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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Shandong Weigao Group Medical Polymer Company Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**WEGO 威高**

**山東威高集團醫用高分子製品股份有限公司**  
**Shandong Weigao Group Medical Polymer Company Limited \***

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

**(Stock Code: 1066)**

- (1) GENERAL MANDATE TO ISSUE H SHARES AND DOMESTIC SHARES**  
**(2) GENERAL MANDATE TO REPURCHASE H SHARES**  
**(3) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISOR**  
**(4) PROPOSED APPOINTMENT OF DIRECTORS**  
**(5) PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION**  
**(6) PROPOSED FINAL DIVIDEND**  
**AND**  
**(7) NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company to be held at 2/F., 1 Weigao Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Tuesday, 28 May 2024 are set out on pages 244 to 250 of this circular.

Whether or not you are able to attend the meeting, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon and please return it to the Company's H Share registrar, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

30 April 2024

\* For identification purpose only



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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held on Tuesday, 28 May 2024 at 9:00 a.m. at 2/F., 1 Weigao Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC, notice of which is set out on pages 244 to 250 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong
“Company”	Shandong Weigao Group Medical Polymer Company Limited* (山東威高集團醫用高分子製品股份有限公司), a joint stock limited company incorporated in the PRC with limited liability
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Domestic Shares”	non-listed domestic shares of RMB0.10 each in the share capital of the Company
“Group”	the Company and its subsidiaries
“H Shares”	the overseas-listed shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to issue, allot or otherwise deal with additional shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the H Shares and Domestic Shares respectively in issue as at the date of passing the relevant resolutions at the Annual General Meeting
“Latest Practicable Date”	24 April 2024, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“Proposed Amendments”	the proposed amendments to the Articles of Association, details of which are set out in the Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase H Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	issued shares of the Company, comprise both H Shares and Domestic Shares

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## DEFINITIONS

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“Share Award Scheme”	the share award scheme of the Company adopted on 17 November 2014
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**WEGO威高**

山東威高集團醫用高分子製品股份有限公司  
**Shandong Weigao Group Medical Polymer Company Limited \***

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

(Stock Code: 1066)

*Executive Directors:*

Mr. Long Jing (*Chairman*)  
Mr. Cong Rinan (*Chief Executive Officer*)  
Mr. Lu Junqiang

*Non-executive Directors:*

Mr. Tang Zhengpeng (*Vice Chairman*)  
Mr. Chen Lin

*Independent non-executive Directors:*

Mr. Li Guohui  
Mrs. Meng Hong  
Mr. Li Qiang

*Principal place of business in the PRC:*

1 Weigao Road  
Torch Hi-tech Science Park  
Weihai  
Shandong Province  
China

*Principal place of business  
in Hong Kong:*

29/F., Two Chinachem Central  
26 Des Voeux Road Central  
Hong Kong

30 April 2024

*To Shareholders*

Dear Sir or Madam,

- (1) GENERAL MANDATE TO ISSUE H SHARES AND DOMESTIC SHARES**  
**(2) GENERAL MANDATE TO REPURCHASE H SHARES**  
**(3) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISOR**  
**(4) PROPOSED APPOINTMENT OF DIRECTORS**  
**(5) PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION**  
**(6) PROPOSED FINAL DIVIDEND**  
**AND**  
**(7) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to, among other matters, (i) the proposed grant of the Issue Mandate; (ii) the proposed grant of Repurchase Mandate; (iii) the proposed re-election of the Directors and Supervisor; (iv) the proposed appointment of Directors; (v) the proposed amendment to the existing Articles of Association; and (vi) the proposed final dividend payment.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE H SHARES AND DOMESTIC SHARES

In order to provide the Board with flexibility and discretion to issue H Shares and Domestic Shares in the event that it becomes desirable to issue any such shares, a special resolution will be proposed at the Annual General Meeting to grant to the Board the Issue Mandate.

Pursuant to the Issue Mandate, a general and unconditional mandate is to be granted to the Board to exercise the power of the Company to separately or concurrently to issue, allot and/or deal with additional H Shares and/or Domestic Shares (including but not limited to ordinary shares, preference shares, securities convertible into shares, options, warrants or similar rights to subscribe for any shares or such convertible securities) up to the limit of 10% of each of its existing H Shares and Domestic Shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting. The discount (if any) of the issue price of the H Shares and/or Domestic Shares to be allotted, issued and dealt with as determined by the Board or the chairman of the Board and its authorized persons in accordance with the Issue Mandate shall not exceed 10% of the benchmark price of the securities (rather than the 20% as prescribed under the Listing Rules).

The Issue Mandate, if approved, shall be effective from the date of the passing of the relevant resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution;
- (ii) the expiration of the 12-month period following the passing of the relevant resolution;  
or
- (iii) the date on which the authority granted to the Board as set out in the relevant resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

No class meeting shall be required to be convened for approval by the Company when the Board exercises the general mandate to issue, allot and deal with H Shares and/or Domestic Shares (including but not limited to ordinary shares, preference shares, securities convertible into shares, options, warrants or similar rights to subscribe for any shares or such convertible securities). The obtaining of the Issue Mandate is in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of government and regulatory authorities of the PRC.

The Board will only exercise its power under the Issue Mandate in accordance with the relevant requirements of the PRC Company Law, the Listing Rules and other applicable laws, rules and regulations of other government regulatory bodies.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company has 4,522,332,324 H Shares and 48,300,000 Domestic Shares in issue. Subject to the passing of the resolution in relation to the Issue Mandate, the Company may allot, issue and deal with up to 452,233,232 H Shares and/or 4,830,000 Domestic Shares (on the basis that the Company will not issue or repurchase any H Shares and/or Domestic Shares before the Annual General Meeting).

### GENERAL MANDATE TO REPURCHASE H SHARES

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC shall not repurchase its shares except under any of the following circumstances: (a) in order to reduce the registered capital of the company; (b) merger with another company holding shares in the Company; (c) the shares are used for employee stock ownership plan or equity incentives; (d) a shareholder requests the Company to purchase the shares held by him/her since he/she objects to a resolution of the shareholders' meeting on the combination or division of the Company; (e) the shares are used for converting convertible corporate bonds issued by the listed company; or (f) when it is necessary for the listed company to preserve its value and shareholders' rights and interests.

The Listing Rules permits shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange. According to the Articles of Association, such mandate is required to be given by way of a special resolution passed by the Shareholders at general meeting.

As H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares shall, therefore, be paid in Hong Kong dollars, the payment of the repurchase price is subject to the approval of SAFE or entities authorised by it.

Based on the actual number of H Shares repurchased, cancelled and reduced in the Company's registered capital, the Board will be authorised to notify the creditors of the Company, issue announcements and convene meetings of bondholders pursuant to the requirements under relevant laws and regulations and the Articles of Association, and register the changes and/or filing and related matters.

In order to provide more flexibility to the Directors to repurchase H Shares, a special resolution will be proposed at the Annual General Meeting to grant to the Board the Repurchase Mandate.

Pursuant to the Repurchase Mandate, the H Shares which may be repurchased shall not exceed 10% of the total number of H Shares in issue as at the date of passing of the relevant resolution.

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## LETTER FROM THE BOARD

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The Repurchase Mandate will be conditional upon approval by the Shareholders by way of a special resolution at the Annual General Meeting. The Repurchase Mandate, if approved, shall be effective from the date of the passing of the relevant resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the Annual General Meeting;
- (ii) the expiration of the 12-month period following the passing of the relevant resolution at the Annual General Meeting; or
- (iii) the date on which the authority granted to the Board as set out in the relevant resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

The obtaining of the Repurchase Mandate is in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of government and regulatory authorities of the PRC.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION FOR DIRECTORS AND SUPERVISOR**

#### **Re-election of Directors**

The term of office of Mr. Cong Rinan, Mr. Chen Lin and Mr. Tang Zhengpeng are due to expire at the Annual General Meeting. Mr. Cong Rinan, Mr. Chen Lin and Mr. Tang Zhengpeng, being eligible, shall offer themselves for re-election at the Annual General Meeting.

#### **Re-election of Supervisor**

The term of office of Ms. Gu Meijun is due to expire at the Annual General Meeting. Ms. Gu Meijun, being eligible, shall offer herself for re-election at the Annual General Meeting.

Particulars of the Directors and Supervisor proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### PROPOSED APPOINTMENT OF DIRECTORS

Reference is made to the announcement of the Company dated 29 December 2023 in relation to, among others, the proposed appointment of Mr. Wang Daoming as an executive Director subject to shareholders' approval at the Annual General Meeting.

In addition, the Board proposed to appoint Ms. Yan Xia as a non-executive Director and Mr. Sun Heng as an independent non-executive Director, both subject to Shareholders' approval at the Annual General Meeting. Mr. Sun Heng will also be appointed as a member of each of the audit committee, the remuneration committee, the nomination committee and the corporate governance committee of the Company, subject to his appointment as an independent non-executive Director.

Particulars of the Directors proposed to be appointed at the Annual General Meeting are set out in Appendix II to this circular.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 29 April 2024 in relation to, among others, the Proposed Amendments. The Proposed Amendments will, among other things, bring the existing Articles of Association in line with the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules and the paperless regime for the dissemination of corporate communications, reflect certain updates in relation to the PRC Company Law and the Listing Rules, and make other house-keeping amendments that are consistent with the Proposed Amendments.

The Proposed Amendments include, among others:

- (1) to allow the Company to disseminate corporate communications electronically to be in compliance with the paperless regime of dissemination of corporate communications;
- (2) to provide the Company to hold general meetings by means of online communication facilities; and
- (3) to update various sections of the Articles of Association to be in compliance with changes to the PRC Company Law and related regulations.

The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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The Proposed Amendments is subject to the approval by the Shareholders by way of a special resolution and the approval, registration and filing with the relevant government authorities of the PRC.

The details of the Proposed Amendments are set out in the Appendix III to this circular. The Articles of Association is written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

### **PROPOSED FINAL DIVIDEND PAYMENT**

According to the Company's dividend policy and the relevant provisions of the Articles of Association, the Board proposed the profit distribution plan of the Company for the year ended 31 December 2023 and proposed the payment of a final cash dividend of RMB0.0943 per Share (before tax) for the year ended 31 December 2023 (2022: RMB0.079). The profit distribution plan had been considered and approved by the Board on 26 March 2024, and is hereby submitted to the Shareholders for consideration and approval at the Annual General Meeting.

If the abovementioned profit distribution plan is approved by the Shareholders at the Annual General Meeting, the proposed cash dividend shall be paid on or before Friday, 12 July 2024 to the Shareholders whose names appear on the register of the members of the Company on Tuesday, 11 June 2024. Dividends shall be paid in RMB for Domestic Shares whereas dividends shall be denominated in RMB and paid in HKD for H Shares (the exchange rate for RMB to HKD shall be calculated based on the average selling price for conversion for RMB to HKD released by the People's Bank of China for a calendar week before the date of Annual General Meeting). Specific arrangements for the payment of the final dividends for the year ended 31 December 2023 (including the arrangements of withholding and payment of income tax) are as follows:

#### **Information to the Shareholders**

##### **(1) Domestic Shareholders**

###### *For enterprise Domestic Shareholders:*

The Company will not withhold or pay any income tax for domestic enterprise Shareholders in accordance with the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation regulations. Domestic enterprise Shareholders are required to pay their own income tax. The final dividend for Domestic Shareholders without affirmed ownership will be kept temporarily by the Company and will be distributed once their ownership has been confirmed.

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## LETTER FROM THE BOARD

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*For individual Domestic Shareholders:*

The Company will pay the final dividend for the year ended 31 December 2023 while withhold and pay the individual income tax at the rate of 20% for Shareholders who are natural persons and whose names appear on the register of members for the Domestic Shares on Tuesday, 11 June 2024 according to the applicable provisions of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》).

**(2) H Shareholders**

The Company will not process any registration of transfers of H Shares from Wednesday, 5 June 2024 to Tuesday, 11 June 2024 (both days inclusive). In order to be entitled to the final dividend for the year ended 31 December 2023, H Shareholders shall deliver the share certificates accompanied by the transfer documents to the Company's H Share registrar Tricor Standard Limited not later than 4:30 p.m. on Tuesday, 4 June 2024.

*For Enterprise H Shareholders:*

According to the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) which came into effect on 1 January 2008 and its implementation regulations and other relevant rules, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the final dividend to nonresident enterprise Shareholders as appearing on the register of members for H shares. Any H shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups or organizations will be treated as being held by non-resident enterprise Shareholders, whose dividends entitlement shall be subject to the withholding of the enterprise income tax.

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## LETTER FROM THE BOARD

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*For Individual H Shareholders:*

According to regulations of the State Administration of Taxation (Guo Shui Han [2011] No. 348) (《國家稅務總局國稅函([2011]348號)》) and the Administrative Measures for Non-Resident Taxpayers to Enjoy Treaty Benefits (Announcement No. 35 [2019] of the State Administration of Taxation) (“**Tax Convention Announcement**”) (《非居民納稅人享受協定待遇管理辦法》) (國家稅務總局公告[2019]35號), the Company is required to withhold and pay individual income tax when distributing dividends to individual H Shareholders. However, the individual H Shareholders may be entitled to relevant tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong or Macau. In this regard, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- for individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of the final dividend.
- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend. If relevant individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, they should submit the required written power of attorney and all submission materials to the Company and collect and retain relevant information themselves for future inspection. The Company will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Convention Announcement. The Company will then submit the above documents to competent tax authorities and, after their review and approval, the Company will assist in refunding the excess amount of tax withheld and paid.

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## LETTER FROM THE BOARD

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- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend.
- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of final dividend.

### **(3) Hong Kong Stock Connect Shareholders**

#### ***Pursuant to the relevant requirements under the Notice on the Tax Policies***

Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) 《(關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》), which came into effect on 17 November 2014, for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on their behalf. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax on dividends for domestic enterprise investors. Those domestic enterprise investors shall file and pay the relevant tax themselves while for the dividend and bonus income received by domestic resident enterprises from holding H shares for 12 consecutive months, enterprise income tax shall be exempted according to law.

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## LETTER FROM THE BOARD

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### *Pursuant to the relevant requirements under Notice on Relevant Taxation Policies*

Concerning the Pilot Interconnected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market (Cai Shui [2016] No. 127) 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》 promulgated on December 5, 2016, for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on their behalf. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors; and for dividends received by domestic enterprise investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen Hong Kong Stock Connect, the company of such H shares shall not withhold and pay the income tax on their behalf and the domestic enterprise investors shall file tax returns themselves while for the dividend and bonus income obtained by domestic resident enterprises from holding of H share for 12 consecutive months, enterprise income tax shall be exempted accordingly to law.

