <p>When the Company convenes a general meeting, distributes dividends, enters into liquidation and engages in other activities that involve confirmation of equity interests, the Board <i>or the convener of the general meeting</i> shall determine a specific day for confirmation<i>the date of registration</i> of equity interests. Shareholders named in the register of members by the end of<i>after</i> the <i>closing</i> date of confirmation<i>registration</i> of equity interests shall be the shareholders of the Company<i>with relevant rights and interests</i>.</p>

No.	Article before amendments	Article after amendments
25.	<p>Article 53</p> <p>Any shareholder who is registered in, or any person who requests to have his/her name (title) entered into, the register of members may, if his/her share certificate (the “Original Certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his/her share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with the requirement of Article 143 of the Company Law.</p> <p>If a holder of overseas-listed foreign shares loses his/her share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed foreign shares is maintained.</p> <p>If a holder of overseas listed foreign shares of a Hong Kong listed company loses his/her share certificates and applies for their replacement, the replacement of his/her share certificates shall meet the following requirements:</p> <p>(I) the applicant shall submit an application in standard form as prescribed by the Company accompanied by a notarial document or statutory declaration. The notarial document or statutory declaration shall specify the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect to the Relevant Shares.</p> <p>(II) no statement has been received by the Company from any person other than the applicant for having his name registered as a holder of the Relevant Shares before the Company came to a decision to issue the replacement certificates.</p>	<p>Article 5343</p> <p>Any shareholder who is registered in, or any person who requests to have his/her name (title) entered into, the register of members may, if his/her share certificate (the “Original Certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his/her <i>registered</i> share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with the requirement of Article 143 of the Company Law.</p> <p>If a holder of overseas-listed foreign shares loses his/her <i>registered</i> share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed foreign shares is maintained.</p> <p>If a holder of overseas listed foreign shares of a Hong Kong listed company <i>the Company</i> loses his/her share certificates and applies for their replacement, the replacement of his/her share certificates shall meet the following requirements:</p> <p>(I) the applicant shall submit an application in standard form as prescribed by the Company accompanied by a notarial document or statutory declaration. The notarial document or statutory declaration shall specify the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect to the Relevant Shares.</p> <p>(II) no statement has been received by the Company from any person other than the applicant for having his name registered as a holder of the Relevant Shares before the Company came to a decision to issue the replacement certificates.</p>

No.	Article before amendments	Article after amendments
	<p>(III) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board of Directors. The announcement shall be made at least once every 30 days over a period of 90 days.</p> <p>(IV) the Company shall, prior to the publication of the announcement of its intention to issue a replacement certificate, deliver to the stock exchange where its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from the stock exchange that the announcement has been exhibited at its premises. The announcement shall be exhibited at the premises of the stock exchange for a period of 90 days.</p> <p>In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered holder a copy of the announcement to be published.</p> <p>(V) if, upon expiration of the 90-day period for announcement and exhibition referred to in items (III) and (IV) of this Article, the Company has not received any objection from any person to the issuance of replacement certificates, the Company may issue replacement certificates to the applicant according to his application.</p> <p>(VI) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and replacement issue into the register of shareholders accordingly.</p> <p>(VII) all expenses relating to the cancellation of an Original Certificate and the issuance of a replacement certificate by the Company shall be borne by the applicant. The Company has the right to refuse to take any action until a reasonable undertaking is provided by the applicant therefor.</p>	<p>(III) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board of Directors. The announcement shall be made at least once every 30 days over a period of 90 days.</p> <p>(IV) the Company shall, prior to the publication of the announcement of its intention to issue a replacement certificate, deliver to the stock exchange where its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from the stock exchange that the announcement has been exhibited at its premises. The announcement shall be exhibited at the premises of the stock exchange for a period of 90 days.</p> <p>In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered holder a copy of the announcement to be published.</p> <p>(V) if, upon expiration of the 90-day period for announcement and exhibition referred to in items (III) and (IV) of this Article, the Company has not received any objection from any person to the issuance of replacement certificates, the Company may issue replacement certificates to the applicant according to his application.</p> <p>(VI) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and replacement issue into the register of shareholders accordingly.</p> <p>(VII) all expenses relating to the cancellation of an Original Certificate and the issuance of a replacement certificate by the Company shall be borne by the applicant. The Company has the right to refuse to take any action until a reasonable undertaking is provided by the applicant therefor.</p>

No.	Article before amendments	Article after amendments
26.	<p>Article 57</p> <p>The Shareholders holding ordinary Shares shall enjoy the following rights:</p> <p>(I) to be entitled to dividends and other forms of distributions in proportion to the number of Shares;</p> <p>(II) to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with laws;</p> <p>(III) to supervise the operation activities of the Company, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge the Shares held by them in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(V) to obtain relevant information in accordance with the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2. to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (1) all parts of the register of members (the list of all shareholders at the close of trading on the record date of the Company's latest periodic report); 	<p>Article 57⁴⁷</p> <p>The Shareholders holding ordinary Shares shall enjoy the following rights:</p> <p>(I) to be entitled to dividends and other forms of distributions in proportion to the number of Shares;</p> <p>(II) to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting <u>rights to speak and vote</u> in accordance with laws;</p> <p>(III) to supervise the operation activities of the Company, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge the Shares held by them in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(V) to obtain relevant information in accordance with the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2. to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (1) all parts of the register of members (the list of all shareholders at the close of trading on the record date of the Company's latest periodic report);

No.	Article before amendments	Article after amendments
	<p>(2) personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time occupations and duties;</p> <p>(e) identification documents and their numbers;</p> <p>(3) the status of the Company's share capital;</p> <p>(4) the latest audited financial statements of the Company, and the reports of the Board, auditors and supervisors;</p> <p>(5) reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last accounting year and all the expenses paid by the Company therefor;</p> <p>(6) copy of the latest annual review report which has been filed with the competent administrations for market regulation or other competent authorities;</p> <p>(7) minutes of general meetings (only available for shareholders' inspection) and copies of the Company's resolutions of general meetings, Board meetings and meeting of Board of Supervisors, as well as special resolutions;</p>	<p>(2) personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time occupations and duties;</p> <p>(e) identification documents and their numbers;</p> <p>(3) the status of the Company's share capital;</p> <p>(4) the latest audited financial statements of the Company, and the reports of the Board, auditors and supervisors;</p> <p>(5) reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last accounting year and all the expenses paid by the Company therefor;</p> <p>(6) copy of the latest annual review report which has been filed with the competent administrations for market regulation or other competent authorities;</p> <p>(7) minutes of general meetings (only available for shareholders' inspection) and copies of the Company's resolutions of general meetings, Board meetings and meeting of Board of Supervisors, as well as special resolutions;</p>

No.	Article before amendments	Article after amendments
	<p>(8) counterfoils of corporate bonds.</p> <p>The Company shall deposit the documents in clauses (1) to (7) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the Hong Kong Listing Rules available for free inspection of the public and the holders of overseas-listed shares (except for the minutes of the general meeting for the inspection of shareholders only).</p> <p>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p> <p>(VI) 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 according to the number of shares held;</p> <p>(VII) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(VIII) any other rights required by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(8) counterfoils of corporate bonds.</p> <p>The Company shall deposit the documents in clauses (1) to (7) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the Hong Kong Listing Rules available for free inspection of the public and the holders of overseas-listed shares (except for the minutes of the general meeting for the inspection of shareholders only).</p> <p>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p> <p>(VI) 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 according to the number of shares held;</p> <p>(VII) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(VIII) any other rights required by laws, administrative regulations, departmental rules or the Articles of Association.</p>

No.	Article before amendments	Article after amendments
27.	<p>Article 63</p> <p>In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange of the place where the Company's shares are listed, while exercising shareholder's rights, the controlling shareholders shall not make such decisions by exercising their voting rights to the detriment of all or part of the shareholders' interests as below:</p> <p>(I) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(II) approving a director or a supervisor (for his/her own or other person's benefit) to deprive the Company of its property in any form, including (but not limited to) any opportunities that are favorable to the Company; or</p> <p>(III) approving a director or a supervisor (for his/her own or other person's benefit) to deprive other shareholders of their rights or interests, including (but not limited to) rights to distributions and voting rights, unless pursuant to a restructuring of the Company submitted to and adopted by the general meeting in accordance with the Articles of Association.</p>	<p>Article 63⁵³</p> <p>In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange of the place where the Company's shares are listed, while exercising shareholder's rights, the controlling shareholders shall not make such decisions by exercising their voting rights to the detriment of all or part of the shareholders' interests as below:</p> <p>(I) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(II) approving a director or a supervisor (for his/her own or other person's benefit) to deprive the Company of its property in any form, including (but not limited to) any opportunities that are favorable to the Company; or</p> <p>(III) approving a director or a supervisor (for his/her own or other person's benefit) to deprive other shareholders of their rights or interests, including (but not limited to) rights to distributions and voting rights, unless pursuant to a restructuring of the Company submitted to and adopted by the general meeting in accordance with the Articles of Association.</p>