### *Pursuant to the Notice on Relevant Taxation Policies Concerning Interim Income*

Tax Exemption for Profit Distribution Received and Utilized by Foreign Investors for Direct Investment (Cai Shui [2017] No. 88) 《關於境外投資者以分配利潤直接投資暫不徵收預提所得稅政策問題的通知(財稅[2017]88號)》, which came into effect on 1 January 2017, for profits distributed to foreign investors by domestic resident enterprises, where such profits are utilized to directly invest in qualified encouraging investment projects, deferred tax collection policies shall be applicable and income tax temporarily exempted thereby. Qualified non-resident enterprises Shareholders proposed to apply for the application of this tax policy shall, in accordance with the announcement of [2018] No. 3 of the State Administration of Taxation 《國家稅務總局[2018]3號公告》, deliver relevant information and documents to the Company in advance for early review by and filing with the competent taxation authorities. The Company will not withhold any enterprise income tax upon the completion of such review and filing. The Company will determine the residency status of the individual H Shareholders based on the registered addresses as recorded in the register of members of H Shares on Tuesday, 11 June 2024 (the “**Registered Address**”). If the residency status of any individual H Shareholder is not in consistency with that indicated by the Registered Address, such individual H Shareholder shall notify the Company’s H Share registrar Tricor Standard Limited not later than 4:30 p.m. on Tuesday, 4 June 2024 and provide relevant supporting documents. Any individual H Shareholder who fails to provide relevant supporting documents within the time period stated above may either personally or through appointing an agent handle the relevant procedures in accordance with the requirements under the tax treaty notice.

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## LETTER FROM THE BOARD

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The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Shareholders or any disputes over the withholding mechanism or arrangements.

### ANNUAL GENERAL MEETING AND CLOSURE OF REGISTERED MEMBER

The Annual General Meeting will be held at 9:00 a.m. on Tuesday, 28 May 2024 at 2/F, 1 Weigao Road, Torch Hi-tech Science Park, Weihai, Shandong, the PRC for the purpose of, *inter alia*, considering and approving, by the Shareholders, by way of resolutions: (i) the proposed grant of Issue Mandate; (ii) the proposed grant of Repurchase Mandate; (iii) the proposed re-election of Directors and Supervisor; (iv) the proposed appointment of Directors; (v) the proposed amendment to the existing Articles of Association; and (vi) the proposed final dividend payment. The notice convening the Annual General Meeting at which the resolutions mentioned above will be proposed are set out on pages 244 to 250 to this circular.

As at the Latest Practicable Date, the grantees who held a total of 48,300,000 Domestic Shares and 14,456,000 H Shares under the Share Award Scheme will not exercise the voting rights attached to any Shares held by them.

The proxy form for use at the Annual General Meeting is enclosed and is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.weigaogroup.com>). Whether or not you are able to attend the Annual General Meeting, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, please return it to the Company's H Share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

The register of members of the Company will be closed from Wednesday, 22 May 2024 to Tuesday, 28 May 2024 (both days inclusive), for the purpose of determining shareholders' entitlement to attend the Annual General Meeting, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Tricor Standard Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 21 May 2024.

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## LETTER FROM THE BOARD

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### **In order to qualify for attending the Annual General Meeting:–**

Latest time to lodge in transfer instrument accompanied  
by the share certificates for H Shares . . . . . 4:30 p.m. on Tuesday, 21 May 2024

Closure of register of members of the Company  
for attending and voting in the  
Annual General Meeting . . . . . Wednesday, 22 May 2024 to  
Tuesday, 28 May 2024

Date of Annual General Meeting . . . . . Tuesday, 28 May 2024

The register of members of the Company will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024 (both days inclusive) for the purpose of determining shareholders' entitlement to final dividend for the year ended 31 December 2023, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement of final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Tricor Standard Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 4 June 2024.

### **In order to qualify to entitle the final dividend for the year ended 31 December 2023:–**

Latest time to lodge in transfer instrument accompanied  
by the share certificates for H Shares  
and Domestic Shares . . . . . 4:30 p.m. on Tuesday, 4 June 2024

Closure of register of members of the Company  
for entitlement of the final dividend for  
the year ended 31 December 2023 . . . . . Wednesday, 5 June 2024 to  
Tuesday, 11 June 2024

Record date for the entitlement of the final dividend . . . . . Tuesday, 11 June 2024

Expected dispatch date of the final dividend. . . . . Friday, 12 July 2024

The final dividend will be despatched at the risk of those entitled thereto to their respective registered addresses on or before Friday, 12 July 2024.

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## **LETTER FROM THE BOARD**

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### **VOTING BY POLL**

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the Annual General Meeting will be taken by poll. An announcement of the results of the poll will be published after the Annual General Meeting in accordance with the requirements of the Listing Rules.

### **RECOMMENDATION**

The Directors consider that the resolutions to be put before the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the aforesaid resolutions to be proposed at the Annual General Meeting.

### **ADDITIONAL INFORMATION**

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

By order of the Board  
**Shandong Weigao Group Medical Polymer Company Limited**  
**Long Jing**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the Annual General Meeting for the granting of the Repurchase Mandate to the Board.*

### **1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. Any premium payable on a repurchase over the par value of the shares may be effected out of book balance of distributable profits of the Company or proceeds of a new issue of shares made for such purpose.

### **2. REASONS FOR THE REPURCHASES OF H SHARES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. REGISTERED CAPITAL**

As at the Latest Practicable Date, the registered capital of the Company was RMB457,063,232.4 comprising 4,522,332,324 H Shares with a nominal value of RMB0.10 each and 48,300,000 Domestic Shares with a nominal value of RMB0.10 each.

### **4. EXERCISE OF THE REPURCHASE MANDATE**

Subject to the passing of the special resolution approving the grant of the Repurchase Mandate at the Annual General Meeting, the Directors will be granted the Repurchase Mandate until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the Annual General Meeting;
- (ii) the expiration of the 12-month period following the passing of the relevant resolution at the Annual General Meeting; or
- (iii) the date on which the authority granted to the Board as set out in the relevant resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

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## APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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(hereinafter referred to as the “**Relevant Period**”).

The exercise of the Repurchase Mandate is subject to relevant approval of and/or filings with the relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out and the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resource) pursuant to the notification procedure set out in the relevant article of the Articles of Association. The notification to the creditors will not be issued until the Annual General Meeting to be convened have approved the Repurchase Mandate by way of special resolution.

The exercise in full of the Repurchase Mandate (on the basis of 4,522,332,324 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting) would result in a maximum of 452,233,232 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting.

### 5.      FUNDING OF REPURCHASE

In repurchasing its H Shares, the Company intends to apply funds from the Company’s internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles of Association to purchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under the Listing Rules, H Shares so repurchased will be treated as cancelled and the Company’s registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2023, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**6. H SHARES PRICES**

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2023</b>		
April	13.80	12.34
May	13.56	11.84
June	12.10	10.02
July	10.60	10.04
August	9.42	7.80
September	7.74	6.84
October	7.35	6.58
November	7.96	7.28
December	7.61	6.75
<b>2024</b>		
January	7.39	5.01
February	5.33	4.69
March	5.28	4.65
April (up to and including the Latest Practicable Date)	5.00	4.51

**7. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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As at the Latest Practicable Date, so far as the Directors are aware, the following persons (other than the Directors and the chief executive of the Company) or institutions have interests or short positions of 5% or more in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

<b>Name of shareholder</b>	<b>Nature of interest</b>	<b>Number of H Shares held</b> <i>(Note 2)</i>	<b>% of total issued share capital</b> <i>(Note 1)</i>
Mr. Chen Xueli	Interest of controlled corporation	2,099,755,676 (L)	45.94
Weihai Weigao International	Interest of controlled corporation	2,099,755,676 (L)	45.94
Weigao Holding	Beneficial owner	2,099,755,676 (L)	45.94

*Notes:*

1. As at 31 December 2023, the number of total issued shares of the Company was 4,570,632,324, comprising 4,522,332,324 H Shares and 48,300,000 Domestic Shares.
2. The Company is owned as to 45.94% by Weigao Holding Company Ltd (“**Weigao Holding**”), which is 89.83% owned by Weihai Weigao International. Weihai Weigao International Medical Investment Holdings Co., Ltd (“**Weihai Weigao International**”) is 50.80% owned by Mr. Chen Xueli. Accordingly, Mr. Chen Xueli and Weihai Weigao International are deemed to be interested in the shares of the Company held by Weigao Holding for the purpose of Part XV of the SFO.

Assuming there is no issue of Shares between the Latest Practicable Date and the date of the repurchase, in the event that the Board exercises in full the power to repurchase H Shares in accordance with the terms of the Repurchase Mandate, the total interest of the controlling Shareholder in the total registered capital of the Company would be increased to approximately 50.98%. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such extent so as to result in triggering takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

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## APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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### 9.      GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intends to sell H Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders and the conditions (if any) to which the Repurchase Mandate are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by its Shareholders and the conditions (if any) to which the Repurchase Mandate are fulfilled.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

*Brief biographical detail of the Directors and Supervisor proposed for election at the Annual General Meeting is set out below.*

**Mr. Cong Rinan**

Mr. CONG Rinan, aged 43, is an executive director and chief executive officer of the Company. Mr. Cong joined the Company in August 2003. He served as supervisor, deputy manager and manager of the syringe production workshop until December 2013. During the period from January 2014 to December 2014, Mr. Cong served as the assistant to the chief executive officer of the Company. From January 2015 to December 2018, he served as the deputy general manager of the clinical care business unit of the Company; from January 2019 to March 2021, he has been the general manager of the clinical care business unit; he has been the chief executive officer of the Company from March 2021 until present; he has been the executive director of the Company from May 2021 until present; and he has been a director of Weihai Huadong Automation Co., Ltd., (“**Huadong Automation**”) (Stock code: 002248.SZ) from March 2024 until present.

Mr. Cong obtained a bachelor’s degree in applied chemistry from Yantai University and a master’s degree in engineering from Harbin Institute of Technology. He completed the Master of Business Administration (MBA) program at Renmin University of China in 2019 and obtained the title of senior engineer of medical device professional, with nearly 20 years of experience in production and operation management in the medical device industry.

Subject to the Shareholder’s approval at the Annual General Meeting, the Company will enter into a service contract with Mr. Cong to renew the terms of his appointment for a term of three years commencing from the date of the Annual General Meeting. Mr. Cong is subject to re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The service contract may be terminated by either party by giving to the other party not less than three month’s written notice. Mr. Cong is entitled to a proposed remuneration of RMB2,000,000 per annum. As at the Latest Practicable Date, Mr. Cong is interested in 200,000 H Shares and 2,000,000 Domestic Shares.

Save as disclosed above and as at the Latest Practicable Date, Mr. Cong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Cong does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Cong that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Tang Zhengpeng**

Mr. TANG Zhengpeng, aged 53, is a non-executive director and the vice chairman of the Board of the Company. Mr. Tang joined the Weigao Holding in December 2017 and currently is a director and the general manager of Weihai Weigao International Medical Investment Holdings Co., Ltd. and the vice chairman of Weigao Holding; and a director and vice chairman of Huadong Automation (stock code: 002248.SZ) in March 2018 and from July 2018 until present; and a non-executive director and the vice chairman of the Board of the Company from March 2021 until present.

Prior to joining Weigao Holding, Mr. Tang was the assistant to the president of Bank of Communications, Weihai Branch, the president of Minsheng Bank, Weihai Branch and the assistant to the president of China Minsheng Bank, Qingdao Branch. Mr. Tang graduated from Shandong University majoring in business administration and completed the EMBA program of China Europe International Business School, with over 20 years of experience in banking and corporate finance management.

Subject to the Shareholder's approval at the Annual General Meeting, the Company will enter into a service contract with Mr. Tang to renew the terms of his appointment for a term of three years commencing from the date of the Annual General Meeting. Mr. Tang is subject to re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The service contract may be terminated by either party by giving to the other party not less than three month's written notice. Under the service contract, Mr. Tang will not receive any director's fee for serving as non-executive Director.

Save as disclosed above and as at the Latest Practicable Date, Mr. Tang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Tang does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Tang that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Chen Lin**

Mr. CHEN Lin, aged 48, is a non-executive director of the Company. Mr. Chen joined Weigao Holding in September 2000 and has served as assistant general manager and general manager of Weigao Holding and currently is the chairman of the board of Weihai Weigao International Medical Investment Holdings Co., Ltd. and the chairman of Weigao Holding. Mr. Chen is a non-executive director of the Company from March 2021 until present. Mr. Chen is the son of Mr. Chen Xueli, a controlling Shareholder.

Mr. Chen graduated from Weihai University majoring in economic management and completed a Master of Business Administration (MBA) program at Renmin University of China, with over 20 years of operation management experience in the medical device industry.

Subject to the Shareholder's approval at the Annual General Meeting, the Company will enter into a service contract with Mr. Chen to renew the terms of his appointment for a term of three years commencing from the date of the Annual General Meeting. Mr. Chen is subject to re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The service contract may be terminated by either party by giving to the other party not less than three month's written notice. Under the service contract, Mr. Chen will not receive any director's fee for serving as non-executive Director. As at the Latest Practicable Date, Mr. Chen holds 196,000 H Shares.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Chen that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Wang Daoming**

Mr. Wang Daoming (“**Mr. Wang**”), aged 44, is proposed to be appointed as executive Director. Mr. Wang, currently is a director of Shandong Weigao Puri Pharmaceutical Packaging Co., Ltd.\* (referred to as “Weigao Puri”). Mr. Wang joined the Company in July 2009 and has served as sales, sales manager, assistant to the general manager in the pharma packaging materials division of the Company until February 2016. He worked as the sales director for the pharma packaging materials division from March 2016 to December 2019, and served as the vice president of sales of Weigao Puri from January 2020 to December 2022. Since January 2023, he has been serving as the executive vice general manager of Weigao Puri. Prior to joining the Company, Mr. Wang had started his own business for more than ten years, being responsible for the sales promotion and independent operation for multiple brands in Weihai. Mr. Wang graduated from China University of Geosciences majoring in visual communication design, and he has been engaged in the pharma packaging industry for nearly 20 years. He has extensive experience in industry marketing and corporation operations. As at Latest Practicable Date, Mr. Wang is interested in 500,000 Domestic Shares.

Subject to the Shareholder’s approval at the Annual General Meeting, the Company will enter into a service contract with Mr. Wang for a term of three years commencing from the date of the Annual General Meeting. Mr. Wang is subject to re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The service contract may be terminated by either party by giving to the other party not less than three month’s written notice. Mr. Wang is entitled to a proposed remuneration of RMB1,000,000 per annum.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wang does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Wang that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Yan Xia**

Ms. Yan Xia (“**Ms. Yan**”), aged 49, is proposed to be appointed as non-executive Director of the Company.

Ms. Yan joined Weigao Holding, a controlling Shareholder of the Company, in January 2021, and is currently a director and senior vice president of Weigao Holding. From December 2022 to March 2024, Ms. Yan was a director of Shandong Weigao Orthopaedic Device Company Limited, a subsidiary of the Company (Stock code: 688161.SH).

Prior to joining Weigao Holding, Ms. Yan was a director and president of Beijing Wandong Medical Technology Co., Ltd. (北京萬東醫療科技股份有限公司) (Stock code: 600055.SH) from December 2018 to December 2020; the vice president of China region of Thermo Fisher Scientific from August 2017 to November 2018; the vice president of Shanghai Fosun Health Technology (Group) Company Limited (上海復星健康科技(集團)有限公司) and a director of United Family Healthcare (和睦家醫療集團) from July 2016 to August 2017. From July 2001 to June 2016, she had successively served as the senior application development expert of the global CT marketing department, global CT product manager, customer project manager of China marketing department, product manager/distribution sales manager of China MR product department, global surgical product manager and general manager of surgical and interventional sector of Greater China in GE Healthcare Group. Ms. Yan was a radiologist in Weifang Asthma Hospital from July 1998 to July 1999.

Ms. Yan holds a medical bachelor’s degree in clinical medicine and a medical master’s degree in medical imaging and nuclear medicine from Weifang Medical University. She is studying the EMBA program in Finance at Tsinghua PBCSF. Ms. Yan has over 25 years of experience in product sales, operations and brand management in the medical device industry.