No.	Article before amendments	Article after amendments
		<p><i>The controlling shareholder and the actual controller of the Company shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated such article and caused damage to the Company, they shall be liable for such damages.</i></p> <p><i>The controlling shareholder and the actual controller of the Company owe fiduciary duty to the Company and to the public shareholders of the Company. The controlling shareholder shall exercise its rights as an investor in strict compliance with law; the controlling shareholder shall not use profit distribution, asset restructuring, external investment, funds retention, provision of guarantee for borrowings and other schemes to act in detriment to the lawful rights and interests of the Company and the public shareholders, nor shall it exploit its controlling position in a manner detrimental to the interests of the Company and the public shareholders of the Company.</i></p>

No.	Article before amendments	Article after amendments
28.	<p>Article 64</p> <p>The term “controlling shareholder” in the Articles of Association shall refer to the shareholder satisfying any of the following conditions:</p> <p>(I) when acting alone or acting in concert with others, such shareholder has the power to elect half or a greater number of the directors;</p> <p>(II) when acting alone or acting in concert with others, such shareholder has the power to exercise or control the exercise of more than 30% of the Company’s voting rights;</p> <p>(III) when acting alone or acting in concert with others, such shareholder holds more than 30% of outstanding shares of the Company;</p> <p>(IV) when acting alone or acting in concert with others, such shareholder can obtain actual control of the Company in any other manner.</p> <p>“Acting in concert” mentioned herein means that two or more persons reach an agreement (verbal or written) whereby any of them obtains the voting rights over the Company in order to control or consolidate the control over the Company.</p>	<p>Article 64⁵⁴</p> <p>The term “controlling shareholder” in the Articles of Association shall refer to the shareholder satisfying any of the following conditions:<u>whose ordinary shares (including preference shares with restored voting rights) account for more than fifty percent of the total share capital of the Company, or who holds less than fifty percent of the total share capital but holds voting rights sufficient to have a material impact on resolutions of the general meeting.</u></p> <p>(I) when acting alone or acting in concert with others, such shareholder has the power to elect half or a greater number of the directors;</p> <p>(II) when acting alone or acting in concert with others, such shareholder has the power to exercise or control the exercise of more than 30% of the Company’s voting rights;</p> <p>(III) when acting alone or acting in concert with others, such shareholder holds more than 30% of outstanding shares of the Company;</p> <p>(IV) when acting alone or acting in concert with others, such shareholder can obtain actual control of the Company in any other manner.</p> <p><u>“Acting in concert” mentioned herein means that two or more persons reach an agreement (verbal or written) whereby any of them obtains the voting rights over the Company in order to control or consolidate the control over the Company.</u></p>

No.	Article before amendments	Article after amendments
29.	<p>Article 66</p> <p>The controlling shareholders and the de facto controllers of the Company shall not use the connected relations to damage the interests of the Company; otherwise, they shall make compensation for the loss incurred by the Company. The controlling shareholders and the de facto controllers of the Company have fiduciary duties towards the Company and other shareholders of the Company. The controlling shareholders shall strictly abide by the law in exercising his rights as a capital contributor, and shall not make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or loan guarantee to damage the lawful interests of the Company and other shareholders, and shall not make use of their controlling position to damage the interests of the Company and other shareholders.</p>	<p>Article 66</p> <p>The controlling shareholders and the de facto controllers of the Company shall not use the connected relations to damage the interests of the Company; otherwise, they shall make compensation for the loss incurred by the Company. The controlling shareholders and the de facto controllers of the Company have fiduciary duties towards the Company and other shareholders of the Company. The controlling shareholders shall strictly abide by the law in exercising his rights as a capital contributor, and shall not make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or loan guarantee to damage the lawful interests of the Company and other shareholders, and shall not make use of their controlling position to damage the interests of the Company and other shareholders.</p>
30.	<p>Article 69</p> <p>Without the prior approval of the general meeting, the Company shall not conclude any contract with any person other than a director, supervisor, general manager and other senior management officer of the Company for the delegation of the whole business management or part of the important business management of the Company to that person.</p>	<p>Article <u>6958</u></p> <p>Without the prior approval of <u>a special resolution</u> of the general meeting, the Company shall not conclude any contract with any person other than a director, supervisor, general manager and other senior management officer of the Company for the delegation of the whole business management or part of the important business management of the Company to that person, <u>unless the company is in crisis or other special circumstances.</u></p>

No.	Article before amendments	Article after amendments
31.	<p>Article 70</p> <p>There are two types of general meetings: the annual general meetings and the extraordinary general meetings. Annual general meeting shall be held once every accounting year within six months after the end of the last year.</p> <p>Extraordinary general meeting shall be held when it is required. The Board shall hold an extraordinary general meeting within two months after the date on which any of the following circumstances occur:</p> <p>(I) the number of directors is less than the number stipulated by the Company Law or less than two-thirds of the number specified in the Articles of Association;</p> <p>(II) the outstanding losses of the Company amounted to one-third of the Company's total paid-in share capital;</p> <p>(III) shareholders individually or jointly holding 10% or more of the outstanding shares of the Company with voting rights request in writing (the number of the shares held is calculated based on the date that shareholders made such written request);</p> <p>(IV) whenever the Board of Supervisors considers it necessary;</p> <p>(V) when the Board of Supervisors proposes so;</p> <p>(VI) other circumstances as provided by laws, administrative regulations, departmental regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>	<p>Article 7059</p> <p>There are two types of general meetings: the annual general meetings and the extraordinary general meetings. Annual general meeting shall be held once every <u>accounting</u> year within six months after the end of the last accounting year.</p> <p>Extraordinary general meeting shall be held when it is required. The Board shall hold an extraordinary general meeting within two months after the date on which any of the following circumstances occur:</p> <p>(I) the number of directors is less than the number stipulated by the Company Law or less than two-thirds of the number specified in the Articles of Association;</p> <p>(II) the outstanding losses of the Company amounted to one-third of the Company's total paid-in share capital;</p> <p>(III) shareholders individually or jointly holding 10% or more of the outstanding shares of the Company with voting rights request in writing (the number of the shares held is calculated based on the date that shareholders made such written request);</p> <p>(IV) whenever the Board of Supervisors considers it necessary;</p> <p>(V) when the Board of Supervisors proposes so;</p> <p>(VI) other circumstances as provided by laws, administrative regulations, departmental regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>

No.	Article before amendments	Article after amendments
32.	<p>Article 75</p> <p>When the Company convenes a general meeting, shareholders individually or jointly holding more than 3% of the shares of the Company may submit an interim proposal in writing to the convener 10 days before the general meeting is held. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal.</p> <p>Save for the circumstances described in the preceding paragraph, after the notice of the general meeting, the convener shall not amend proposals listed in the notice of the general meeting or add new proposals.</p> <p>The general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting or that is inconsistent with the Articles of Association.</p>	<p>Article 7564</p> <p>When the Company convenes a general meeting, shareholders individually or jointly holding more than 3% of the shares of the Company may submit an interim proposal in writing to the convener 10 days before the general meeting is held. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal <u>and make a public announcement of the contents of such extempore proposal.</u></p> <p>Save for the circumstances described in the preceding paragraph, after the notice of the general meeting, the convener shall not amend proposals listed in the notice of the general meeting or add new proposals.</p> <p>The general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting or that is inconsistent with the Articles of Association.</p>
33.	<p>Article 80</p> <p>A notice of the shareholders' general meeting shall be in writing and including following contents:</p> <p>(I) shall state the time, venue and date of the meeting;</p> <p>(II) shall describe the matters and proposals to be discussed at the meeting;</p> <p>(III) shall provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Company in any other way;</p>	<p>Article 8069</p> <p>A notice of the shareholders' general meeting shall be in writing and including following contents:</p> <p>(I) shall state the time, venue and date <u>duration</u> of the meeting;</p> <p>(II) shall describe the matters and proposals to be discussed at the meeting;</p> <p>(III) shall provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Company in any other way;</p>