Subject to the Shareholder’s approval at the Annual General Meeting, the Company will enter into a service contract with Ms. Yan for a term of three years commencing from the date of the Annual General Meeting. Ms. Yan is subject to re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The service contract may be terminated by either party by giving to the other party not less than three month’s written notice. Under the service contract, Ms. Yan will not receive any director’s fee for serving as non-executive Director.

Save as disclosed above and as at the Latest Practicable Date, Ms. Yan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Yan does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Yan that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Sun Heng**

Mr. Sun Heng, aged 60, is proposed to be appointed as an independent non-executive Director of the Company.

Since July 2003 to date, Mr. Sun has been the associate professor of the Finance Department of the Business School of Shandong University, Weihai. Prior to that, Mr. Sun was a lecturer at Harbin Finance University (formerly known as Harbin Finance College affiliated with People's Bank of China) from July 1989 to July 2003.

Mr. Sun obtained a Bachelor of Arts degree in English from Harbin Normal University and a Master of Economics degree in Finance from Shanghai University of Finance and Economics, and has over 30 years of experience in teaching and researching in financial English and finance programmes in universities.

Subject to the Shareholder's approval at the Annual General Meeting, the Company will enter into a service contract with Mr. Sun for a term of three years commencing from the date of the Annual General Meeting. Mr. Sun is subject to re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The service contract may be terminated by either party by giving to the other party not less than three month's written notice. Mr. Sun will be entitled to a director's fee of RMB150,000 per annum, which was determined with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions. Mr. Sun has confirmed his compliance with the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above and as at the Latest Practicable Date, Mr. Sun does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Sun does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Sun that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Gu Meijun**

Ms. GU Meijun (“**Ms. Gu**”), aged 47, is a shareholder representative supervisor and the chairman of the Supervisory Committee of the Company, and is currently the chief accountant of Weigao Holding. Ms. Gu joined Weigao Holding in 1996 and held positions such as accounting supervisor, accounting manager, assistant to general manager of Weigao Holding. Ms. Gu has been a supervisor of Huadong Automation (stock code: 002248.SZ) from March 2021 to date. Ms. Gu graduated from Beijing Information Technology Institute majoring in financial management and passed the middle-level accountant title examination.

**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

The Company proposed to amend the Articles of Association, details of which are as follows:

Existing Articles	Amended contents of the Articles
<b>CHAPTER 1 GENERAL PROVISIONS</b>	<b>CHAPTER 1 GENERAL PROVISIONS</b>
/	<p data-bbox="810 485 916 512"><u>Article 1</u></p> <p data-bbox="810 566 1356 1474"><u>To safeguard the legitimate rights and interests of Shandong Weigao Group Medical Polymer Company Limited (the “Company”), the shareholders and creditors of the Company and regulate the organization and activities of the Company, the Articles of Association (the “Articles of Association” or “these Articles of Association”) are formulated in accordance with the Company Law of the PRC (中華人民共和國公司法) (the “Company Law”), the Securities Law of the PRC (中華人民共和國證券法) (the “ Securities Law”), the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws, administrative regulations, departmental rules, regulatory documents and relevant requirements of the regulatory authority and pursuant to the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》).</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 1</p> <p>“Shandong Weigao Group Medical Polymer Company Limited (the Company”) has been established pursuant to Company Law of the PRC (“Company Law”), the Regulations of the State Council Concerning the Domestic Listed Foreign Shares of Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (“Prescribed Regulation”) and the relevant laws, rules and regulations in the PRC in regulating the establishment of a joint stock company. The establishment of the joint stock company was approved by the Provincial Government of Shandong under the certificate “Lu [2000]53. and it was established on 27 December 2000 under the promotion shares on 28 December 2000. The business registration number is: 3700001806541. The promoters of the Company are Weigao Holding Company Limited, Chen Lin, Zhang Hua wei, Miao Yan Guo, Wang Yi, Zhou Shu Hua, Wang Zhi Fan and Wu Chuan Ming.”</p>	<p>Article <del>1</del><u>2</u></p> <p><del>“Shandong Weigao Group Medical Polymer Company Limited (The Company”) has been established pursuant to Company Law of the PRC (“Company Law”), the Regulations of the State Council Concerning the Domestic Listed Foreign Shares of Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (“Prescribed Regulation”) and the relevant laws, rules and regulations in the PRC in regulating the establishment of a joint stock company. The establishment of the joint stock company was approved by the Provincial Government of Shandong under the certificate “Lu [2000]53. and it was established on 27 December 2000 under the promotion shares on 28 December 2000. The business registration number is: 3700001806541</del><u>191370000726685299F. The promoters of the Company are Weigao Holding Company Limited, Chen Lin, Zhang Hua wei, Miao Yan Guo, Wang Yi, Zhou Shu Hua, Wang Zhi Fan and Wu Chuan Ming.”</u></p>
	<p><u>Article 3</u></p> <p><u>Approved by the China Securities Regulatory Commission (the “CSRC”), the Company was listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) in February 2004, and was subsequently transferred to the Main Board in July 2010 and delisted from the GEM of the Hong Kong Stock Exchange.</u></p>

**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Article 2</p> <p>The Chinese registered name of the Company is 山東威高集團醫用高分子製品股份有限公司, and its English registered name is SHANDONG WEIGAO GROUP MEDICAL POLYMER CO., LTD.</p>	<p>Article <del>2</del><u>4</u></p> <p>The Chinese registered name of the Company is 山東威高集團醫用高分子製品股份有限公司, and its English registered name is SHANDONG WEIGAO GROUP MEDICAL POLYMER CO., LTD.</p>
<p>Article 3</p> <p>Address of the Company: 1 Weihai Road, Weihai Torch Hi-Tech Science Park, Shandong, the PRC Post Code: 264210 Telephone No.: 0631-562-2517 Facsimile No.: 0631-562-0555</p>	<p>Article <del>3</del><u>5</u></p> <p>Address of the Company: 1 Weihai Road, Weihai Torch Hi-Tech Science Park, Shandong, the PRC Post Code: 264210 Telephone No.: 0631-562-2517 Facsimile No.: 0631-562-0555</p>
/	<p>Article <del>6</del><u>6</u></p> <p><u>The registered capital of the Company is RMB457,063,232.40.</u></p>
<p>Article 4</p> <p>The legal representative of the Company is the Chairman of the Company.</p>	<p>Article <del>4</del><u>7</u></p> <p>The legal representative of the Company is the Chairman of the Company.</p>
<p>Article 5</p> <p>The Company is a perpetual joint stock limited company.</p>	<p>Article <del>5</del><u>8</u></p> <p>The Company is a perpetual joint stock limited company.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 6  The Company is an independent corporate legal person. All the Company's acts shall comply with the PRC laws, rules and regulations and safeguard the lawful interests of its shareholders. The Company shall be governed and protected by the PRC laws, rules and regulations.	Article <del>6</del> <u>9</u>  The Company is an independent corporate legal person. All the Company's acts shall comply with the PRC laws, rules and regulations and safeguard the lawful interests of its shareholders. The Company shall be governed and protected by the PRC laws, rules and regulations.
/	<u>Article 10</u>  <u>The entire capital of the Company is divided into equal shares. The liabilities assumed by the shareholders of the Company shall be limited to the extent of the shares held by them. The Company shall be liable to its creditors to the extent of all of its assets. The Company may invest in other limited liability companies and joint stock limited companies, and the Company's liabilities with respect to such companies are limited to the amount invested.</u>
Article 7  The Articles of Association of the Company became effective after being approved by shareholders in General Meeting by way of special resolution and (where necessary) by relevant competent authority in accordance with relevant laws and regulations of the PRC.	Article <del>7</del> <u>11</u>  The Articles of Association of the Company became effective after being approved by shareholders in General Meeting by way of special resolution and (where necessary) by relevant competent authority in accordance with relevant laws and regulations of the PRC.

Existing Articles	Amended contents of the Articles
<p>Article 8</p> <p>From the date of these Articles of Association becoming effective, these Articles of Association (including future amendments to the articles of association) constitute a legally binding public document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p>	<p>Article <del>8</del><u>12</u></p> <p>From the date of these Articles of Association becoming effective, these Articles of Association (including future amendments to the articles of association) constitute a legally binding <del>public</del> document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p>
<p>Article 9</p> <p>The Articles of Association are binding upon the Company and its shareholders, directors, supervisors, general managers and other senior management of the Company; all of whom are entitled to raise issues regarding the affairs of the Company in accordance with the Articles of Association.</p> <p>A shareholder can raise any action against the Company pursuant to the Articles of Association and vice versa, by shareholders against each other, by a shareholder against the directors, supervisors, general managers and other senior management of the Company.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>	<p>Article <del>9</del><u>13</u></p> <p>The Articles of Association are binding upon the Company and its shareholders, directors, supervisors, general managers and other senior management of the Company; all of whom are entitled to raise issues regarding the affairs of the Company in accordance with the Articles of Association.</p> <p>A shareholder can raise any action against the Company pursuant to the Articles of Association and <del>vice versa</del>, by shareholders against each other, by a shareholder against the directors, supervisors, general managers and other senior management of the Company; <u>by the Company against shareholders, the directors, supervisors, general managers and other senior management of the Company.</u></p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 359 360 385">Article 10</p> <p data-bbox="240 442 786 629">The Company may invest in other limited liability companies and joint stock limited companies, and the Company's liabilities with respect to such companies are limited to the amount invested.</p> <p data-bbox="240 683 786 832">The Company may, pursuant to its operational and managements requirements, make investments in other enterprises pursuant to Article 15 of the Company Law.</p>	<p data-bbox="809 359 1174 385">(Moved to amended Article 10)</p>
<p data-bbox="240 859 360 885">Article 11</p> <p data-bbox="240 942 786 1166">The entire capital of the Company is divided into equal shares. The liabilities assumed by the shareholders of the Company shall be limited to the extent of the shares held by them. The Company shall be liable to its creditors to the extent of all of its assets.</p>	<p data-bbox="809 859 1174 885">(Moved to amended Article 10)</p>
<p data-bbox="240 1195 360 1221">Article 12</p> <p data-bbox="240 1278 786 1502">Employees of the Company may form a trade union in accordance with the law, participate in union activities and protect workers' legal rights and interests. The Company shall provide necessary conditions for the activities of the trade union of the Company.</p>	<p data-bbox="809 1195 959 1221">Article <del>12</del><u>14</u></p> <p data-bbox="809 1278 1355 1502">Employees of the Company may form a trade union in accordance with the law, participate in union activities and protect workers' legal rights and interests. The Company shall provide necessary conditions for the activities of the trade union of the Company.</p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 2 OBJECTS AND SCOPE OF BUSINESS</b></p>	<p><b>CHAPTER 2 OBJECTS AND SCOPE OF BUSINESS</b></p>
<p>Article 13</p> <p>The objects of business of the Company are: people-oriented, focusing on technology and responsible for its own management decisions, and profits and losses.</p>	<p>Article <del>13</del><u>15</u></p> <p>The objects of business of the Company are: people-oriented, focusing on technology and responsible for its own management decisions, and profits and losses.</p>
<p>Article 14</p> <p>Scope of business and licensed items: manufacture of Class II medical devices; manufacture of Class III medical devices; operation of Class III medical devices; production of protective goods for healthcare workers (Class II medical devices); production of medical masks; manufacture of special-purpose equipment; manufacture of road motor vehicles; production of disinfectants (excluding dangerous chemicals); rental of Class III medical devices; internet information services for medical devices; sale of sterilising equipment; wholesale of pharmaceuticals; retail of pharmaceuticals; wastewater treatment and its recycling; road cargo transportation (excluding dangerous goods); manufacture of pharmaceuticals (excluding the application of concoction techniques such as steaming, frying, roasting and calcination of Chinese medicine tablets and the production of confidential prescription products of proprietary Chinese medicines). (business activities shall be able to commence for items subject to approval in accordance with the law upon the approval of the relevant departments, and the specific operating items shall be subject to the approval documents or licenses of the relevant departments).</p>	<p>Article <del>14</del><u>16</u></p> <p>Scope of business and licensed items: manufacture of Class II medical devices; manufacture of Class III medical devices; operation of Class III medical devices; production of protective goods for healthcare workers (Class II medical devices); production of medical masks; manufacture of special-purpose equipment; manufacture of road motor vehicles; production of disinfectants (excluding dangerous chemicals); rental of Class III medical devices; internet information services for medical devices; sale of sterilising equipment; wholesale of pharmaceuticals; retail of pharmaceuticals; wastewater treatment and its recycling; road cargo transportation (excluding dangerous goods); manufacture of pharmaceuticals (excluding the application of concoction techniques such as steaming, frying, roasting and calcination of Chinese medicine tablets and the production of confidential prescription products of proprietary Chinese medicines). (business activities shall be able to commence for items subject to approval in accordance with the law upon the approval of the relevant departments, and the specific operating items shall be subject to the approval documents or licenses of the relevant departments).</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>General items; manufacture of Class I medical devices; sale of Class I medical devices; sale of Class II medical devices; wholesale of protective goods for healthcare workers; retail of protective goods for healthcare workers; production of protective goods for healthcare workers (Class I medical devices); sale of personal hygiene products; sale of hygiene products and disposable medical supplies; wholesale of medical masks; retail of medical masks; production of daily masks (non-medical); sale of daily masks (non-medical); sale of daily commodities; retail of cosmetics; wholesale of cosmetics; sale of packaging materials and products; manufacture of medical packaging materials; manufacture of plastic products; sale of plastic products; manufacture of rubber products; sale of new motor vehicles; manufacture of maternal and child products; sale of maternal and child products; manufacture of moulds; sale of moulds; sale of disinfectants (excluding dangerous chemicals); sale of special equipment for environmental protection; wholesale of hardware products; retail of hardware products; sale of household appliances; retail of computer software and hardware and ancillary equipment; sale of machinery and equipment; rental of Class II medical devices; rental of machinery and equipment; repair of special equipment;</p>	<p>General items; manufacture of Class I medical devices; sale of Class I medical devices; sale of Class II medical devices; wholesale of protective goods for healthcare workers; retail of protective goods for healthcare workers; production of protective goods for healthcare workers (Class I medical devices); sale of personal hygiene products; sale of hygiene products and disposable medical supplies; wholesale of medical masks; retail of medical masks; production of daily masks (non-medical); sale of daily masks (non-medical); sale of daily commodities; retail of cosmetics; wholesale of cosmetics; sale of packaging materials and products; manufacture of medical packaging materials; manufacture of plastic products; sale of plastic products; manufacture of rubber products; sale of new motor vehicles; manufacture of maternal and child products; sale of maternal and child products; manufacture of moulds; sale of moulds; sale of disinfectants (excluding dangerous chemicals); sale of special equipment for environmental protection; wholesale of hardware products; retail of hardware products; sale of household appliances; retail of computer software and hardware and ancillary equipment; sale of machinery and equipment; rental of Class II medical devices; rental of machinery and equipment; repair of special equipment;</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>manufacture of special equipment (excluding manufacture of licensed professional equipment); manufacture of electronic special equipment; sale of electronic products; maintenance of electronic and mechanical equipment (excluding special-purpose equipment); technical services, technical development, technical consultation, technical exchange, technical transfer and technical promotion; network technical services; internet of things application services; sale of artificial intelligence hardware; sale of software; import and export of goods; import and export of technology; professional cleaning, washing and sterilising services; manufacture of high performance fibres and composites; sale of high performance fibres and composites; sale of office supplies; sale of office equipment; sale of office equipment consumables; sale of paper products; laundry services; sale of special chemical products (excluding dangerous chemicals); general cargo storage services (excluding dangerous chemicals and other items requiring licensing approval); sale of instruments and meters. (independently carry out business activities according to law with the business license, except for items subject to approval in accordance with the law).</p>	<p>manufacture of special equipment (excluding manufacture of licensed professional equipment); manufacture of electronic special equipment; sale of electronic products; maintenance of electronic and mechanical equipment (excluding special-purpose equipment); technical services, technical development, technical consultation, technical exchange, technical transfer and technical promotion; network technical services; internet of things application services; sale of artificial intelligence hardware; sale of software; import and export of goods; import and export of technology; professional cleaning, washing and sterilising services; manufacture of high performance fibres and composites; sale of high performance fibres and composites; sale of office supplies; sale of office equipment; sale of office equipment consumables; sale of paper products; laundry services; sale of special chemical products (excluding dangerous chemicals); general cargo storage services (excluding dangerous chemicals and other items requiring licensing approval); sale of instruments and meters. (independently carry out business activities according to law with the business license, except for items subject to approval in accordance with the law).</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 357 359 385">Article 15</p> <p data-bbox="240 431 786 640">The Company shall amend these Articles of Association according to laws and may amend its scope of operations upon the approval of the relevant competent authorities and change of registration at the Weihai Administration for Industry and Commerce.</p>	<p data-bbox="812 357 959 385">Article <del>15</del><u>17</u></p> <p data-bbox="812 431 1358 640">The Company shall amend these Articles of Association according to laws and may amend its scope of operations upon the approval of the relevant competent authorities and change of registration at the Weihai Administration for <del>Industry and Commerce</del><u>Market Regulation</u>.</p>

Existing Articles	Amended contents of the Articles
<b>CHAPTER 3 SHARES AND REGISTERED CAPITAL</b>	<b><del>CHAPTER 3 SHARES AND REGISTERED CAPITAL</del></b>
	<u>Section 1 Share Issuance</u>
<p>Article 16</p> <p>The Company shall have ordinary shares at any time; pursuant to its requirements and upon the approval granted by the examining and approving authorities of the Company authorized by the State Council, the Company may create other classes of shares.</p>	<p>Article <del>16</del><u>18</u></p> <p><del>The Company shall have ordinary shares at any time; pursuant to its requirements and upon the approval granted by the examining and approving authorities of the Company authorized by the State Council, the Company may create other classes of shares.</del><u>The shares of the Company are in the form of share certificates.</u></p>
	<p><u>Article 19</u></p> <p><u>The Company shall issue shares in the principles of openness, fairness and impartiality, and each share of the same class shall have the same rights.</u></p> <p><u>For shares issued at the same time and within the same class, the conditions and price per share must be the same; for the shares subscribed by any entity or any individual, the price per share paid must be the same.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 17  All the shares issued by the Company are par shares and each share has a par value of RMB0.1.	Article <del>17</del> <u>20</u>  All the shares issued by the Company are par shares and each share has a par value of RMB0.1.
	<u>Article 21</u>  <u>Of the shares issued by the Company, domestic shares shall be centrally registered and deposited with domestic securities registration and settlement institutions, and matters such as the registration and settlement arrangements for overseas listed shares shall be governed by the regulations of the place where the Company's shares are listed.</u>

Existing Articles	Amended contents of the Articles																																																												
	<p data-bbox="810 357 930 389"><u>Article 22</u></p> <p data-bbox="810 442 1359 666"><u>At the time of establishment of the Company, the names of the promoters, the amount of the shares held by them, their shareholding percentage, capital contribution methods and time of contribution are set out in the following table:</u></p> <table border="1" data-bbox="834 719 1343 1049"> <thead> <tr> <th data-bbox="834 783 858 815">No.</th> <th data-bbox="866 761 946 815">Name of the promoter</th> <th data-bbox="1002 719 1074 815">Number of shares held ('0,000 shares)</th> <th data-bbox="1090 740 1161 815">Shareholding percentage (%)</th> <th data-bbox="1177 761 1241 815">Contribution method</th> <th data-bbox="1273 761 1345 815">Time of contribution</th> </tr> </thead> <tbody> <tr> <td data-bbox="834 815 858 836">1</td> <td data-bbox="866 815 978 857">Weigao Holding Company Limited</td> <td data-bbox="1034 815 1074 836">5,400</td> <td data-bbox="1129 815 1169 836">90%</td> <td data-bbox="1177 815 1241 836">Net assets</td> <td data-bbox="1273 815 1345 836">2000.12.01</td> </tr> <tr> <td data-bbox="834 857 858 878">2</td> <td data-bbox="866 857 930 878">Chen Lin</td> <td data-bbox="1042 857 1074 878">234</td> <td data-bbox="1129 857 1169 878">3.9%</td> <td data-bbox="1177 857 1249 878">Monetary funds</td> <td data-bbox="1273 857 1345 878">2000.12.18</td> </tr> <tr> <td data-bbox="834 878 858 900">3</td> <td data-bbox="866 878 946 900">Zhang Huawei</td> <td data-bbox="1042 878 1074 900">108</td> <td data-bbox="1129 878 1169 900">1.8%</td> <td data-bbox="1177 878 1249 900">Monetary funds</td> <td data-bbox="1273 878 1345 900">2000.12.18</td> </tr> <tr> <td data-bbox="834 900 858 921">4</td> <td data-bbox="866 900 946 921">Miao Yan Guo</td> <td data-bbox="1042 900 1074 921">78</td> <td data-bbox="1129 900 1169 921">1.3%</td> <td data-bbox="1177 900 1249 921">Monetary funds</td> <td data-bbox="1273 900 1345 921">2000.12.18</td> </tr> <tr> <td data-bbox="834 921 858 942">5</td> <td data-bbox="866 921 930 942">Wang Yi</td> <td data-bbox="1042 921 1074 942">78</td> <td data-bbox="1129 921 1169 942">1.3%</td> <td data-bbox="1177 921 1249 942">Monetary funds</td> <td data-bbox="1273 921 1345 942">2000.12.18</td> </tr> <tr> <td data-bbox="834 942 858 963">6</td> <td data-bbox="866 942 946 963">Zhou Shu Hua</td> <td data-bbox="1042 942 1074 963">51</td> <td data-bbox="1129 942 1169 963">0.85%</td> <td data-bbox="1177 942 1249 963">Monetary funds</td> <td data-bbox="1273 942 1345 963">2000.12.18</td> </tr> <tr> <td data-bbox="834 963 858 985">7</td> <td data-bbox="866 963 946 985">Wang Zhi Fan</td> <td data-bbox="1042 963 1074 985">27</td> <td data-bbox="1129 963 1169 985">0.45%</td> <td data-bbox="1177 963 1249 985">Monetary funds</td> <td data-bbox="1273 963 1345 985">2000.12.19</td> </tr> <tr> <td data-bbox="834 985 858 1006">8</td> <td data-bbox="866 985 946 1006">Wu Chuan Ming</td> <td data-bbox="1042 985 1074 1006">24</td> <td data-bbox="1129 985 1169 1006">0.40%</td> <td data-bbox="1177 985 1249 1006">Monetary funds</td> <td data-bbox="1273 985 1345 1006">2000.12.19</td> </tr> <tr> <td data-bbox="834 1006 858 1027"></td> <td data-bbox="866 1006 898 1027">Total</td> <td data-bbox="1034 1006 1074 1027">6,000</td> <td data-bbox="1114 1006 1169 1027">100.00%</td> <td data-bbox="1177 1006 1185 1027">/</td> <td data-bbox="1273 1006 1281 1027">/</td> </tr> </tbody> </table>	No.	Name of the promoter	Number of shares held ('0,000 shares)	Shareholding percentage (%)	Contribution method	Time of contribution	1	Weigao Holding Company Limited	5,400	90%	Net assets	2000.12.01	2	Chen Lin	234	3.9%	Monetary funds	2000.12.18	3	Zhang Huawei	108	1.8%	Monetary funds	2000.12.18	4	Miao Yan Guo	78	1.3%	Monetary funds	2000.12.18	5	Wang Yi	78	1.3%	Monetary funds	2000.12.18	6	Zhou Shu Hua	51	0.85%	Monetary funds	2000.12.18	7	Wang Zhi Fan	27	0.45%	Monetary funds	2000.12.19	8	Wu Chuan Ming	24	0.40%	Monetary funds	2000.12.19		Total	6,000	100.00%	/	/
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	Total	6,000	100.00%	/	/																																																								
<p data-bbox="236 1091 355 1123">Article 18</p> <p data-bbox="236 1176 786 1325">Upon the approval of CHINA SECURITIES REGULATORY COMMISSION, the Company may issue shares to investors domestically and to investors outside the PRC.</p> <p data-bbox="236 1495 786 1804">The aforementioned investors outside the PRC refer to investors in foreign countries, Hong Kong, Macau and Taiwan regions who are subscribing shares of the Company. Domestic investors refer to investors in the People's Republic of China, excluding the aforementioned regions, who are subscribing shares of the Company.</p>	<p data-bbox="810 1091 962 1123">Article <del>18</del>23</p> <p data-bbox="810 1176 1359 1442"><del>Upon the approval of CHINA SECURITIES REGULATORY COMMISSION</del><u>Subject to compliance with laws, regulations and the requirements of the securities regulatory authorities or other relevant regulatory bodies,</u> the Company may issue shares to investors domestically and to investors outside the PRC.</p> <p data-bbox="810 1495 1359 1804">The aforementioned investors outside the PRC refer to investors in foreign countries, Hong Kong, Macau and Taiwan regions who are subscribing shares of the Company. Domestic investors refer to investors in the People's Republic of China, excluding the aforementioned regions, who are subscribing shares of the Company.</p>																																																												

Existing Articles	Amended contents of the Articles
<p data-bbox="240 357 359 385">Article 19</p> <p data-bbox="240 442 786 549">Shares issued to domestic investors by the Company for subscription in Renminbi are known as domestic invested shares.</p> <p data-bbox="240 602 786 1229">Shares issued to overseas investors by the Company for subscription in foreign currency, and shares held by foreign investors, or shares that are being transferred from domestic invested shareholders of the Company are known as foreign invested shares; those foreign invested shares, that are listed overseas are known as overseas listed foreign invested shares and those that are not listed overseas are known as non-listed foreign invested shares. Those shares approved by the regulatory authorities, authorized by the State Council and the overseas securities regulatory authorities and listed and traded on the overseas stock exchanges are known as overseas listed shares.</p> <p data-bbox="240 1283 786 1474">Unless otherwise required in this Articles of Association, shareholders of domestic invested shares and foreign invested shares are holders of ordinary shares sharing the same obligations and rights.</p>	<p data-bbox="812 357 959 385">Article <del>19</del><u>24</u></p> <p data-bbox="812 442 1358 549">Shares issued to domestic investors by the Company for subscription in Renminbi are known as domestic invested shares.</p> <p data-bbox="812 602 1358 1229">Shares issued to overseas investors by the Company for subscription in foreign currency, and shares held by foreign investors, or shares that are being transferred from domestic invested shareholders of the Company are known as foreign invested shares; those foreign invested shares, that are listed overseas are known as overseas listed foreign invested shares and those that are not listed overseas are known as non-listed foreign invested shares. Those shares <del>approved by</del><u>filed with</u> the regulatory authorities; authorized by the State Council and <u>approved by</u> the overseas securities regulatory authorities and listed and traded on the overseas stock exchanges are known as overseas listed shares.</p> <p data-bbox="812 1283 1358 1474">Unless otherwise required in this Articles of Association, shareholders of domestic invested shares and foreign invested shares are holders of ordinary shares sharing the same obligations and rights.</p>

Existing Articles	Amended contents of the Articles
<p data-bbox="240 357 360 385">Article 20</p> <p data-bbox="240 442 786 629">Subject to the review and approval by the regulatory authorities authorized by the State Council, the total number of ordinary shares issued by the Company is 4,570,632,324 shares.</p> <p data-bbox="240 683 786 1151">At the time of establishment of the Company, an aggregate of 60,000,000 shares were issued to the promoters (as approved by the China Securities Regulatory Commission, the shares of RMB 1 per share were subdivided into RMB 0.1 per share when the Company was listed on the Growth Enterprise Market of the Hong Kong Stock Exchange in 2004 and the number of shares was subsequently changed to 600,000,000), representing approximately 13.13% of the total number of ordinary shares that may be issued by the Company.</p> <p data-bbox="240 1204 786 1636">After its establishment, the Company issued 3,970,632,324 ordinary shares, of which 3,922,332,324 ordinary shares were overseas listed shares (including overseas listed foreign invested shares issued pursuant to the exercise of the over-allotment option), representing approximately 85.81% of the total number of ordinary shares issued by the Company and 48,300,000 shares were domestic shares, representing 1.06% of the total number of ordinary shares issued by the Company.</p>	<p data-bbox="812 357 932 385"><del>Article 20</del></p> <p data-bbox="812 442 1358 629"><del>Subject to the review and approval by the regulatory authorities authorized by the State Council, the total number of ordinary shares issued by the Company is 4,570,632,324 shares.</del></p> <p data-bbox="812 683 1358 1151"><del>At the time of establishment of the Company, an aggregate of 60,000,000 shares were issued to the promoters (as approved by the China Securities Regulatory Commission, the shares of RMB 1 per share were subdivided into RMB 0.1 per share when the Company was listed on the Growth Enterprise Market of the Hong Kong Stock Exchange in 2004 and the number of shares was subsequently changed to 600,000,000), representing approximately 13.13% of the total number of ordinary shares that may be issued by the Company.</del></p> <p data-bbox="812 1204 1358 1636"><del>After its establishment, the Company issued 3,970,632,324 ordinary shares, of which 3,922,332,324 ordinary shares were overseas listed shares (including overseas listed foreign invested shares issued pursuant to the exercise of the over-allotment option), representing approximately 85.81% of the total number of ordinary shares issued by the Company and 48,300,000 shares were domestic shares, representing 1.06% of the total number of ordinary shares issued by the Company.</del></p>

Existing Articles	Amended contents of the Articles
<p>The share capital structure of the Company is as follows: The total number of issued ordinary shares is 4,570,632,324 shares. Among such shares, 4,522,332,324 ordinary shares are overseas listed shares, representing 98.94% of the total ordinary shares issued by the Company, and 48,300,000 ordinary shares are domestic shares, representing 1.06% of the total ordinary shares issued by the Company.</p>	<p><u>Article 25</u></p> <p>The share capital structure of the Company is as follows: The total number of issued ordinary shares is 4,570,632,324 shares. Among such shares, 4,522,332,324 ordinary shares are overseas listed shares, representing 98.94% of the total ordinary shares issued by the Company, and 48,300,000 ordinary shares are domestic shares, representing 1.06% of the total ordinary shares issued by the Company.</p>
<p>Article 21</p> <p>Upon obtaining the approvals from the securities regulatory authorities of the State Council and the listing approval from the overseas stock exchanges (if required), non-listed shares of the Company may be listed and traded overseas. The aforesaid shares shall be listed and traded on overseas stock exchanges and shall also comply with the regulatory procedures, rules and requirements of the overseas stock market. The aforesaid situations where shares are listed on the overseas stock market. The aforesaid situations where shares are listed on the overseas stock exchanges do not required passing of resolutions at a general meeting or shareholders’ class meeting.</p>	<p>Article <del>21</del><u>26</u></p> <p><del>Upon obtaining the approvals from the securities regulatory authorities of the State Council and the listing approval from the overseas stock exchanges (if required)</del> <u>After complying with the conditions (if any) stipulated in the laws, regulations and the regulatory rules of the place where the Company’s shares are listed</u>, non-listed shares of the Company may <u>be converted into overseas listed foreign invested shares and</u> be listed and traded overseas. The aforesaid shares shall be listed and traded on overseas stock exchanges and shall also comply with the regulatory procedures, rules and requirements of the overseas stock market. The aforesaid situations where shares are listed on the overseas stock market. The aforesaid situations where shares are listed on the overseas stock exchanges do not required passing of resolutions at a general meeting <del>or shareholders’ class meeting.</del></p>