No.	Article before amendments	Article after amendments
	<p>(IV) in the event that any of the Directors, Supervisors, general manager and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(V) shall include the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VI) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a shareholder of the Company;</p> <p>(VII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(VIII) shall state the names and telephone numbers of the standing contact persons for the meeting;</p> <p>(IX) other matters required by laws, administrative regulations and normative documents.</p> <p>Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.</p>	<p>(IV) in the event that any of the Directors, Supervisors, general manager and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(V) shall include the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VI) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a shareholder of the Company;</p> <p>(VII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(VIII) shall state the names and telephone numbers of the standing contact persons for the meeting;</p> <p>(IX) <u>the registration date of equity interests for shareholders entitled to attend the shareholders' general meeting;</u></p> <p>(X) <u>the time and procedures for voting online or by other means;</u></p> <p>(XI) other matters required by laws, administrative regulations and normative documents.</p> <p>Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.</p>

No.	Article before amendments	Article after amendments
34.	/	<p><u>Article 73</u></p> <p><i>Every shareholder shall be entitled to appoint a proxy who needs not necessarily be a shareholder of the corporation and that every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the issuer and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorized officer. Individual shareholders attending a shareholders' general meeting in person shall produce their identity cards or other valid proof or evidence of their identities or certificate account card, and in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.</i></p>
35.	<p>Article 84</p> <p>The appointment of a proxy by a shareholder shall be in writing and signed by the appointer or the agent authorized by the shareholders in writing; or if the appointer is a legal person, shall be affixed with the legal person's seal or signed by its director or formally authorised agent.</p>	<p>Article 8474</p> <p><i>For a corporate shareholder, its legal representative or a proxy appointed by such legal representative shall attend a shareholders' general meeting. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives;</i> The appointment of a proxy by a shareholder shall be in writing and signed by the appointer or the agent authorized by the shareholders in writing; or if the appointer is a legal person, shall be affixed with the legal person's seal or signed by its director or formally authorised agent.</p>

No.	Article before amendments	Article after amendments
36.	<p>Article 85</p> <p>The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. Where such a power of attorney for voting is signed by a person authorized by the appointer, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the Company’s domicile or at such other place as specified in the notice of meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the general meeting of the Company as a representative.</p> <p>If the shareholder is a Recognized Clearing House (or agent thereof), the said shareholder may authorize one or more persons as he/she deems appropriate to act as his/her proxy at any general meeting or class meeting; however, where several persons are thus authorized, the power of attorney shall clearly state the number and class of the shares represented by each of the persons thus authorized. The power of attorney shall be signed by the persons authorized by the Recognized Clearing House. The person thus authorized may represent the Recognized Clearing House (or agent thereof) in exercising its rights at any meeting (without being required to present share certificate, certified power of attorney and/or further evidence of due authorization) as if that person is an individual shareholder of the Company.</p>	<p>Article 85⁷⁵</p> <p>The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. Where such a power of attorney for voting is signed by a person authorized by the appointer, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the Company’s domicile or at such other place as specified in the notice of meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the general meeting of the Company as a representative.</p> <p>If the shareholder is a Recognized Clearing House (or agent thereof), the said shareholder may authorize one or more persons as he/she deems appropriate to act as his/her proxy at any general meeting or class meeting; however, where several persons are thus authorized, the power of attorney shall clearly state the number and class of the shares represented by each of the persons thus authorized. The power of attorney shall be signed by the persons authorized by the Recognized Clearing House. The person thus authorized may represent the Recognized Clearing House (or agent thereof) in exercising its rights at any meeting (without being required to present share certificate, certified power of attorney and/or further evidence of due authorization) as if that person is an individual shareholder of the Company. <u><i>If the shareholder is a clearing house (or agent thereof), the clearing house shall be entitled to appoint a proxy or corporation representative to attend general meetings of the issuer, class meeting of the issuer and meetings of creditors and such proxy or corporation representative shall have the same statutory rights as other shareholders, including the rights to speak and to vote.</i></u></p>

No.	Article before amendments	Article after amendments
37.	/	<p><u>Article 77</u></p> <p><u>If the proxy form is signed by another person organized by the entrustor, the power of attorney or other authorization documents organized to be signed shall be notarized. The notarized power of attorney or other authorization documents and the proxy form shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.</u></p>
38.	<p>Article 95</p> <p>Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived his voting rights, and the corresponding poll will be counted as “Abstain”. When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>	<p>Article 9586</p> <p>Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting <u>express one of the following opinions on motions for voting: for, against or abstain, except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mainland-Hong Kong stock connect, may express opinions according to the intentions of actual holders</u>. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived his voting rights, and the corresponding poll will be counted as “Abstain”. When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>

No.	Article before amendments	Article after amendments
39.	<p>Article 96</p> <p>Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights in proportion to the amount of voting shares they represent. Each share carries the right to one vote. However, the Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>When the shareholders' general meeting considers connected transactions, the connected shareholders shall not participate in the voting provided that applicable laws, regulations or the listing rules of the stock exchange on which the Company's shares are listed requires. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the shareholders' general meeting shall fully disclose the voting results of the non-connected party shareholders.</p> <p>According to applicable laws and regulations and the Hong Kong Listing Rules, where any shareholder is required to waive his/her voting rights or is restricted to cast only affirmative or negative vote on a certain resolution, any vote cast by the said shareholder or proxy thereof in violation of the relevant provisions or restrictions shall not be counted into the voting results.</p>	<p>Article 96⁸⁷</p> <p>Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights in proportion to the amount of voting shares they represent. Each share carries the right to one vote. However, the Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>When the shareholders' general meeting considers connected transactions, the connected shareholders shall not participate in the voting, provided that applicable laws, regulations or the listing rules of the stock exchange on which the Company's shares are listed requires. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the shareholders' general meeting shall fully disclose the voting results of the non-connected party shareholders.</p> <p>According to applicable laws and regulations and the Hong Kong Listing Rules, where any shareholder is required to waive his/her voting rights or is restricted to cast only affirmative or negative vote on a certain resolution, any vote cast by the said shareholder or proxy thereof in violation of the relevant provisions or restrictions shall not be counted into the voting results.</p>

No.	Article before amendments	Article after amendments
40.	<p>Article 101</p> <p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) working reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution proposals and loss recovery proposals formulated by the Board;</p> <p>(III) appointment and removal of members of the Board and the Board of Supervisors (excluding employee representative supervisors), their remunerations and methods of payment;</p> <p>(IV) annual financial budgets and final accounts of the Company;</p> <p>(V) other matters than those that should be passed by special resolutions pursuant to the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>	<p>Article 101⁹²</p> <p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) working reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution proposals and loss recovery proposals formulated by the Board;</p> <p>(III) appointment and removal of members of the Board and the Board of Supervisors (excluding employee representative supervisors), their remunerations and methods of payment;</p> <p>(IV) annual financial budgets and final accounts of the Company;</p> <p>(V) other matters than those that should be passed by special resolutions pursuant to the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>

No.	Article before amendments	Article after amendments
41.	<p>Article 104</p> <p>The chairman of the meeting shall be responsible for determining whether a resolution has been passed pursuant to voting results. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p>	<p>Article 104<u>95</u></p> <p>The chairman<u>presider</u> of the meeting shall be responsible for determining whether a resolution has been passed pursuant to voting results. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p>
42.	<p>Article 111</p> <p>If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 113–117 of the Articles of Association. The quorum required for the class meeting held for this purpose (but not including an adjournment) shall be the holders representing at least one third of the outstanding shares of that class.</p>	<p>Article 111<u>102</u></p> <p>If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by <u>way of a special resolution of</u> a separate class meeting convened by the affected shareholders of that class in accordance with Articles 113<u>103</u>–117<u>108</u> of the Articles of Association. The quorum required for the class meeting held for this purpose (but not including an adjournment) shall be the holders representing at least one third of the outstanding shares of that class.</p>

No.	Article before amendments	Article after amendments
43.	<p>Article 113</p> <p>Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 112 hereof, except that the interested shareholders shall not have the right to vote at the class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a buy-back offer to all shareholders in the same proportion or has bought back its own shares through public trading on Hong Kong Stock Exchange in accordance with Article 32 hereof, the controlling shareholders as defined in Article 64 hereof shall be the “interested shareholders”;</p> <p>(II) if the Company has bought back its own shares by agreement outside Hong Kong Stock Exchange in accordance with Article 32 hereof, holders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>	<p>Article 113104</p> <p>Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 112103 hereof, except that the interested shareholders shall not have the right to vote at the class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a buy-back offer to all shareholders in the same proportion or has bought back its own shares through public trading on Hong Kong Stock Exchange in accordance with Article 3228 hereof, the controlling shareholders as defined in Article 6454 hereof shall be the “interested shareholders”;</p> <p>(II) if the Company has bought back its own shares by agreement outside Hong Kong Stock Exchange in accordance with Article 3228 hereof, holders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>
44.	<p>Article 114</p> <p>Resolutions of class meeting may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 113 hereof.</p>	<p>Article 114105</p> <p>Resolutions of class meeting may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 113104 hereof.</p>