**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Article 22</p> <p>After the proposal of issuance of overseas listed shares and domestic shares of the Company are approved by China Securities Regulatory Commission, the board of directors of the Company may formulate implementation arrangements for separate issuances. The proposal of issuance of overseas listed shares and domestic shares of the Company may be implemented separately by the Company pursuant to the preceding paragraph within 15 months after the date of approval of China Securities Regulatory Commission.</p>	Deleted
<p>Article 23</p> <p>Where the overseas listed shares and domestic shares issued are within the total number of shares specified in the proposal of issuance, such shares shall be subscribed for in full at one time. If such shares are not subscribed for in full at one time due to special circumstances, they may be subscribed for in several stages upon the approval of China Securities Regulatory Commission.</p>	Deleted
<p>Article 24</p> <p>The registered capital of the Company is RMB 457,063,232.40.</p>	(Moved to amended Article 6)

Existing Articles	Amended contents of the Articles
	<p><b><u>Section 2 Increase, Decrease and Repurchase of Shares</u></b></p>
<p>Article 25</p> <p>The Company may, pursuant to its operational and developmental requirements, increase its capital in accordance with the relevant provisions under this Articles of Association.</p> <p>The increase of capital may be made by way of the following methods:</p> <p>(I) Public issue of shares;</p> <p>(II) Non-public issue of shares;</p> <p>(III) Distribution of bonus issue of shares to existing shareholders;</p> <p>(IV) Capitalisation of Common Reserve Fund;</p> <p>(V) Other ways as permitted by applicable laws and administrative regulations and approved by CHINA SECURITIES REGULATORY COMMISSION.</p>	<p>Article <del>25</del><u>27</u></p> <p>The Company may, pursuant to its operational and developmental requirements, increase its capital in accordance with the relevant provisions under this Articles of Association.</p> <p>The increase of capital may be made by way of the following methods:</p> <p>(I) Public issue of shares;</p> <p>(II) Non-public issue of shares;</p> <p>(III) Distribution of bonus issue of shares to existing shareholders;</p> <p>(IV) Capitalisation of Common Reserve Fund;</p> <p>(V) Other ways as permitted by applicable laws <del>and</del><u> and administrative regulations and the regulatory rules of the place where the Company's shares are listed</u> and approved by CHINA SECURITIES REGULATORY COMMISSION.</p>

Existing Articles	Amended contents of the Articles
<p>The resolution to increase the Company’s capital shall be made in accordance with the procedural requirements as stated in its Articles of Association and subject to such resolution being passed, the procedures involved in increasing capital shall be carried out in accordance with all relevant laws <del>and</del> administrative regulations.</p>	<p>The resolution to increase the Company’s capital shall be made in accordance with the procedural requirements as stated in its Articles of Association and subject to such resolution being passed, the procedures involved in increasing capital shall be carried out in accordance with all relevant laws <del>and</del> administrative regulations <u>and the regulatory rules of the place where the Company’s shares are listed.</u></p>
<p>Article 26</p> <p>The Company shall sell the shares of which the holder(s) is or are untraceable and shall keep the proceeds, provided that:</p> <p>(I) the dividends proposed under the relevant shares are due for payment at least three times within twelve years, and the shareholder(s) does not or do not claim any of the dividend; and</p> <p>(II) after the expiration of twelve years, the Company shall publish an advertisement in newspapers indicating the intention to sell the shares hereof and informs CHINA SECURITIES REGULATORY COMMISSION and relevant overseas securities regulatory authorities according to this Articles of Associations.</p>	<p>Article <del>26</del><u>28</u></p> <p>The Company shall sell the shares of which the holder(s) is or are untraceable and shall keep the proceeds, provided that:</p> <p>(I) the dividends proposed under the relevant shares are due for payment at least three times within twelve years, and the shareholder(s) does not or do not claim any of the dividend; and</p> <p>(II) after the expiration of twelve years, the Company shall publish an advertisement in newspapers indicating the intention to sell the shares hereof and informs CHINA SECURITIES REGULATORY COMMISSION and relevant overseas securities regulatory authorities according to this Articles of Associations.</p>
<p>Article 27</p> <p>Unless otherwise required by laws and administrative regulations, the shares of the Company may be freely transferable free from any lien.</p>	<p>(Moved to amended Article 35)</p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES</b></p>	<p><b>Deleted</b></p>
<p>Article 28</p> <p>The Company may reduce its registered capital in accordance with the provisions of this Articles of Association.</p>	<p>Article <del>28</del><u>29</u></p> <p><del>The Company may reduce its registered capital in accordance with the provisions of this Articles of Association.</del><u>Registered capital reduction of the Company proceeds in accordance with the procedures provided in the Company Law and other relevant requirements and the Articles of Association.</u></p>
<p>Article 29</p> <p>In the event of reduction of registered capital, the Company shall prepare a balance sheet and an inventory of its assets.</p> <p>The Company shall inform its creditors of the reduction in the registered capital within 10 days and, publish an announcement in newspapers within 30 days, of the resolution approving the reduction. The creditors may within 30 days upon receipt of the notice, and those who had not received the written notice may within 45 days of the publication of the newspapers announcement, require the company to pay its outstanding debts or provide guarantees covering such debts.</p> <p>The Company’s registered capital after the reduction must not be lower than the minimum statutory prescribed amount.</p>	<p>(Moved to amended Article 182)</p>

Existing Articles	Amended contents of the Articles
<p>Article 30</p> <p>Under the following circumstances, and upon obtaining approval in accordance with this Articles of Association and from the relevant government supervisory authorities, the Company may repurchase its issued shares:</p> <p>(I) for the purpose of reducing its capital;</p> <p>(II) in the event of a merger with other companies which are holding the shares of the Company;</p> <p>(III) the shares shall be used for the employee shareholding scheme or equity incentive;</p> <p>(IV) in the event of opposition by a shareholder in general meetings in respect of a resolution for the merger or division of the Company, such shareholder can request the Company to repurchase his shares;</p> <p>(V) the shares shall be used for conversion into convertible corporate bonds issued by listed companies;</p> <p>(VI) necessary for safeguarding the value and shareholders’ interests of listed companies.</p>	<p>Article 30</p> <p>Under the following circumstances, and upon obtaining approval in accordance with this Articles of Association and from the relevant government supervisory authorities, the Company may repurchase its issued shares:</p> <p>(I) for the purpose of reducing its capital;</p> <p>(II) in the event of a merger with other companies which are holding the shares of the Company;</p> <p>(III) the shares shall be used for the employee shareholding scheme or equity incentive;</p> <p>(IV) in the event of opposition by a shareholder in general meetings in respect of a resolution for the merger or division of the Company, such shareholder can request the Company to repurchase his shares;</p> <p>(V) the shares shall be used for conversion into convertible corporate bonds issued by <del>listed</del> companies;</p> <p>(VI) necessary for safeguarding the value and shareholders’ interests of <del>listed</del> companies.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Upon the repurchase of the Company's shares as afore said, for repurchase pursuant to item (I), the repurchased shares should be cancelled within 10 days from the date of repurchase, for repurchase pursuant to items (II), (IV), such shares shall be transferred or cancelled within 6 months of the repurchase date.</p> <p>For repurchase of the Company's shares pursuant to items (III), (V), (VI) by the Company, it shall not exceed 10% of the Company's total issued shares, and shall be transferred or cancelled within three year.</p>	<p>Upon the repurchase of the Company's shares as afore said, for repurchase pursuant to item (I), the repurchased shares should be cancelled within 10 days from the date of repurchase, for repurchase pursuant to items (II), (IV), such shares shall be transferred or cancelled within 6 months of the repurchase date.</p> <p>For repurchase of the Company's shares pursuant to items (III), (V), (VI) by the Company, <del>it</del><u>the number of shares of the Company held by the Company in the aggregate</u> shall not exceed 10% of the Company's total issued shares, and shall be transferred or cancelled within three year.</p>

Existing Articles	Amended contents of the Articles
<p>Article 31</p> <p>For reasons set out in items (I), (II) or (IV) of Article 30 of the Articles of Association, the Company may, with the approval of the relevant competent authorities of the State for share repurchase, carry out one of the following means:</p> <p>(I) an offer to repurchase made to all shareholders on a pro-rated basis;</p> <p>(II) to repurchase through open transactions in stock exchanges; or</p> <p>(III) to repurchase through off-market agreements outside a stock exchange.</p> <p>Buyback of the Company’s shares under the circumstances as provided in items (III), (V) and (VI) of paragraph 1 of Article 30 shall be conducted through open centralized trading.</p>	<p>Article 31</p> <p><u>The Company may repurchase its Shares through open centralized trading or other methods as permitted by laws, administrative regulations and the regulatory rules of the place where the Company’s shares are listed and the CSRC;</u></p> <p><del>For reasons set out in items (I), (II) or (IV) of Article 30 of the Articles of Association, the Company may, with the approval of the relevant competent authorities of the State for share repurchase, carry out one of the following means:</del></p> <p><del>(I) an offer to repurchase made to all shareholders on a pro-rated basis;</del></p> <p><del>(II) to repurchase through open transactions in stock exchanges; or</del></p> <p><del>(III) to repurchase through off-market agreements outside a stock exchange.</del></p> <p>Buyback of the Company’s shares under the circumstances as provided in items (III), (V) and (VI) of paragraph 1 of Article 30 shall be conducted through open centralized trading.</p>

Existing Articles	Amended contents of the Articles
<p>Article 32</p> <p>If the repurchase is made for reasons set out in items (I), (II) of Article 30 of the Articles of Association, the prior approval shall be obtained from the general meeting in accordance with the provisions of the Articles of Association. If the repurchase is made for reasons set out in items (III), (V) or (VI) of Article 30 of the Articles of Association, it shall be approved by resolution passing by two-thirds of the votes cast by the directors attending the board meeting.</p> <p>Where the Company repurchases its shares by an off-market agreement outside a stock exchange, the prior sanction of shareholders shall be obtained in accordance with the manner specified in this Articles of Association. The Company may release or vary a contract so entered into by the Company or waive any of its rights thereunder with the prior approval of shareholders obtained in the same manner.</p>	<p>Article 32</p> <p>If the repurchase is made for reasons set out in items (I), (II) of Article 30 of the Articles of Association, the prior approval shall be obtained from the general meeting in accordance with the provisions of the Articles of Association. If the repurchase is made for reasons set out in items (III), (V) or (VI) of Article 30 of the Articles of Association, it shall be approved by resolution passing by two-thirds of the votes cast by the directors attending the board meeting.</p> <p><del>Where the Company repurchases its shares by an off-market agreement outside a stock exchange, the prior sanction of shareholders shall be obtained in accordance with the manner specified in this Articles of Association. The Company may release or vary a contract so entered into by the Company or waive any of its rights thereunder with the prior approval of shareholders obtained in the same manner.</del></p>

Existing Articles	Amended contents of the Articles
<p>A contract to repurchase shares referred to in the preceding paragraph shall include but not limited to an agreement to become obliged to repurchase or acquire the right to repurchase shares.</p>	<p><del>A contract to repurchase shares referred to in the preceding paragraph shall include but not limited to an agreement to become obliged to repurchase or acquire the right to repurchase shares.</del></p>
<p>The Company shall not assign a contract to repurchase its shares or any rights provided thereunder.</p>	<p><del>The Company shall not assign a contract to repurchase its shares or any rights provided thereunder.</del></p>
<p>If relevant matters involved in the repurchase of shares aforementioned are otherwise required by the laws, regulations, departmental rules, the Articles of Association and Hong Kong Stock Exchange, such requirements and regulations shall prevail.</p>	<p>If relevant matters involved in the repurchase of shares aforementioned are otherwise required by the laws, regulations, <del>departmental rules</del><u>the regulatory rules of the place where the Company's shares are listed</u>, the Articles of Association <del>and Hong Kong Stock Exchange</del>, such requirements and regulations shall prevail.</p>

Existing Articles	Amended contents of the Articles
<p>Article 33</p> <p>For reasons set out in items (I), (II) or (IV) of Article 30 of the Articles of Association, the Company may, with the approval of the relevant competent authorities of the State for share repurchase, carry out one of the following means: (I) an offer to repurchase made to all shareholders on a pro rated basis; (II) to repurchase through open transactions in stock exchanges; or (III) to repurchase through off market agreements outside a stock exchange. Buyback of the Company’s shares under the circumstances as provided in items (III), (V) and (VI) of paragraph 1 of Article 30 shall be conducted through open centralized trading.</p> <p>Upon the repurchase of the Company’s shares according to law, the Company must in accordance with applicable law and administrative regulations cancel or transfer such repurchased shares and must apply to Weihai Administration for Industry and Commerce for the registration of the changes in the Company’s registered capital and issue a public notice stating so. The nominal value of the shares so cancelled must be deducted from the Company’s registered capital.</p>	<p>Article 33</p> <p><del>For reasons set out in items (I), (II) or (IV) of Article 30 of the Articles of Association, the Company may, with the approval of the relevant competent authorities of the State for share repurchase, carry out one of the following means: (I) an offer to repurchase made to all shareholders on a pro rated basis; (II) to repurchase through open transactions in stock exchanges; or (III) to repurchase through off market agreements outside a stock exchange. Buyback of the Company’s shares under the circumstances as provided in items (III), (V) and (VI) of paragraph 1 of Article 30 shall be conducted through open centralized trading.</del></p> <p>Upon the repurchase of the Company’s shares according to law, the Company must in accordance with applicable law <u>and</u> administrative regulations <u>and the regulatory rules of the place where the Company’s shares are listed</u> cancel or transfer such repurchased shares and must apply to Weihai Administration for <u>Industry and Commerce</u> <u>Market Regulation</u> for the registration of the changes in the Company’s registered capital and issue a public notice stating so. The nominal value of the shares so cancelled must be deducted from the Company’s registered capital.</p>

Existing Articles	Amended contents of the Articles
<p>Article 34</p> <p>Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(I) where the Company repurchases shares at par value, payment shall be made out of the book on the surplus distributable profits of the Company or out of proceeds of the new issue of shares made for that purpose;</p> <p>(II) where the Company repurchases shares of the Company at a premium over its par value, payment up to the par value may be made out of the book surplus on the distributable profits of the Company or out of the proceeds of the new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(1) if the shares being repurchased were issued at par value, then payment shall be made out of the book surplus on the distributable profits of the Company;</p>	<p>Article 34</p> <p><del>Unless the Company is in the course of liquidation, it</del><u>The Company must comply with the following provisions</u><del>the requirements of the laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed and the CSRC</del> in relation to repurchase of its outstanding shares:</p> <p><del>(I) where the Company repurchases shares at par value, payment shall be made out of the book on the surplus distributable profits of the Company or out of proceeds of the new issue of shares made for that purpose;</del></p> <p><del>(II) where the Company repurchases shares of the Company at a premium over its par value, payment up to the par value may be made out of the book surplus on the distributable profits of the Company or out of the proceeds of the new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</del></p> <p><del>(1) if the shares being repurchased were issued at par value, then payment shall be made out of the book surplus on the distributable profits of the Company;</del></p>