No.	Article before amendments	Article after amendments
45.	<p>Article 115</p> <p>To hold a class meeting, the Company shall issue a written notice with reference to the time requirement for convening annual and extraordinary general meetings under Article 79 hereof, and notify all the Shareholders of the relevant class listed on the register of shareholders of the matters to be considered at the meeting and the meeting date and place by way of announcement.</p>	<p>Article 115<u>106</u></p> <p>To hold a class meeting, the Company shall issue a written notice with reference to the time requirement for convening annual and extraordinary general meetings under Article 79<u>69</u> hereof, and notify all the Shareholders of the relevant class listed on the register of shareholders of the matters to be considered at the meeting and the meeting date and place by way of announcement.</p>
46.	<p>Article 126</p> <p>The Board is responsible to the general meeting and exercises the following functions and powers:</p> <p>(I) to convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plan and investment scheme of the Company;</p> <p>(IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) to formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;</p> <p>(VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;</p> <p>(VIII) to decide on the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donation and external financing of the Company within the authority granted by the general meeting;</p>	<p>Article 126<u>117</u></p> <p>The Board is responsible to the general meeting and exercises the following functions and powers:</p> <p>(I) to convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plan and investment scheme of the Company;</p> <p>(IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) to formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;</p> <p>(VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;</p> <p>(VIII) to decide on the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donation and external financing of the Company within the authority granted by the general meeting;</p>

No.	Article before amendments	Article after amendments
	<p>(IX) to determine the setup of the Company's internal management structure;</p> <p>(X) to appoint or dismiss, or determine the remuneration, reward and punishment of, the general manager, the secretary of the board of directors and other senior officers of the Company; to appoint or dismiss officers such as chief financial officer according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments;</p> <p>(XI) to formulate the basic management system of the Company;</p> <p>(XII) to formulate the amendment to the Articles of Association;</p> <p>(XIII) to request the general meeting to engage or replace the accounting firm that provides audit service for the Company;</p> <p>(XIV) to decide on the investment, acquisition or disposal of assets, financing, connected transactions and other matters required to be decided by the Board pursuant to the Hong Kong Listing Rules;</p> <p>(XV) to debrief the work report of the general manager of the Company and check the works of the general manager;</p> <p>(XVI) to review, supervise, evaluate, manage and approve the material sustainable development matters;</p>	<p>(IX) to determine the setup of the Company's internal management structure;</p> <p>(X) to appoint or dismiss<u>determine the appointment or dismissal</u>, or determine the remuneration, reward and punishment of, the general manager, the secretary of the board of directors and other senior officers of the Company; to appoint or dismiss <u>senior</u> officers such as <u>deputy manager</u>, chief financial officer <u>of the Company</u> according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments;</p> <p>(XI) to formulate the basic management system of the Company;</p> <p>(XII) to formulate the amendment to the Articles of Association;</p> <p>(XIII) <u>to manage information disclosure of the Company;</u></p> <p>(XIV) to request the general meeting to engage or replace the accounting firm that provides audit service for the Company;</p> <p>(XIV)(XV)to decide on the investment, acquisition or disposal of assets, financing, connected transactions and other matters required to be decided by the Board pursuant to the Hong Kong Listing Rules;</p> <p>(XV)(XVI) to debrief the work report of the general manager of the Company and check the works of the general manager;</p> <p>(XVI)(XVII)to review, supervise, evaluate, manage and approve the material sustainable development matters;</p>

No.	Article before amendments	Article after amendments
	<p>(XVII) to manage the information disclosure of the Company according to laws and regulations, the Hong Kong Listing Rules and the internal rules and regulations of the Company;</p> <p>(XVIII) to decide on other major affairs of the Company, except for the matters that shall be resolved by the general meeting as specified in the Company Law and the Articles of Association;</p> <p>(XIX) Other functions and powers set out in and granted by the relevant laws, administrative regulations, departmental rules and Articles of Association.</p> <p>When the Board makes resolutions on the aforesaid matters, save for the matters set out in paragraphs (VI), (VII) and (XII) which require consent by more than two-thirds of the Directors through voting, the remaining matters may be approved by more than half of the Directors through voting.</p> <p>The Board shall make explanations to the general meeting on the nonstandard audit opinion issued by the certified public accountants on the Company's financial reports.</p>	<p>(XVII) to manage the information disclosure of the Company according to laws and regulations, the Hong Kong Listing Rules and the internal rules and regulations of the Company;</p> <p>(XVIII) to decide on other major affairs of the Company, except for the matters that shall be resolved by the general meeting as specified in the Company Law and the Articles of Association;</p> <p>(XIX) Other functions and powers set out in and granted by the relevant laws, administrative regulations, departmental rules and Articles of Association.</p> <p>When the Board makes resolutions on the aforesaid matters, save for the matters set out in paragraphs (VI), (VII) and (XII) which require consent by more than two-thirds of the Directors through voting, the remaining matters may be approved by more than half of the Directors through voting.</p> <p>The Board shall make explanations to the general meeting on the nonstandard audit opinion issued by the certified public accountants on the Company's financial reports.</p>
47.	<p>Article 129</p> <p>The Board of Directors discusses official business by way of the meetings of Board of Directors. Board meetings are divided into regular meetings and extraordinary meetings. Board meetings shall be held at least four times a year and convened by the chairman of the Board. A written notice shall be given to all the Directors at least 14 days prior to a regular meeting of the Board.</p>	<p>Article 129120</p> <p>The Board of Directors discusses official business by way of the meetings of Board of Directors. Board meetings are divided into regular meetings and extraordinary meetings. <u>The Board of Directors should meet regularly and board meetings shall be held at least four times a year at approximately quarterly intervals. It is expected regular board meetings will normally involve the active participation, either in person or through electronic means of communication, of a majority of directors entitled to be present. Therefore, the regular meetings of the Board of Directors will not include approval obtained from the Board of Directors by circulation of written resolutions.</u> and <u>The board meetings shall be convened</u> by the chairman of the Board. A written notice shall be given to all the Directors <u>and supervisors</u> at least 14 days prior to a regular meeting of the Board.</p>

No.	Article before amendments	Article after amendments
48.	<p>Article 152</p> <p>The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(I) to review the Company's financial position;</p> <p>(II) to monitor any acts on the part of directors and senior management officers in their performance of duties that may violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders' general meetings;</p> <p>(III) to demand directors and senior management officers to make rectification if their conduct has damaged the Company's interest;</p> <p>(IV) to review financial information such as the financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the Shareholders' general meetings; to conduct investigation if there is any doubt in the Company's operations, and engage certified public accountants and practicing auditors in the name of the Company to assist their review if necessary;</p> <p>(V) to propose the convening of an extraordinary general meeting, and convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duties specified under the Company Law;</p> <p>(VI) to submit proposals to the shareholders' general meeting;</p>	<p>Article 152143</p> <p>The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(I) <u>to review the periodic reports of the Company prepared by the Board and submit written review opinions thereon;</u></p> <p><u>(II)</u> to review the Company's financial position;</p> <p>(III) to monitor any acts on the part of directors and senior management officers in their performance of duties that may violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders' general meetings;</p> <p>(IV) to demand directors and senior management officers to make rectification if their conduct has damaged the Company's interest;</p> <p>(V) to review financial information such as the financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the Shareholders' general meetings; to conduct investigation if there is any doubt in the Company's operations, and engage certified public accountants and practicing auditors in the name of the Company to assist their review if necessary;</p> <p>(VI) to propose the convening of an extraordinary general meeting, and convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duties specified under the Company Law;</p> <p>(VII) to submit proposals to the shareholders' general meeting;</p>

No.	Article before amendments	Article after amendments
	<p>(VII) to propose convening of an extraordinary board meeting;</p> <p>(VIII) to negotiate with the directors or to bring an action against a director and senior management officer on behalf of the Company in accordance with the Company Law;</p> <p>(IX) 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>(VII) <u>(VIII)</u> to propose convening of an extraordinary board meeting;</p> <p>(VIII) <u>(IX)</u> to negotiate with the directors or to bring an action against a director and senior management officer on behalf of the Company in accordance with the Company Law;</p> <p>(IX) <u>(X)</u> 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>