Existing Articles	Amended contents of the Articles
<p>(2) if the shares being repurchased were issued at a premium over its par value, payment shall be made out of the book surplus on the distributable profits of the Company or out of the proceeds of the new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue of shares shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's capital reserve fund account (including the premiums on the new issue of shares) at the time of the repurchase;</p>	<p><del>(2) if the shares being repurchased were issued at a premium over its par value, payment shall be made out of the book surplus on the distributable profits of the Company or out of the proceeds of the new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue of shares shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's capital reserve fund account (including the premiums on the new issue of shares) at the time of the repurchase;</del></p>

Existing Articles	Amended contents of the Articles
<p>(III) the Company shall make the following payments out of the Company's distributable profits:</p> <p>(1) payment for the acquisition of the right to repurchase its own shares;</p> <p>(2) payment for the variation of any contract to repurchase its own shares;</p> <p>(3) payment for the release of its obligation(s) under any contract to repurchase its own shares;</p>	<p><del>(III) the Company shall make the following payments out of the Company's distributable profits:</del></p> <p><del>(1) payment for the acquisition of the right to repurchase its own shares;</del></p> <p><del>(2) payment for the variation of any contract to repurchase its own shares;</del></p> <p><del>(3) payment for the release of its obligation(s) under any contract to repurchase its own shares;</del></p>
<p>(IV) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's capital reserve fund account.</p>	<p><del>(IV) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's capital reserve fund account.</del></p>

Existing Articles	Amended contents of the Articles
	<b><u>Section 3 Transfer of Shares</u></b>
	<p><u>Article 35</u></p> <p><u>Unless otherwise provided by the laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed, the Company's shares may be transferred in accordance with the laws.</u></p>
	<p><u>Article 36</u></p> <p><u>The Company shall not accept any of its own shares as the subject of pledge right.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 359 930 389"><u>Article 37</u></p> <p data-bbox="810 442 1356 751"><u>Shares of the Company held by promoters shall not be transferred for a period of one year after the Company’s establishment. Shares issued prior to the Company’s public offering of shares shall not be transferred for a period of one year from the date of listing and trading of the Company’s shares on the stock exchange.</u></p> <p data-bbox="810 804 1356 1315"><u>The directors, supervisors and senior management of the Company shall declare to the Company the shares held by them in the Company and the changes therein, and shall not transfer more than 25% of the total number of shares held by them in the Company each year during their term of office; their shares in the Company shall not be transferred within one year from the date of listing and trading of the Company’s shares. The shares of the Company held by the abovementioned persons shall not be transferred within six months after their departure from office.</u></p> <p data-bbox="810 1368 1356 1553"><u>If there are other requirements for restrictions on the transfer of shares imposed by the laws, administrative regulations or the regulatory rules of the place where the Company’s shares are listed, such requirements shall prevail.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 927 385"><u>Article 38</u></p> <p data-bbox="810 427 1353 783"><u>All fully paid overseas listed foreign shares listed on Hong Kong Stock Exchange may be transferred freely in accordance with these Articles of Association. However, the Board may refuse to recognize any instrument of transfer without stating any reasons unless the requirements of the laws, administrative regulations, and the regulatory rules of the place where the Company's shares are listed and the CSRC are satisfied.:</u></p> <p data-bbox="810 825 1353 1251"><del>(I) — The transfer documents and other documents which relate to or may affect the title of any shares shall be registered and fees in connection with such registration shall be paid to the Company at a standard fee prescribed in the Hong Kong Listing Rules or higher fees agreed by the Hong Kong Stock Exchange for the purpose of registering the instruments of transfer and other documents relating to or affecting the title to shares;</del></p> <p data-bbox="810 1293 1353 1400"><del>(II) — The transfer documents only relate to overseas listed foreign shares listed on the Hong Kong Stock Exchange;</del></p> <p data-bbox="810 1442 1353 1506"><del>(III) — The stamp duty which is payable for the transfer documents has been duly paid;</del></p> <p data-bbox="810 1549 1353 1719"><del>(IV) — The relevant share certificate(s) and any other evidence which the Board may reasonably require to show that the transferor has the right to transfer the shares have been provided;</del></p> <p data-bbox="810 1761 1353 1825"><del>(V) — The shares shall be free and clear of any lien of the Company.</del></p>

Existing Articles	Amended contents of the Articles
	<p><u>Should the Company refuse to register any transfer of shares, it shall, within the period prescribed by the laws, administrative regulations, the regulatory rules of the place where the Company’s shares are listed and the CSRC, provide the transferor and the transferee with a written notice stating its refusal of registration of such transfer.</u></p>
<p><b>CHAPTER 5 FINANCIAL ASSISTANCE FOR ACQUISITION OF COMPANY SHARES</b></p>	<p><b><del>CHAPTER</del><u>SECTION 45</u> FINANCIAL ASSISTANCE FOR ACQUISITION OF COMPANY SHARES</b></p>
<p>Article 35</p> <p>The Company and its subsidiaries shall not at any time give financial assistance in any way to any person acquiring or proposing to acquire shares in the Company. The aforesaid persons acquiring the shares in the Company include those who have incurred, directly or indirectly, any liability for the purpose of acquiring shares in the Company.</p> <p>The Company or its subsidiaries shall not at any time give financial assistance in any way to the persons who have incurred such liability for the purpose of reducing or discharging that liability.</p> <p>This Article is not applicable to the circumstances described in Article 37</p>	<p>Article <del>35</del><u>39</u></p> <p>The Company and its subsidiaries shall not at any time give financial assistance in any way to any person acquiring or proposing to acquire shares in the Company. The aforesaid persons acquiring the shares in the Company include those who have incurred, directly or indirectly, any liability for the purpose of acquiring shares in the Company.</p> <p>The Company or its subsidiaries shall not at any time give financial assistance in any way to the persons who have incurred such liability for the purpose of reducing or discharging that liability.</p> <p>This Article is not applicable to the circumstances described in Article <del>37</del><u>41</u> of this Chapter.</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Article 36</p> <p>In this chapter, financial assistance includes, but not limited to, the following meanings:</p> <p>(I) gifts;</p> <p>(II) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than the compensation in respect of the Company’s own default) or release or waiver of any rights;</p> <p>(III) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the novation of, or the assignment of rights arising under, such loan or agreement; or</p>	<p>Article <del>36</del><u>40</u></p> <p>In this chapter, financial assistance includes, but not limited to, the following meanings:</p> <p>(I) gifts;</p> <p>(II) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than the compensation in respect of the Company’s own default) or release or waiver of any rights;</p> <p>(III) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the novation of, or the assignment of rights arising under, such loan or agreement; or</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 363 783 549">(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p data-bbox="240 604 783 944">In this chapter, “incurs any obligation” includes the assumption of obligations by the changing of the obligor’s financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether such obligation is to be borne solely by such person or jointly with any other persons), or through changing one’s financial position by any other means.</p>	<p data-bbox="812 363 1355 549">(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p data-bbox="812 604 1355 944">In this chapter, “incurs any obligation” includes the assumption of obligations by the changing of the obligor’s financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether such obligation is to be borne solely by such person or jointly with any other persons), or through changing one’s financial position by any other means.</p>

Existing Articles	Amended contents of the Articles
<p>Article 37</p> <p>The following activities shall not be deemed to be prohibited activities as prescribed in Article 35:</p> <p>(I) provision of financial assistance by the Company given in good faith and in the interest of the Company, and the main purpose in giving the financial assistance is not for the acquisition of Shares, or the giving of financial assistance is an incidental part for the purpose of certain mater plan of the Company;</p> <p>(II) a legal distribution of the Company’s assets by way of dividends;</p> <p>(III) an allotment of bonus shares by means of dividends;</p> <p>(IV) a reduction of registered capital, a repurchase of shares or a reorganisation of the shareholding structure in accordance with the Articles of Association;</p> <p>(V) and the lending of money by the Company within its scope of business, provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of distributable profits; and</p>	<p>Article <del>37</del><u>41</u></p> <p>The following activities shall not be deemed to be prohibited activities as prescribed in Article <del>35</del><u>39</u>:</p> <p>(I) provision of financial assistance by the Company given in good faith and in the interest of the Company, and the main purpose in giving the financial assistance is not for the acquisition of Shares, or the giving of financial assistance is an incidental part for the purpose of certain mater plan of the Company;</p> <p>(II) a legal distribution of the Company’s assets by way of dividends;</p> <p>(III) an allotment of bonus shares by means of dividends;</p> <p>(IV) a reduction of registered capital, a repurchase of shares or a reorganisation of the shareholding structure in accordance with the Articles of Association;</p> <p>(V) and the lending of money by the Company within its scope of business, provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of distributable profits; and</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
(VI) provision of money by the Company for contributions to employee share schemes, provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of distributable profits.	(VI) provision of money by the Company for contributions to employee share schemes, provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of distributable profits.

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</b></p>	<p><b>SECTION 5 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</b></p>
<p>Article 38</p> <p>The Company’s share certificates shall be in registered form.</p> <p>The following major items shall be specified on the share certificate of the Company:</p> <p>(I) the Company’s name;</p> <p>(II) the date of registration of the Company;</p> <p>(III) the class of the share certificate, par value and number of shares represented by the share certificate;</p> <p>(IV) the serial number of the share certificate;</p> <p>(V) a share certificate of the Company shall also contain other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p>	<p>Article <del>38</del><u>42</u></p> <p>The Company’s share certificates shall be in registered form.</p> <p>The following major items shall be specified on the share certificate of the Company:</p> <p>(I) the Company’s name;</p> <p>(II) the date of registration of the Company;</p> <p>(III) the class of the share certificate, par value and number of shares represented by the share certificate;</p> <p>(IV) the serial number of the share certificate;</p> <p>(V) a share certificate of the Company shall also contain other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p>

Existing Articles	Amended contents of the Articles
<p>Article 39</p> <p>The share certificates shall be signed by the Chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management, the share certificates shall also be signed by such other senior management. The share certificates shall take effect after being affixed, or affixed by way of printing, under the seal of the Company. The share certificates shall only be affixed with the Company’s seal under the authorization of the Board. The signatures of the Chairman or other relevant senior management of the Company on the share certificates may also be in printed form.</p>	<p>Article <del>39</del><u>43</u></p> <p>The share certificates shall be signed by the <del>Chairman</del><u>legal representative</u>. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management, the share certificates shall also be signed by such other senior management. The share certificates shall take effect after being affixed, or affixed by way of printing, under the seal of the Company. The share certificates shall only be affixed with the Company’s seal under the authorization of the Board. The signatures of the <u>legal representative</u>, Chairman or other relevant senior management of the Company on the share certificates may also be in printed form.</p> <p><u>Under the conditions of paperless issuance and transactions, other requirements stipulated by the laws of the place where the Company’s shares are listed and rules of the securities regulatory authorities shall prevail.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 40</p> <p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <p>(I) the name, 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 a person is registered as a shareholder;</p> <p>(VI) the date on which a person is ceased to be a shareholder.</p> <p>The register of shareholders shall be the full evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.</p>	<p>Article <del>40</del><u>44</u></p> <p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <p>(I) the name <u>and</u>, <del>address</del> (domicile), <del>occupation or nature</del> of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p><del>(III) the amount paid-up or payable in respect of shares held by each shareholder;</del></p> <p><del>(IV)</del> the serial numbers of the shares held by each shareholder;</p> <p><del>(V)</del> the date on which <u>each a person is registered as a shareholder acquires shares</u>;</p> <p><del>(VI) the date on which a person is ceased to be a shareholder.</del></p> <p>The register of shareholders shall be the full evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.</p>

Existing Articles	Amended contents of the Articles
<p>Article 41</p> <p>The Company may, in accordance with the mutual understanding and agreement between China Securities Regulatory Commission and the overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed shares outside the PRC and appoint overseas agent(s) to manage such register.</p> <p>The original register of shareholders of overseas-listed shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall maintain a copy of the register of shareholders of overseas listed shares at the Company’s domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the copy of the register of shareholders of overseas-listed shares at all times.</p> <p>Should there be any inconsistency between the original and the copy of the register of shareholders of overseas-listed foreign shares, the original version shall prevail.</p>	<p>Article 41<u>45</u></p> <p><del>The Company may, in accordance with the mutual understanding and agreement between China Securities Regulatory Commission and the overseas securities regulatory authorities,</del><u>shall properly</u> maintain its register of shareholders of overseas-listed shares <del>outside the PRC and appoint overseas agent(s) to manage such register</del><u>according to the requirements of the laws, administrative regulations, and the regulatory rules of the place where the Company’s shares are listed.</u></p> <p><del>The original register of shareholders of overseas-listed shares listed in Hong Kong shall be kept in Hong Kong.</del></p> <p><del>The Company shall maintain a copy of the register of shareholders of overseas listed shares at the Company’s domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the copy of the register of shareholders of overseas-listed shares at all times.</del></p> <p><del>Should there be any inconsistency between the original and the copy of the register of shareholders of overseas-listed foreign shares, the original version shall prevail.</del></p>

Existing Articles	Amended contents of the Articles
<p>Article 42</p> <p>The Company shall maintain a complete register of shareholders. The register of shareholders shall include the followings:</p> <p>(I) the register of shareholders maintained at the Company’s domicile (other than those parts as described in items (II) and (III) of this Article);</p> <p>(II) the register of shareholders of overseas-listed shares of the Company maintained at the place where the overseas securities exchange on which the shares are listed is located;</p> <p>(III) the register of shareholders maintained at such other place as the Board may consider necessary for the purpose of listing of the Company’s shares.</p>	<p>Deleted</p>
<p>Article 43</p> <p>Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.</p> <p>Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.</p>	<p>Deleted</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 359 360 385">Article 44</p> <p data-bbox="240 442 786 708">All fully paid overseas-listed shares listed on Hong Kong Stock Exchange may be transferred freely in accordance with this Articles of Association. However, the Board may refuse to recognize any instrument of transfer without stating any reasons unless the following conditions are satisfied:</p> <p data-bbox="240 761 786 1070">(I) A fee of HK\$2.5 or a higher fee acceptable to Hong Kong Stock Exchange is paid to the Company so as to register the instrument of transfer in respect of shares and any other documents that relate to the ownership of shares or may have an effect on its ownership;</p> <p data-bbox="240 1123 786 1221">(II) the instrument of transfer only involves the overseas- listed shares listed on Hong Kong Stock Exchange;</p>	<p data-bbox="810 359 1174 385">(Moved to amended Article 38)</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>(III) the stamp duty for the instrument of transfer has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;</p> <p>(V) the relevant shares are free from any liens of the Company.</p> <p>If the Company refuses to register the transfer of shares, the Company shall deliver a written notification related to the refusal of shares transfer to the transferor and transferee within 2 months from the date of the formal application for transferring the shares.</p>	

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 357 357 385">Article 45</p> <p data-bbox="240 434 788 534">After the shares are transferred, the names of transferees shall be registered as the holders of shares in the register of shareholders.</p> <p data-bbox="240 583 788 1238">In the event of death of a member who is one of the joint holders of any shares, the survivor(s) shall be the only person(s) recognized by the Company as having title in the relevant shares, however, the Board of Directors shall have the right to require the evidence of death as it considers proper for the purposes of amending the Register of Members. In respect of joint holders of any shares, only the joint holder whose name stands first on the list on the Register of Members shall have the right to collect the share certificate(s) of relevant shares, to receive notices of the Company and to attend or vote at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders of the relevant shares.</p>	<p data-bbox="809 357 903 385">Deleted</p>

**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 46  The issue of all overseas- listed shares or their transfer thereafter shall be registered in the part of the register of shareholders kept in Hong Kong pursuant to the requirements of this Article 41.	Deleted
Article 47  Any shareholders of overseas-listed shares can transfer all or part of their shares by using written transfer instruments commonly used in the place of listing or transfer documents that have been signed or bearing machine printed signatures. Transfer of shares of the Company held by shareholders of non-overseas listed shares shall be executed in accordance with the relevant laws and regulations in China.	Deleted
Article 48  Where PRC laws and regulations and the Hong Kong Listing Rules stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail.	Article <del>48</del> <u>46</u>  <del>Where PRC laws and regulations and the Hong Kong Listing Rules</del> <u>the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed</u> stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail.