No.	Article before amendments	Article after amendments
49.	<p>Article 154</p> <p>Resolutions of the Board of Supervisors shall be made by way of voting with one vote for each supervisor in the manner of open and written ballot.</p> <p>The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, and refusal to do so shall be regarded as having waived the voting rights at such meeting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having waived the voting rights at such meeting.</p> <p>Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or more of the members of Board of Supervisors.</p> <p>The Board of Supervisors shall keep minutes of resolutions on matters discussed at the meeting, and the attending supervisors shall sign on the minutes of the meeting. 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 Board of Supervisors shall be kept at the address of the company.</p> <p>In case of voting by correspondence, supervisors shall, after confirming their votes by signing their written opinions and voting intentions on the matters considered, fax the same to the office of Board of Supervisors. Supervisors participating in the voting by correspondence should submit the signed original copy of the voting paper to the Board of Supervisors within the period specified in the notice of meeting.</p>	<p>Article 154<u>145</u></p> <p>Resolutions of the Board of Supervisors shall be made by way of voting with one vote for each supervisor in the manner of open and written ballot.</p> <p>The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his intention by choosing one of the above. The chairman<u>presider</u> of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, and refusal to do so shall be regarded as having waived the voting rights at such meeting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having waived the voting rights at such meeting.</p> <p>Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or more of the members of Board of Supervisors.</p> <p>The Board of Supervisors shall keep minutes of resolutions on matters discussed at the meeting, and the attending supervisors shall sign on the minutes of the meeting. 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 Board of Supervisors shall be kept at the address of the company.</p> <p>In case of voting by correspondence, supervisors shall, after confirming their votes by signing their written opinions and voting intentions on the matters considered, fax the same to the office of Board of Supervisors. Supervisors participating in the voting by correspondence should submit the signed original copy of the voting paper to the Board of Supervisors within the period specified in the notice of meeting.</p>
50.	<p>Article 164</p> <p>Except for circumstances prescribed in Article 63 hereof, a director, supervisor, general manager and other senior management officers of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given in a general meeting.</p>	<p>Article 164<u>155</u></p> <p>Except for circumstances prescribed in Article 63 hereof, a director, supervisor, general manager and other senior management officers of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given in a general meeting.</p>

No.	Article before amendments	Article after amendments
51.	<p>Article 170</p> <p>A guarantee for a loan provided by the Company in breach of the first paragraph of Article 168 shall not be enforceable against the Company, unless:</p> <p>(I) The lender was not aware of the relevant circumstances when he provided a loan to a related party of any of the directors, supervisors, general managers and other senior management officers of the Company or of the Company's controlling shareholders;</p> <p>(II) The collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p>Article 170<u>161</u></p> <p>A guarantee for a loan provided by the Company in breach of the first paragraph of Article 168<u>159</u> shall not be enforceable against the Company, unless:</p> <p>(I) The lender was not aware of the relevant circumstances when he provided a loan to a related party of any of the directors, supervisors, general managers and other senior management officers of the Company or of the Company's controlling shareholders;</p> <p>(II) The collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>
52.	<p>Article 173</p> <p>The Company shall, with the prior approval of shareholders in a general meeting or by the Board of Directors, enter into a written contract with its director, supervisor or senior management officer regarding his remuneration. The written contract shall include at least the following provisions:</p> <p>(I) An undertaking by the directors, supervisors and senior management officers to the Company to observe Company Law, the Special Regulations, the Articles of Association, the Codes on Takeover and Mergers approved by the Hong Kong Securities and Futures Commission as amended from time to time, the Codes on Share Repurchases and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association, and that neither the contract nor his office is capable of assignment;</p> <p>(II) An undertaking by the directors, supervisors and senior management officers to the Company which represents each shareholder to observe and perform his obligations in accordance with the Articles of Association;</p> <p>(III) An arbitration clause as provided in Article 218 hereof.</p>	<p>Article 173<u>164</u></p> <p>The Company shall, with the prior approval of shareholders in a general meeting or by the Board of Directors, enter into a written contract with its director, supervisor or senior management officer regarding his remuneration. The written contract shall include at least the following provisions:</p> <p>(I) An undertaking by the directors, supervisors and senior management officers to the Company to observe Company Law, the Special Regulations, the Articles of Association, the Codes on Takeover and Mergers approved by the Hong Kong Securities and Futures Commission as amended from time to time, the Codes on Share Repurchases and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association, and that neither the contract nor his office is capable of assignment;</p> <p>(II) An undertaking by the directors, supervisors and senior management officers to the Company which represents each shareholder to observe and perform his obligations in accordance with the Articles of Association;</p> <p>(III) An arbitration clause as provided in Article 218<u>206</u> hereof.</p>

No.	Article before amendments	Article after amendments
	<p>The aforesaid emoluments include:</p> <p>(I) Emoluments in respect to his service as a director, supervisor or senior management officer of the Company;</p> <p>(II) Emoluments in respect to his service as a director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) Emoluments in respect to the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(IV) Payments to the director or supervisor as compensation for loss of office or as consideration in connection with his retirement.</p> <p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect to the foregoing matters except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>	<p>The aforesaid emoluments include:</p> <p>(I) Emoluments in respect to his service as a director, supervisor or senior management officer of the Company;</p> <p>(II) Emoluments in respect to his service as a director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) Emoluments in respect to the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(IV) Payments to the director or supervisor as compensation for loss of office or as consideration in connection with his retirement.</p> <p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect to the foregoing matters except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>

No.	Article before amendments	Article after amendments
53.	<p>Article 181</p> <p>The Company shall publish its financial reports twice every accounting year prepared in accordance with either international accounting standards or accounting standards of the overseas places where the Company's shares are listed. Namely, the interim financial report shall be published within two months after the end of the first six months of each accounting year and the annual financial report shall be published within four months after the end of each accounting year.</p> <p>The Company shall publish its results announcement twice every accounting year. Namely, the interim results announcement shall be published within two months after the end of the first six months of each accounting year and the annual results announcement shall be published within three months after the end of each accounting year.</p> <p>The Company shall not maintain books of accounts other than those provided for by law. The Company's assets shall not be deposited in an account maintained in the name of any individual.</p>	<p>Article 181172</p> <p>The Company shall publish its financial reports twice every accounting year prepared in accordance with either international accounting standards or accounting standards of the overseas places where the Company's shares are listed. Namely, the interim financial report shall be published within two months after the end of the first six months of each accounting year and the annual financial report shall be published within four months after the end of each accounting year.<u>The Company shall disclose its annual reports within four months from the ending date of each accounting year, and disclose its interim reports within two months from the ending date of the first half of each accounting year. The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations and the regulations of the CSRC and regulatory rules of the place where the shares of the Company are listed.</u></p> <p>The Company shall publish its results announcement twice every accounting year. Namely, the interim results announcement shall be published within two months after the end of the first six months of each accounting year and the annual results announcement shall be published within three months after the end of each accounting year.<u>Other regulations of the securities regulatory authorities at the place where the shares of the Company are listed shall prevail.</u></p> <p>The Company shall not maintain books of accounts other than those provided for by law. The Company's assets shall not be deposited in an account maintained in the name of any individual.</p>

No.	Article before amendments	Article after amendments
54.	<p>Article 187</p> <p>The Company shall appoint a receiving agent for holders of overseas-listed foreign 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 foreign 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 place 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 foreign shares listed on the Hong Kong Stock Exchange 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 under the listing rule of the stock exchange where the Company's shares are listed.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares if such warrants have been left uncashed. The Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>	<p>Article 187178</p> <p>The Company shall appoint a receiving agent for holders of overseas-listed foreign 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 foreign 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 place 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 foreign shares listed on the Hong Kong Stock Exchange 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 under the listing rule of the stock exchange where the Company's shares are listed.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares if such warrants have been left uncashed. The Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>

No.	Article before amendments	Article after amendments
	<p>In relation to the exercise of right to issue warrants to bearer, no new warrant shall be issued to replace one that has been lost unless the Company is satisfied beyond a reasonable doubt that the original warrant has been destroyed. The Company has the right to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas listed foreign shares who is untraceable under the following circumstances:</p> <p>(I) During a period of 12 years at least 3 dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(II) Upon expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the securities regulatory authority of the place where the Company's shares are listed.</p>	<p>In relation to the exercise of right to issue warrants to bearer, no new warrant shall be issued to replace one that has been lost unless the Company is satisfied beyond a reasonable doubt that the original warrant has been destroyed. The Company has the right to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas listed foreign shares who is untraceable under the following circumstances:</p> <p>(I) During a period of 12 years at least 3 dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(II) Upon expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the securities regulatory authority of the place where the Company's shares are listed.</p>
55.	<p>Article 191</p> <p>The accounting firm appointed by the Company shall hold its position from the conclusion of this annual general meeting until the conclusion of the next annual general meeting.</p>	<p>Article 191</p> <p>The accounting firm appointed by the Company shall hold its position from the conclusion of this annual general meeting until the conclusion of the next annual general meeting.</p>
56.	<p>Article 195</p> <p>The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the shareholders' general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</p>	<p>Article 195/85</p> <p>The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the shareholders' general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors. <u>The appointment, removal and remuneration (or the manner in which such remuneration is to be decided) of an accounting firm shall be approved by a majority of the issuer's shareholders or other body that is independent of the Board of Directors.</u></p>