Existing Articles	Amended contents of the Articles
<p>Article 49</p> <p>When a general meeting is convened, for dividend distribution, liquidation and other actions that may require the determination of shareholdings prior to the performance by the Company, the Board of Directors shall be entitled to fix a certain date for such determination of shareholdings. At the close of the date for determination of shareholdings, the shareholders whose names appear in the register of shareholders are the shareholders of the Company.</p>	<p>Article <del>49</del><u>47</u></p> <p>When a general meeting is convened, for dividend distribution, liquidation and other actions that may require the determination of <del>shareholdings</del><u>shareholders' identity</u> prior to the performance by the Company, <del>the Board of Directors shall be entitled to fix a certain date for such determination of shareholdings.</del> <u>At the close of the date for determination of shareholdings, the shareholders whose names appear in the register of shareholders are the shareholders of the Company.</u><u>the convener of the meeting of the board of directors or the general meeting shall confirm a date as the record date.</u></p> <p><u>At the end of the record date, shareholders registered in the shareholders register shall be the shareholders entitled to such rights and interests.</u></p>
<p>Article 50</p> <p>For any person who raises an objection to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register of shareholders.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 51</p> <p>Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificates (the “Original Certificates”) are lost, could apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p>	<p>Article <del>51</del><u>48</u></p> <p>Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificates (the “Original Certificates”) are lost, could apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p>
<p>Article 52</p> <p>Applications for re-issue of shares by holders of domestic shares and holders of unlisted foreign shares shall be processed pursuant to Article 144 of the Company Law.</p>	<p>Article <del>52</del><u>49</u></p> <p>Applications for re-issue of shares by holders of domestic shares <del>and holders of unlisted foreign shares</del> shall be processed pursuant to Article <del>144</del><u>3</u> of the Company Law.</p>
<p>Article 53</p> <p>Application for re-issue of share certificates by a holder of overseas- listed shares, who has lost his share certificate, may be dealt with in accordance with the law of the place where the original register of holders of overseas-listed shares is maintained, the rules of the stock exchange or other relevant regulations.</p>	<p>Article <del>53</del><u>50</u></p> <p>Application for re-issue of share certificates by a holder of overseas- listed shares, who has lost his share certificate, may be dealt with in accordance with the law of the place where the original register of holders of overseas-listed shares is maintained, the rules of the stock exchange or other relevant regulations.</p>

Existing Articles	Amended contents of the Articles
<p>Article 54</p> <p>Application for the re-issue of share certificates by a shareholder of overseas-listed shares listed in Hong Kong shall satisfy the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarized certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the lost; and declaring that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(II) The Company confirms that it has not received any declaration made by any person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(III) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 consecutive days in such newspapers as may be prescribed by the Board of Directors.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>(IV) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be displayed in the premises of the stock exchange for a period of 90 days.</p> <p>In the case of an application which is made without the consent of the registered shareholders of the Relevant Shares, the Company shall deliver by mail to such registered shareholders a copy of the notice to be published.</p> <p>(V) If, by the expiration of the 90-day period referred to in paragraphs (III) and (IV) of this Article, the Company has not received any objections from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p>	

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>(VI) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and enter the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable undertaking is provided by the applicant for such expenses.</p>	

Existing Articles	Amended contents of the Articles
<p>Article 55</p> <p>Where the Company issues a replacement certificate in accordance with this Articles, the name of a bona fide purchaser of the replacement certificate issued or of a person (if it is a bona fide purchaser) who is subsequently registered as a shareholder owning the shares to which the certificate relates, shall not be removed from the register of shareholders.</p>	<p>Deleted</p>
<p>Article 56</p> <p>The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company had fraudulent act.</p>	<p>Article <del>56</del><u>51</u></p> <p>The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company had fraudulent act.</p>
	<p><b><u>CHAPTER 4 SHAREHOLDERS AND GENERAL MEETINGS</u></b></p>
<p><b>CHAPTER 7 SHAREHOLDERS' RIGHTS AND OBLIGATIONS</b></p>	<p><del>C H A P T E R 7</del> <u>S e c t i o n 1</u> <b><u>Shareholders</u></b> <b><u>HAREHOLDERS' RIGHTS AND OBLIGATIONS</u></b></p>
<p>Article 57</p> <p>A shareholder of the Company is a person who legally holds the shares of the Company and has had his name entered in the register of shareholders.</p> <p>Shareholders shall enjoy the rights and have the obligations according to the category and amount of shares held by them. Shareholders holding shares of the same class shall enjoy equal rights and have the same obligations.</p>	<p>Article <del>57</del><u>52</u></p> <p>A shareholder of the Company is a person who legally holds the shares of the Company and has had his name entered in the register of shareholders.</p> <p>Shareholders shall enjoy the rights and have the obligations according to the category and amount of shares held by them. Shareholders holding shares of the same class shall enjoy equal rights and have the same obligations.</p>

Existing Articles	Amended contents of the Articles
<p>Article 58</p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(I) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(II) the right to attend or appoint a proxy to attend general meeting and to exercise the voting right;</p> <p>(III) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles;</p> <p>(V) the right to obtain relevant information in accordance with the provisions of the Articles, including:</p> <p>1. the right to obtain a copy of the Articles, subject to payment of the cost of such copy;</p>	<p>Article <del>58</del><u>53</u></p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(I) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(II) the right to <u>lawfully request, convene, preside over,</u> attend or appoint a proxy to attend general meeting and to exercise the <u>relevant</u> voting right;</p> <p>(III) the right to supervise <u>the operations</u><del>and manage the business activities</del> of the Company and to put forward proposals and raise inquiries;</p> <p>(IV) the right to transfer, <u>donate or pledge</u> shares <u>help by them</u> in accordance with the laws, administrative regulations, <u>the regulatory rules of the place where the Company's shares are listed</u> and provisions of <u>this</u><del>the</del> Articles;</p> <p><del>(V) the right to obtain relevant information in accordance with the provisions of the Articles, including:</del></p> <p><del>1. the right to obtain a copy of the Articles, subject to payment of the cost of such copy;</del></p>

Existing Articles	Amended contents of the Articles
<p>2. the right to inspect and make copies, subject to payment of a reasonable charge:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal particulars of each of the Company’s Directors, Supervisors, general managers and other senior management members, including:</p> <p>① present forename and surname and any former forename or surname and any aliases;</p> <p>② principal address (residence);</p> <p>③ nationality;</p> <p>④ main profession and all other part-time occupations and duties;</p> <p>⑤ identification document and its number;</p>	<p><del>2. the right to inspect and make copies, subject to payment of a reasonable charge:</del></p> <p><del>(1) all parts of the register of shareholders;</del></p> <p><del>(2) personal particulars of each of the Company’s Directors, Supervisors, general managers and other senior management members, including:</del></p> <p><del>① present forename and surname and any former forename or surname and any aliases;</del></p> <p><del>② principal address (residence);</del></p> <p><del>③ nationality;</del></p> <p><del>④ main profession and all other part-time occupations and duties;</del></p> <p><del>⑤ identification document and its number;</del></p>

Existing Articles	Amended contents of the Articles
(3) reports on the status of the Company's share capital;	<del>(3) reports on the status of the Company's share capital;</del>
(4) reports showing the aggregate par value, quantity, highest and lowest prices in respect of each class of shares repurchased by the Company since the last accounting year, and the aggregate amount paid by the Company for this purpose;	<del>(4) reports showing the aggregate par value, quantity, highest and lowest prices in respect of each class of shares repurchased by the Company since the last accounting year, and the aggregate amount paid by the Company for this purpose;</del>
(5) minutes of general meetings.	<del>(5) minutes of general meetings.</del>

Existing Articles	Amended contents of the Articles
<p>(VI) in the event of termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p> <p>(VII) such other rights conferred by laws, administrative regulations and Articles of Association.</p> <p>The Company shall not exercise its rights to freeze or otherwise jeopardize the rights attaching to any shares held in the event that any person has not disclosed the rights and interests they hold directly or indirectly.</p>	<p><del>(VI)</del> <u>to inspect the Articles of Association, register of shareholders, corporate bond stubs, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Supervisory Committee and financial accounting reports;</u></p> <p><del>(VI)</del> in the event of termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p> <p><del>(VII)</del> <u>with respect to shareholders who voted against any resolution adopted at the general meeting on the merger or demerger of the Company, to demand the Company to buy back the shares held by them;</u></p> <p><del>(VIII)</del> <u>such other rights prescribed</u><del>conferred</del> by laws, administrative regulations, <u>the regulatory rules of the place where the Company's shares are listed or</u><del>and</del> Articles of Association.</p> <p><del>The Company shall not exercise its rights to freeze or otherwise jeopardize the rights attaching to any shares held in the event that any person has not disclosed the rights and interests they hold directly or indirectly.</del></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 54</u></p> <p><u>Where a shareholder asks to review the information mentioned in the preceding Article or makes a request for information, he or she shall submit to the Company written documents evidencing the classification and number of shares he or she holds. The Company shall provide information as requested by the shareholder after authenticating his or her identity.</u></p>
	<p><u>Article 55</u></p> <p><u>Where the content of a resolution of the general meeting or the Board meeting of the Company violates laws or administrative regulations, the shareholders shall be entitled to request the People’s Court to hold it invalid.</u></p> <p><u>If the convening procedure or voting method of a general meeting or Board meeting violates laws, administrative regulations or the Articles of Association, or if the content of a resolution violates the Articles of Association, the shareholders shall be entitled to request the People’s Court to revoke the resolution within 60 days from the date it was made.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 363 927 391"><u>Article 56</u></p> <p data-bbox="810 442 1353 1112"><u>In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or the Articles of Association by the directors or senior management when performing their duties in the Company, the shareholders holding 1% or more shares of the Company separately or jointly for over 180 consecutive days may submit a written request to the Supervisory Committee to file an action with the People’s Court. Where supervisors violate laws, administrative regulations or the Articles of Association in their duty performance and cause loss to the Company, the above shareholders may submit a written request to the Board of Directors to file an action with the People’s Court.</u></p> <p data-bbox="810 1166 1353 1636"><u>In the event that the Supervisory Committee or the Board of Directors refuses to file an action upon receipt of the shareholders’ written request specified in the preceding paragraph, or fails to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the shareholders specified in the preceding paragraph may, in their own name, directly file an action to the People’s Court for the interest of the Company.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>In the event that any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this Article may file an action with the People’s Court pursuant to the provisions of the preceding two paragraphs.</u></p>
	<p><u>Article 57</u></p> <p><u>In the event that a director or senior management violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholder(s), the shareholder(s) may file an action with the People’s Court.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 59</p> <p>Holders of the ordinary shares of the Company shall have the following obligations:</p> <p>(I) to abide by the Articles of Association;</p> <p>(II) to pay the share subscription price based on the shares subscribed and the method of subscription;</p> <p>(III) to assume other obligations required by the laws, administrative regulations and the Articles of Association.</p>	<p>Article <del>59</del><u>58</u></p> <p>Holders of the ordinary shares of the Company shall have the following obligations:</p> <p>(I) to abide by <u>the laws, administrative regulations and</u> the Articles of Association;</p> <p>(II) to pay the share subscription price based on the shares subscribed and the method of subscription;</p> <p>(III) <u>not to withdraw shares unless required by the laws and regulations;</u></p>