No.	Article before amendments	Article after amendments
57.	<p>Article 196</p> <p>The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by a shareholder' general meeting. Such resolution shall be filed with the securities regulatory authority of the State Council.</p> <p>Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, to re-appoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) Before notice of meeting is given to the shareholders a copy of the appointment or removal proposal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(II) If the outgoing accounting firm makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:</p> <ol style="list-style-type: none"> 1. In any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations: and 2. Attach a copy of the representations to the notice and send it to every shareholder entitled to notice of general meeting in the manner stipulated in the Articles of Association. 	<p>Article 196186</p> <p>The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by a shareholder' general meeting. Such resolution shall be filed with the securities regulatory authority of the State Council.</p> <p>Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, to re-appoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) Before notice of meeting is given to the shareholders a copy of the appointment or removal proposal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(II) If the outgoing accounting firm makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:</p> <ol style="list-style-type: none"> 1. In any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations: and 2. Attach a copy of the representations to the notice and send it to every shareholder entitled to notice of general meeting in the manner stipulated in the Articles of Association.

No.	Article before amendments	Article after amendments
	<p>(III) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (II) of this Article, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.</p> <p>(IV) An accounting firm that is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. The shareholders' general meeting at which its term of office would otherwise have expired; 2. The shareholders' general meeting at that it is proposed to fill the vacancy caused by its removal; and 3. The shareholders' general meeting that is convened as a result of its resignation. <p>The accounting firm that is leaving its post shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>	<p>(III) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (II) of this Article, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.</p> <p>(IV) An accounting firm that is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. The shareholders' general meeting at which its term of office would otherwise have expired; 2. The shareholders' general meeting at that it is proposed to fill the vacancy caused by its removal; and 3. The shareholders' general meeting that is convened as a result of its resignation. <p>The accounting firm that is leaving its post shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>
58.	<p>Article 207</p> <p>Where the Company is to be dissolved under the circumstance specified in item (I) of Article 206, it may continue to exist by modifying the Articles of Association.</p> <p>Amendments to this Articles of Association in accordance with the provisions of the preceding paragraph must be approved by more than two-thirds of the voting rights held by shareholders attending the general meeting of shareholders.</p>	<p>Article 207197</p> <p>Where the Company is to be dissolved under the circumstance specified in item (I) of Article 206196, it may continue to exist by modifying the Articles of Association.</p> <p>Amendments to this Articles of Association in accordance with the provisions of the preceding paragraph must be approved by more than two-thirds of the voting rights held by shareholders attending the general meeting of shareholders.</p>

No.	Article before amendments	Article after amendments
59.	<p>Article 208</p> <p>Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) and (VI) of Article 206, 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 shareholders' general meeting. In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a People's Court for appointing relevant persons to form the liquidation committee for liquidation</p>	<p>Article 208<u>198</u></p> <p>Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) and (VI) of Article 206<u>196</u>, 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 shareholders' general meeting. In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a People's Court for appointing relevant persons to form the liquidation committee for liquidation</p>
60.	<p>Article 209</p> <p>Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board of Directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that the Board of Directors has conducted a comprehensive investigation into the affairs of the Company and is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.</p>	<p>Article 209</p> <p>Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board of Directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that the Board of Directors has conducted a comprehensive investigation into the affairs of the Company and is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.</p>

No.	Article before amendments	Article after amendments
61.	<p>Article 215</p> <p>The Company may amend the Articles of Association according to the provisions of laws, administrative regulations and the Articles of Association.</p>	<p>Article 215204</p> <p>The Company may amend the Articles of Association according to the provisions of laws, administrative regulations and the Articles of Association. <u>Under any one of the following circumstances, the Company shall amend its Articles of Association:</u></p> <p><u>(I) after amendment has been made to the Company Law or relevant laws or administrative regulations, the contents of the Articles of Association collide with the amended laws or administrative regulations;</u></p> <p><u>(II) the changes that the Company have undergone are inconsistent with the records made in the Articles of Association;</u></p> <p><u>(III) the shareholders' general meeting has resolved to amend the Articles of Association.</u></p>
62.	<p>Article 217</p> <p>Amendments to the Articles of Association that involve the contents of the Mandatory Provisions shall become effective upon approval by the approving department authorized by the State Council and securities committee of the State Council. 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 217</p> <p>Amendments to the Articles of Association that involve the contents of the Mandatory Provisions shall become effective upon approval by the approving department authorized by the State Council and securities committee of the State Council. Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the law.</p>

No.	Article before amendments	Article after amendments
63.	<p>Article 218</p> <p>The Company shall abide by the following principles for settlement of disputes:</p> <p>(I) Whenever any disputes or claims of rights arise between holders of overseas-listed foreign shares and the Company, holders of overseas-listed foreign shares and the Company's directors, supervisors, general manager or other senior management officers, or holders of overseas-listed foreign shares and holders of domestic shares, in respect to any rights or obligations arising from the Articles of Association, Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where the aforesaid disputes or claims of rights are referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company or the Company's shareholders, directors, supervisors, general manager or other senior management officers, comply with the decisions made through arbitration.</p> <p>Disputes in respect to the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p>	<p>Article 218206</p> <p>The Company shall abide by the following principles for settlement of disputes:</p> <p>(I) Whenever any disputes or claims of rights arise between holders of overseas listed foreign shares <u>foreign shareholders</u> and the Company, holders of overseas listed foreign shares <u>foreign shareholders</u> and the Company's directors, supervisors, general manager or other senior management officers, or holders of overseas listed foreign shares <u>foreign shareholders</u> and holders of domestic shares, in respect to any rights or obligations arising from the Articles of Association, Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where the aforesaid disputes or claims of rights are referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company or the Company's shareholders, directors, supervisors, general manager or other senior management officers, comply with the decisions made through arbitration.</p> <p>Disputes in respect to the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p>

No.	Article before amendments	Article after amendments
	<p>(II) A claimant may elect that arbitration be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Centre in accordance with Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(III) If any disputes or claims of rights arising from the sub-paragraph (I) above are settled by way of arbitration, the laws of the People's Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, unless otherwise provided in the laws and administrative regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p>	<p>(II) A claimant may elect that arbitration be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Centre in accordance with Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(III) If any disputes or claims of rights arising from the sub-paragraph (I) above are settled by way of arbitration, the laws of the People's Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, unless otherwise provided in the laws and administrative regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p>

No.	Article before amendments	Article after amendments
64.	<p>Article 219</p> <p>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, the meaning of “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, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” or “less than” does not include the underlying number. The “connected transaction” mentioned in this Articles of Association refers to the definition stipulated in the “Hong Kong Listing Rules”.</p> <p>The “connected transaction” mentioned in this Articles of Association refers to the definition stipulated in the “Hong Kong Listing Rules”.</p>	<p>Article 219<u>207</u></p> <p>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, the meaning of “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, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” or “less than” does not include the underlying number. The “connected transaction” mentioned in this Articles of Association refers to the definition stipulated in the “Hong Kong Listing Rules”.</p> <p>The “connected transaction” mentioned in this Articles of Association refers to the definition stipulated in the “Hong Kong Listing Rules”.</p>
65.	<p>Article 223</p> <p>The appendix to this Articles of Association include the “Rules of Procedure for the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and “Rules of Procedure for the Board of Supervisors”.</p>	<p>Article 223<u>211</u></p> <p>The appendix to this Articles of Association include the “Rules of Procedure for the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and “Rules of Procedure for the Board of Supervisors”, <u>in the event of any conflict between the “Rules of Procedure for the General Meeting of Shareholders”, “Rules of Procedure for the Board of Directors” and “Rules of Procedure for the Board of Supervisors” and the Articles of Association, the Articles of Association shall prevail.</u></p>
66.	<p>Article 224</p> <p>This Articles of Association shall be submitted by the Board of Directors to the general meeting of shareholders for review and approval, and shall become effective and implemented from the date when the Company’s H shares are listed for trading on the Hong Kong Stock Exchange.</p>	<p>Article 224<u>212</u></p> <p>This Articles of Association shall be submitted by the Board of Directors to the general meeting of shareholders for review and approval, and shall become effective and implemented from the date when the Company’s H shares are listed for trading on the Hong Kong Stock Exchange.<u>This Articles of Association shall become effective and implemented on the date of submission by the Board of Directors to the general meeting of shareholders for review and approval.</u></p>

If the serial numbering of the chapters and articles of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles made in this amendment, the serial numbering of the chapters and articles of the Articles of Association as so amended shall be changed accordingly, including cross-references.

This English version of the Independent Non-executive Directors' Work Report for the Year 2022 is for reference only. If there is any discrepancy between the English and Chinese version, the Chinese version shall prevail.

BEIJING AIRDOC TECHNOLOGY CO., LTD.**Independent Non-executive Directors' Work Report for the Year 2022**

We, as the independent directors of Beijing Airdoc Technology Co., Ltd. (hereinafter referred to as the “Company”), perform our duties in good faith, diligence and independence in accordance with the relevant requirements under relevant laws and regulations and normative documents such as the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association of Beijing Airdoc Technology Co., Ltd. (hereinafter referred to as the “Articles of Association”) and Working Rules of Independent Non-executive Directors of Beijing Airdoc Technology Co., Ltd. We maintain a timely, comprehensive and in-depth understanding of the Company’s operations, attend the meetings of the Board of Directors and each special committee, carefully considerate each proposal, and express independent and objective opinions thereon, to promote the standardized operation of the Board of Directors and the improvement of corporate governance, and effectively safeguarded the overall interests of the Company and the legitimate rights and interests of minority Shareholders. The report on the performance of duties for the year 2022 is set out below:

I. Basic Information of Independent Directors

On April 30, 2021, the Company elected Mr. NG Kong Ping Albert, Mr. WU Yangfeng and Mr. HUANG Yanlin as independent non-executive directors of the first session of the Board of Directors at the first extraordinary general meeting in 2021 of the Company. The basic information of such independent non-executive directors is as follows:

Mr. NG Kong Ping Albert (吳港平), male, born in 1957, joined our Group and was appointed as an independent non-executive Director on April 30, 2021. Mr. Ng is primarily responsible for addressing conflicts and giving strategic advice and guidance for the business and operations of our Group. Mr. Ng was the chairman of Ernst & Young China, the managing partner of Ernst & Young in Greater China and a member of Ernst & Young’s Global Executive Committee. He has over 30 years of professional experience in accounting in Hong Kong and Mainland China. Prior to joining Ernst & Young, Mr. Ng served as Managing Partner of Arthur Andersen in Greater China, Managing Partner of China Operation of PricewaterhouseCoopers and the managing director of Citigroup China Investment Banking. Mr. Ng is an independent non-executive Director of Ping An Insurance (Group) Company of China, Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 601318) and the Stock Exchange (stock code: 02318)), China International Capital Corporation Limited (a company listed on the Shanghai Stock Exchange (stock code: 601995) and the Stock Exchange (stock code: 03908)), an independent director of Alibaba Group Holding Limited (a company listed on the New

York Stock Exchange (stock code: BABA) and the Stock Exchange (stock code: 09988)), and an independent non-executive director of Shui On Land Limited (a company listed on the Stock Exchange (stock code: 272)). Mr. Ng is the president of the second session of China Chamber of Commerce Hong Kong Branch and once served as a member of the first and second session of the Consulting Committee of Corporate Accounting Standard (企業會計準則諮詢委員會), an advisor of the Hong Kong Business Accountants Association and a member of the Advisory Board of the School of Accountancy of The Chinese University of Hong Kong. Mr. Ng is also a member of the audit committee of The Chinese University of Hong Kong (Shenzhen) and a council member of the Education Foundation of The Chinese University of Hong Kong (Shenzhen). Mr. Ng has obtained his bachelor's and master's degree in business administration from The Chinese University of Hong Kong in December 1981 and October 1988, respectively. Mr. Ng is also a member of Hong Kong Institute of Certified Public Accountants (HKICPA), Chartered Accountants Australia and New Zealand (CAANZ), CPA Australia (CPAA) and Association of Chartered Certified Accountants (ACCA).

Dr. WU Yangfeng (武陽豐), male, born in 1962, was appointed as an independent Director on December 25, 2020. Dr. Wu was re-designated as an independent non-executive Director on April 30, 2021. Dr. Wu is primarily responsible for addressing conflicts and giving strategic advice and guidance for the business and operations of our Group. Since July 2006, Dr. Wu has been working at medicine department of Peking University (北京大學) with his current position being the executive deputy director of clinical research institute, a professor of clinical research methodology and a doctoral supervisor. Before July 2006, Dr. Wu worked at Fuwai Hospital (阜外醫院) with his last position as a director of epidemiology research office, a researcher and a doctoral supervisor. Dr. Wu received his bachelor's degree in medicine from Shanxi Medical College (山西醫學院) in the PRC in December 1984. Dr. Wu received his master's degree and doctor's degree in medicine from Peking Union Medical College (中國協和醫科大學) in the PRC in December 1987 and July 1996, respectively.

Dr. HUANG Yanlin (黃彥林), male, born in 1973, joined our Group on December 25, 2020 and was appointed as an independent Director on the same date. Dr. Huang was re-designated as an independent non-executive Director on April 30, 2021. Dr. Huang is primarily responsible for addressing conflicts and giving strategic advice and guidance for the business and operations of our Group. Dr. Huang has been serving as an industry advisor in KKR Asia Limited since October 2022. From July 2020 to April 2021, Dr. Huang served as the chief technology officer of 9F Inc. (玖富集團), a company whose shares are listed on NASDAQ (ticker symbol: JFU), where he was primarily responsible for overseeing R&D. From August 2019 to July 2020, Dr. Huang served as the chief technology officer of GOME Holdings Group (國美控股集團), where he was primarily responsible for leading R&D. From September 2016 to June 2019, Dr. Huang served as the chief technology officer of Vipshop Holdings Limited, a company whose shares are listed on the New York Stock Exchange (ticker symbol: VIPS), where he was primarily responsible for leading R&D. From April 2015 to September 2016, Dr. Huang served as the chief technology officer of Sina Technology (China) Company, where he was primarily responsible for leading R&D. Dr. Huang previously served as the chief technology officer of Shanghai SynaCast Media

Tech Co., Ltd. (上海聚力傳媒技術有限公司) (PPTV), where he was primarily responsible for leading R&D. Dr. Huang once worked at Microsoft. Dr. Huang received his bachelor's degree of science in microbiology from Wuhan University (武漢大學) in the PRC in July 1993. Dr. Huang received his doctor's degree in biochemistry from State University of New York at Buffalo in the United States in September 1999. Dr. Huang received his master's degree in computer science from the University of Virginia in the United States in January 2001.

II. Annual Duty Performance Reports of Independent Directors

During the reporting period, based on the principle of prudence and objectivity, we gave full play to our respective professional roles with a diligent and responsible attitude. Before the meeting of the Board of Directors and each special committee, we would conduct a comprehensive investigation and understanding of such matters to be proposed at the meeting, and make inquiries with the Company when necessary on which the Company could actively cooperate and make a response in time. During the meeting, we fully discussed the matters proposed with other directors, put forward reasonable suggestions to the Company based on our accumulated expertise and practice experience, and expressed relevant opinions based on the terms of reference of independent directors and each special committee, with a view to actively enhancing the objective and rational decision-making by the Board of Directors, and effectively safeguarding the interests of the Company and the Shareholders as a whole. During the reporting period, we voted in favor of all the resolutions of the Board of Directors of the year 2022 and the resolutions considered by the Board of Directors of the Company for the year 2022 were all duly approved.

(I) Attendance and Poll Results

During the reporting period, the Company held two general meetings and five Board meetings. The general meetings and the Board meetings of the Company were convened and held in compliance with statutory procedures, and the principal operational decisions and other major matters were made in accordance with relevant approval procedures.

As independent directors of the Company, we attended and carefully reviewed the above meeting-related materials provided by the Company to understand the Company's operating conditions, put forward constructive opinions or suggestions based on the responsibilities of independent directors, voted in favor of each resolution without objections or abstentions, and expressed our independent opinions twice in total, giving full play to the guiding and supervising role of independent directors and diligently performing the duties of independent directors.

During the reporting period, the Company convened three audit committee meetings, one nomination committee meeting, one remuneration and appraisal committee meeting, and four strategy committee meetings. We believe that the convening of such meetings was subject to the statutory procedures, the decisions on relevant matters were made by following the necessary approval procedures and disclosure obligations, and were in line with the provisions of laws and regulations and

the Company's Articles of Association. All of us have attended relevant meetings in person without any unexcused absence. We have conscientiously reviewed relevant resolutions and effectively fulfilled the responsibilities and obligations on independent disclosure.

During the reporting period, our attendance to general meetings, Board meetings and special committee meetings was as follows:

Independent Director	General Meeting	Board	Audit Committee	Nomination Committee	Remuneration and Appraisal Committee	Strategy Committee
NG Kong Ping						
Albert	2/2	5/5	3/3	N/A	1/1	4/4
WU Yangfeng	2/2	4/5	2/3	1/1	N/A	3/4
HUANG Yanlin	2/2	5/5	3/3	1/1	1/1	N/A

(II) Cooperation of the Company

During the reporting period, we understood the Company's operation, financial management, research and development, and commercialization progress and internal control; We focused on strengthening the close communication with the Company's Directors, senior management and relevant staff, and timely obtain knowledge of the progress of the Company's major matters. In addition, we also kept a close eye on the impact of external environment and market changes on the Company, followed media reports and public opinion, timely understood the Company's dynamics and put forward normative opinions and suggestions to the Company. Meanwhile, the Company actively cooperated with the independent director, and fully guaranteed the independent director's right to know, which provided an ease for our independent work.

III. Annual Work Focus of the Independent Directors

(I) Related Transactions

During the reporting period, the consideration procedures of related transactions of the Company complied with the requirements of the relevant laws and regulations, regulatory documents and the Articles of Association. The pricing in related transactions has been fair and the related transactions were in line with the actual demands of the Company without any prejudice to the interests of the Company and minority Shareholders.

(II) External Guarantees and Fund Appropriation

During the reporting period, no external guarantee was provided by the Company and no appropriation of non-operating funds was identified between the Company and related parties.

(III) Use of Proceeds

During the reporting period, the deposit and use of the Company's proceeds were in compliance with the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the use of proceeds as disclosed in the Company's Prospectus. The proceeds of the Company have been deposited in special accounts and used for special purposes, and the relevant information disclosure obligations have been fulfilled in a timely manner. The specific use of proceeds is consistent with that disclosed by the Company. There is no disguised alteration in the use of proceeds and damage to the interests of Shareholders, and there is no illegal use of proceeds.

(IV) Nomination and Remuneration of Senior Management

During the reporting period, we have carefully reviewed the nomination of senior management of the Company, and were of the view that the appointees are competent under relevant laws and regulations and the Articles of Association and there were no legally unsuitable appointment of senior management of the Company. Upon reviewing the biographies of the above personnel, we considered that such appointees had the professional competence and experience to perform their respective duties. After considering remuneration packages for Directors and senior management for the year 2022, we are of the opinion that such packages in line with the prevailing market level and the actual situation of the Company and was in compliance with relevant regulations.

(V) Appointment of Accounting Firm

Upon considering and approving at the 2021 annual general meeting, the Company appointed KPMG as its auditors for 2022, The appointment procedures of the accounting firm were in line with the requirements under the laws and regulations, regulatory documents and the Articles of Association.

(VI) Cash Dividends and Other Investor Returns

During the reporting period, no cash dividends and other investor returns were declared by the Company.

(VII) Performance of the Undertakings by the Company and Shareholders

During the reporting period, each of the undertakings were strictly performed by the Company and Shareholders and there was no breach of the undertakings.

(VIII) Implementation of Information Disclosure

During the year 2022, the Company conscientiously performed its information disclosure obligations in strict compliance with the requirements of the Company Law, the Securities Law, the Administrative Measures for Information Disclosure of Listed

Companies (《上市公司信息披露管理辦法》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, ensuring the true, accurate and complete disclosure without any misrepresentations, misleading statements or material omissions.

(IX) Implementation of Internal Control

During the year 2022, in accordance with the requirements of the Company Law, the Basic Norms of Internal Control for Enterprises (《企業內部控制基本規範》) and other relevant laws and regulations, the Company carried out in-depth internal control, actively promoted the establishment of internal control system, and promoted the effective implementation of the Company's internal control activities.

(X) Operation of the Board of Directors and its Specialized Committees

During the term of office in 2022, the Company convened a total of five meetings of the Board of Directors and nine meetings of special committees, and the convening and holding procedures, resolutions proposed and implementation of resolutions of meetings of the Board of Directors and special committees were in compliance with the requirements of the Company Law, the Articles of Association and other rules and regulations. We are of the view that the operating procedures of the Board of Directors and its special committees of the Company were lawful, compliant and effective.

IV. Overall Appraisal and Recommendations

In 2022, as independent Directors of the Company, by upholding the principles of objectivity, impartiality, independence and integrity, and maintaining accountable for all Shareholders, especially minority Shareholders, we performed the duties of independent Directors, participated in the decision-making on major matters of the Company, gave full play to the role of independent Directors, provided constructive opinions for the Board of Directors, and safeguarded the Company's overall interests and the legitimate rights and interests of all Shareholders, especially minority Shareholders.

In 2022, we will continue to act in a conscientious, diligent, prudent and responsible attitude towards all Shareholders, strictly in accordance with the provisions and requirements of laws and regulations, regulatory documents and internal rules and regulations including the Articles of Association, to earnestly perform our duties as independent Directors, strengthen our awareness of the protection of public shareholders, protect the legitimate rights and interests of small and medium investors, and put forward reasonable proposals for the standardized operation and development of the Company with our own expertise and working experience, so as to safeguard the interests of the Company as a whole and the legitimate rights and interests of all Shareholders.

The report is hereby given.

Independent Directors: NG Kong Ping Albert, WU Yangfeng and HUANG Yanlin



Beijing Airdoc Technology Co., Ltd.
北京 鹰瞳 科技 发展 股份 有限 公司

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

(Stock code: 2251)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 annual general meeting (the “**AGM**”) of Beijing Airdoc Technology Co., Ltd. (the “**Company**”) will be held at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC on Tuesday, June 27, 2023 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the following resolutions of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated May 25, 2023 (the “**Circular**”).

ORDINARY RESOLUTIONS

- (1) To consider and approve the report of the board of directors of the Company for the year of 2022;
- (2) To consider and approve the report of the board of supervisors of the Company for the year of 2022;
- (3) To consider and approve the annual report of the Company and its subsidiary for the year of 2022;
- (4) To consider and approve the financial accounts report of the Company and its subsidiary for the year of 2022;
- (5) To consider and approve the financial budget of the Company and its subsidiary for the year of 2023;
- (6) To consider and approve the profit distribution plan of the Company for the year of 2022;
- (7) To consider and approve the remuneration plan for executive directors, non-executive directors and independent non-executive directors of the Company;

NOTICE OF 2022 ANNUAL GENERAL MEETING

- (8) Following the retirement of KPMG with effect from the conclusion of the AGM, to consider and approve the appointment of Ernst & Young as the new auditors of the Company for the year of 2023 with a term commencing from the date of approval at the AGM until the conclusion of the 2023 annual general meeting of the Company and to fix the remuneration of Ernst & Young for the year of 2023; and
- (9) To consider and approve the external donation limit of the Company for the year of 2023.

SPECIAL RESOLUTION

- (10) To consider and approve the proposed amendments to the articles of association of the Company.

Details of the above resolutions submitted to the AGM are set out in the Circular.

By order of the Board
Beijing Airdoc Technology Co., Ltd.
Mr. ZHANG Dalei
Chairman of the Board

Hong Kong, May 25, 2023

Notes:

1. All resolutions at the AGM 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at www.airdoc.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.
2. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's headquarters and registered office in the PRC (for holders of domestic shares) or the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares), at least 24 hours before the AGM (i.e. before 11:00 a.m. on Monday, June 26, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares who are entitled to attend the AGM, the H share register of members of the Company will be closed from Wednesday, June 21, 2023 to Tuesday, June 27, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, June 20, 2023 for registration.

NOTICE OF 2022 ANNUAL GENERAL MEETING

5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his/her proxy should produce proof of identity when attending the AGM.
8. Notes for the meeting:
 - a. Please contact the Office of the Board of the Company no later than two days before the convening of the AGM (i.e. before 11:00 a.m. on Sunday, June 25, 2023).
 - b. Contact information of the meeting:

The Office of the Board of Beijing Airdoc Technology Co., Ltd.
Address: Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District,
Beijing, PRC
Postal code: 100089
Phone: (86) 15810644868
Email: wanglin@airdoc.com
9. References to date and time in this notice are to Hong Kong dates and time.

As of the date of this notice, the Board comprises Mr. ZHANG Dalei, Dr. CHEN Yuzhong, Mr. CHEN Hailong and Ms. WANG Lin as executive Directors; Mr. CHEN Xin and Ms. ZHU Tingyao as non-executive Directors; and Mr. NG Kong Ping Albert, Dr. WU Yangfeng and Dr. HUANG Yanlin as independent non-executive Directors.