Existing Articles	Amended contents of the Articles
<p>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</p>	<p>(IV) <u>not to abuse their shareholders’ rights to harm the legitimate interests of the Company or other shareholders, and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the legitimate interests of any creditor of the Company;</u></p> <p>(V) <u>to assume other obligations required by the laws, administrative regulations and the Articles of Association.</u></p> <p><u>Shareholders of the Company who abuse their shareholders’ rights and thereby cause loss to the Company or other shareholders shall be liable for indemnity according to the law. Where shareholders of the Company abuse the Company’s position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</u></p> <p><del>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</del></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 59</u></p> <p><u>Where a shareholder holding 5% or more voting shares of the Company pledges any shares in his/her possession, he/she shall make a written report to the Company on the day on which he/she pledges his/her shares.</u></p>
	<p><u>Article 60</u></p> <p><u>The controlling shareholders and de facto controllers of the Company shall not use their connections to harm the interests of the Company. Any person who violates this provision and causes losses to the Company shall be liable for compensation.</u></p> <p><u>The controlling shareholders and de facto controllers of the Company shall have fiduciary duties towards the Company and other shareholders of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws. The controlling shareholders shall not infringe the legitimate rights of the Company and public shareholders through profit distribution, asset restructuring, foreign investment, capital appropriation, loan guarantee and other means, and shall not make use of their controlling status to jeopardize the interests of the Company and public shareholders.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 60</p> <p>In addition to the obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which the shares of the Company are listed, a controlling shareholder (as defined under the following Article) shall not exercise his voting rights in respect of the following matters in a manner prejudice to the interests of all or part of the shareholders of the Company:</p> <p>(I) to waive a director or supervisor of his responsibility to act honestly in the best interests of the Company;</p> <p>(II) to approve the expropriation by a director or supervisor (for his own benefits or for the benefits of another person), in any way, of the Company’s properties, including (but not limited to) any opportunities beneficial to the Company;</p> <p>(III) to approve the expropriation by a director or supervisor (for his own benefits or for the benefits of another person) of personal rights of other shareholders, including (but not limited to) any rights to distributions and voting rights save pursuant to a restructuring submitted to shareholders for approval at a general meeting in accordance with the Articles of Association.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 61</p> <p>The term “controlling shareholder” referred to in the preceding provision shall mean a person who has satisfied any one of the following conditions:</p> <p>(I) he severally or jointly, acting in concert with others, is entitled to elect more than half of the Board;</p> <p>(II) he severally or jointly, acting in concert with others, is entitled to exercise or to control the exercise of more than 30% (inclusive) of the voting rights of the Company;</p> <p>(III) he severally or jointly, acting in concert with others, holds more than 30% (inclusive) of the outstanding issued shares of the Company;</p> <p>(IV) he severally or jointly, acting in concert with others, has de facto control over the Company in any other manner(s).</p>	<p>Article 61</p> <p>The term “controlling shareholder” referred to in the <u>Articles of Association</u><del>preceding provision</del> shall mean a person who has satisfied any one of the following conditions:</p> <p>(I) he severally or jointly, acting in concert with others, is entitled to elect more than half of the Board;</p> <p>(II) he severally or jointly, acting in concert with others, is entitled to exercise or to control the exercise of more than 30% (inclusive) of the voting rights of the Company;</p> <p>(III) he severally or jointly, acting in concert with others, holds more than 30% (inclusive) of the outstanding issued shares of the Company;</p> <p>(IV) he severally or jointly, acting in concert with others, has de facto control over the Company in any other manner(s).</p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 8 GENERAL MEETINGS</b></p>	<p><del>CHAPTER 8</del> <b>Section 2 General Provisions of the <u>General</u> <del>GENERAL</del> Meetings <del>MEETINGS</del></b></p>
<p>Article 62</p> <p>The general meeting is the Company’s authoritative organization which shall exercise its functions and powers in accordance with the laws.</p>	<p>Article 62</p> <p>The general meeting is the Company’s authoritative organization which shall exercise its functions and powers in accordance with the laws.</p>
<p>Article 63</p> <p>The general meeting shall have the following functions and powers:</p> <p>(I) to decide the Company’s operational policies and investment plans;</p> <p>(II) to elect and replace directors and decide on matters relating to their remuneration;</p> <p>(III) to elect and replace supervisors who are appointed from the shareholders’ representatives and decide on matters relating to their remuneration;</p>	<p>Article 63</p> <p>The general meeting shall have the following functions and powers:</p> <p>(I) to decide the Company’s operational policies and investment plans;</p> <p>(II) to elect and replace directors <u>and supervisors who are not staff representatives</u> and decide on matters relating to their remuneration;</p> <p><del>(III) to elect and replace supervisors who are appointed from the shareholders’ representatives and decide on matters relating to their remuneration;</del></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
(IV) to consider and approve the reports of the Board;	( <del>IV</del> III) to consider and approve the reports of the Board;
(V) to consider and approve the reports of the Supervisory Committee;	( <del>V</del> IV) to consider and approve the reports of the Supervisory Committee;
(VI) to consider and approve the Company's proposed annual budgets and final accounts;	( <del>VI</del> IV) to consider and approve the Company's proposed annual budgets and final accounts;
(VII) to consider and approve the Company's profit distribution plans and loss recovery plans;	( <del>VII</del> VI) to consider and approve the Company's profit distribution plans and loss recovery plans;
(VIII) to decide on the increase or reduction of the Company's registered capital;	( <del>VIII</del> VII) to decide on the increase or reduction of the Company's registered capital;
(IX) to decide on matters such as merger, division, dissolution, liquidation and change in the form of the Company;	( <del>IX</del> VIII) to decide on matters such as merger, division, dissolution, liquidation and change in the form of the Company;
(X) to decide on the issue of debentures by the Company;	( <del>X</del> IX) to decide on the issue of debentures by the Company;

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
(XI) to decide on the appointment, dismissal and non-reappointment of the accounting firms of the Company;	<del>(XIX)</del> to decide on the appointment, dismissal and non-reappointment of the accounting firms of the Company;
(XII) to amend the Articles of Association of the Company;	<del>(XXI)</del> to amend the Articles of Association of the Company;
(XIII) to consider the motions raised by shareholders who represent more than 3% (inclusive) of the total number of voting shares of the Company;	<del>(XXII)</del> to consider the motions raised by shareholders who represent more than 3% (inclusive) of the total number of voting shares of the Company;
(XIV) to decide on the repurchase of shares by the Company under the circumstances as provided in items (I), (II) of Article 30 of the Articles of Association;	<del>(XXIII)</del> to decide on the repurchase of shares by the Company under the circumstances as provided in items (I), (II) of Article 30 of the Articles of Association;

Existing Articles	Amended contents of the Articles
<p>(XV) other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by shareholders at general meetings.</p>	<p>(XIV) <u>to consider equity incentive plans and employee stock ownership plans;</u></p> <p>(XV) other matters which, according to the laws, administrative regulations, <u>the regulatory rules of the place where the Company’s shares are listed</u> and the Articles of Association, should be resolved by shareholders at general meetings.</p> <p><u>Except as otherwise provided by the laws, administrative regulations and the regulatory rules of the place where the Company’s shares are listed and the CSRC, the aforesaid powers and functions of the general meeting shall not be exercised by the Board of Directors or any other body or individual on its behalf by way of authorization, except that the Board of Directors or the Directors may be authorized to deal with or implement the matters in respect of which the relevant resolution is passed by voting at the general meeting of shareholders.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 357 360 385">Article 64</p> <p data-bbox="240 442 786 746">The Company shall not, without the prior approval of shareholders at general meetings, enter into any contract with any person other than a director, supervisor, general manager and other senior management member whereby the administration of the whole or any substantial part of the business of the Company is to be handed over to such person.</p>	<p data-bbox="812 357 1174 385">(Moved to amended Article 92)</p>
<p data-bbox="240 774 360 802">Article 65</p> <p data-bbox="240 859 786 1087">General meetings are classified into annual general meetings and extraordinary general meetings. General meetings shall be convened by the Board. Annual general meetings are held once a year and within six months from the end of the preceding financial year.</p> <p data-bbox="240 1144 786 1236">Two or more independent directors may propose to convene an extraordinary general meeting.</p>	<p data-bbox="812 774 959 802">Article <del>65</del><u>64</u></p> <p data-bbox="812 859 1358 1087">General meetings are classified into annual general meetings and extraordinary general meetings. General meetings shall be convened by the Board. Annual general meetings are held once a year and within six months from the end of the preceding financial year.</p> <p data-bbox="812 1144 1358 1236"><del>Two or more independent directors may propose to convene an extraordinary general meeting.</del></p>

Existing Articles	Amended contents of the Articles
<p>Under any of the following circumstances, the Board shall convene an extraordinary general meeting within two months:</p> <p>(I) the number of directors is less than that is required by Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(II) the accumulated losses of the Company amount to one-third of the total amount of its share capital;</p> <p>(III) shareholder(s) holding more than 10% (inclusive) of the Company’s outstanding issued shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</p> <p>(IV) it is deemed necessary by the Board or requested by the Supervisory Committee to convene an extraordinary general meeting.</p>	<p>Under any of the following circumstances, the <del>Board</del><u>Company</u> shall convene an extraordinary general meeting within two months <u>from the date of occurrence</u>:</p> <p>(I) the number of directors is less than that is required by Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(II) the accumulated losses of the Company amount to one-third of the total amount of its <u>paid-in</u> share capital;</p> <p>(III) <u>requested by Shareholder(s) severally or jointly holding 10% or above of the Company’s shares</u><del>shareholder(s) holding more than 10% (inclusive) of the Company’s outstanding issued shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</del></p> <p>(IV) it is deemed necessary by the Board <del>or requested by the Supervisory Committee to convene an extraordinary general meeting.;</del></p> <p>(V) <u>requested by the Supervisory Committee;</u></p> <p>(VI) <u>other circumstances as stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company’s shares are listed, or these Articles of Association.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 927 389"><u>Article 65</u></p> <p data-bbox="810 438 1355 868"><u>The Company shall convene a general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A general meeting shall be convened on-site at a venue. Where permitted by the regulatory rules of the place where the Company’s shares are listed, it may also be convened in such other manner as may be recognized or required by the regulatory rules of the place where the Company’s shares are listed.</u></p> <p data-bbox="810 921 1355 1310"><u>Subject to the provisions of laws, administrative regulations and the regulatory rules of the place where the Company’s shares are listed, the Company may, where appropriate, provide online participation and voting to facilitate shareholders’ participation in the general meetings. Shareholders participating in the general meeting through the above means shall be deemed to be present.</u></p>

Existing Articles	Amended contents of the Articles
	<p><b><u>Section 3 Convening of the General Meeting</u></b></p>
	<p><u>Article 66</u></p> <p><u>The general meeting shall be convened by the Board, and if the Board is unable to perform or fails to perform its duty to convene the general meeting, the Supervisory Committee shall promptly convene and preside over the meeting; If the Supervisory Board does not convene and preside over the meeting, shareholders who individually or collectively hold more than ten percent of the Company's shares for more than ninety consecutive days may convene and preside over the meeting on their own.</u></p>
	<p><u>Article 67</u></p> <p><u>An extraordinary general meeting may be convened upon proposal by independent non-executive directors to the Board of Directors. For the proposal of independent non-executive directors to convene an extraordinary general meeting, the Board of Directors shall, pursuant to the provisions of laws, administrative regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within ten days upon receipt of the proposal. When the Board of Directors agrees to convene an extraordinary general meeting, it shall, within five days after the resolution is made, issue a notice calling for the meeting. If the Board of Directors does not agree to convene such meeting, the reasons shall be stated and announced.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 363 927 391"><u>Article 68</u></p> <p data-bbox="810 442 1355 832"><u>The Supervisory Committee is entitled to propose to the Board of Directors to convene the extraordinary general meeting, provided that the proposal shall be made in written form. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within ten days upon receipt of the proposal.</u></p> <p data-bbox="810 883 1355 1151"><u>When the Board of Directors agrees to convene an extraordinary general meeting, the Board of Directors shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the Supervisory Committee.</u></p> <p data-bbox="810 1202 1355 1555"><u>When the Board of Directors does not agree to convene an extraordinary general meeting, or does not provide written reply within 10 days upon receipt of the proposal, the Board of Directors shall be considered to be unable or fail to perform the duty of convening an extraordinary general meeting. The Supervisory Committee may convene and preside over the meeting on its own.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 363 927 391"><u>Article 69</u></p> <p data-bbox="810 442 1355 910"><u>Shareholders who individually or collectively hold more than ten percent of the Company’s shares are entitled to propose to the Board of Directors to convene the extraordinary general meeting, provided that the proposal shall be made in written form. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within ten days upon receipt of the proposal.</u></p> <p data-bbox="810 963 1355 1229"><u>When the Board of Directors agrees to convene an extraordinary general meeting, the Board of Directors shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the shareholders.</u></p> <p data-bbox="810 1283 1355 1666"><u>When the Board of Directors does not agree to convene an extraordinary general meeting or does not provide a written reply within 10 days upon receipt of the proposal, the shareholders who individually or collectively hold more than ten percent of the Company’s shares are entitled to propose to the Supervisory Committee to convene the extraordinary general meeting, provided that the proposal shall be made in written form.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>When the Supervisory Committee agrees to convene an extraordinary general meeting, the Supervisory Committee shall, within 5 days after receipt of the request, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the shareholders.</u></p> <p><u>In case the Supervisory Committee fails to give the notice of such a meeting within the specified time limit, the Supervisory Committee shall be deemed to have failed to convene or preside over the meeting, in which case, the shareholders who either individually or jointly hold 10% or more of the Company's shares for more than ninety consecutive days may convene and preside over the meeting by themselves.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 930 389"><u>Article 70</u></p> <p data-bbox="810 438 1356 832"><u>When the Supervisory Committee or the shareholders decide to convene a general meeting by themselves, they must notify the Board of Directors in writing and at the same time file the notice with the relevant securities regulatory authority of the place where the Company is domiciled and the stock exchange where the Company’s shares are listed in accordance with applicable regulations (if needed).</u></p> <p data-bbox="810 880 1356 1034"><u>Before an announcement on general meeting resolutions is made, the shareholding of the convening shareholders shall not be less than 10%.</u></p> <p data-bbox="810 1083 1356 1474"><u>When the Supervisory Committee or convening shareholders decide to send a notice of the general meeting and the announcement of the resolution of the general meeting, they shall also submit the relevant certification materials to the securities regulatory authorities where the Company is domiciled and the stock exchange where the Company’s shares are listed in accordance with applicable regulations.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 71</u></p> <p><u>The Board of Directors and the secretary to the Board shall cooperate with the general meeting convened by the Supervisory Committee or the shareholders on their own. The Board of Directors shall provide the register of members as at the record date.</u></p> <p><u>When the Supervisory Committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.</u></p>
	<p><b><u>Section 4 Proposals and Notices of General Meetings</u></b></p>
	<p><u>Article 72</u></p> <p><u>The contents of a proposal shall be within the scope of the duties and powers of the general meeting, have definite themes and specific matters for resolutions, as well as be in compliance with the relevant requirements of the laws, administrative regulations, the regulatory rules of the place where the Company’s shares are listed and these Articles of Association.</u></p>
<p>Article 66</p> <p>When convening a general meeting, the Company shall notify all shareholders twenty days before the date of the meeting; when convening an extraordinary general meeting, the Company shall notify all shareholders fifteen days before the date of the meeting.</p>	<p>(Moved to amended Article 74)</p>

Existing Articles	Amended contents of the Articles
<p>Article 67</p> <p>Shareholders severally or jointly holding 3% or more of the shares of the Company, may raise the interim proposal and submit them in writing to the Board ten days prior to the date of the shareholders’ general meeting; the Board shall, within two days after receipt of such proposals, notify other shareholders, and submit such interim proposal to the shareholders’ general meeting for consideration. The contents of the interim proposal shall be within the scope of the functions and powers of the shareholders’ general meeting, and contain clear issues and specific matters for resolutions.</p>	<p>Article <del>67</del><u>73</u></p> <p><u>When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and any shareholders individually or jointly holding 3% or more of the Company’s shares shall have the right to put forward proposals to the Company.</u></p> <p>Shareholders severally or jointly holding 3% or more of the shares of the Company, may raise the interim proposal and submit them in writing to the <del>convenor</del><u>Board</u> ten days prior to the date of the shareholders’ general meeting; the <del>convenor</del><u>Board</u> shall, within two days after receipt of such proposals, <u>issue a supplementary notice of the general meeting and disclose the contents of interim proposals</u><del>notify other shareholders, and submit such interim proposal to the shareholders’ general meeting for consideration.</del> The contents of the interim proposal shall be within the scope of the functions and powers of the shareholders’ general meeting, and contain clear issues and specific matters for resolutions.</p> <p><u>With the exception of the conditions mentioned above, the convener shall neither amend the proposals specified on the notice of the general meeting, nor add any new proposals after the issuance of the notice of the general meeting.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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Existing Articles	Amended contents of the Articles
	<u>Proposals which are not specified in the notice of the general meeting or which do not comply with Article 72 of these Articles of Association shall not be voted on and resolved at the general meeting.</u>
Article 68  The shareholders' general meeting shall not decide on the matters not specified in the notices mentioned in Articles 66 and 67.	<u>(Merged into the previous article)</u>
	<u>Article 74</u>  <u>The convenor shall notify the shareholders in writing 21 days before the meeting of the annual general meeting, and in case of the extraordinary general meeting, shall notify the shareholders by way of announcement 15 days prior to the meeting.</u>

Existing Articles	Amended contents of the Articles
<p>Article 69</p> <p>A notice of a general meeting shall be subject to and conditional upon:</p> <p>(I) being served in writing;</p> <p>(II) specifying the place, date and time of the meeting;</p> <p>(III) stating the issues to be considered at the meeting;</p> <p>(IV) providing such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made (including but limited to) upon an merger of the Company, share repurchases, share capital reorganization, reconstruction of the Company in any other way, the specific terms of the proposed transaction must be provided in details together with copies of the proposed agreement (if any), and the cause and effect of such proposal must be properly explained;</p>	<p>Article <del>69</del><u>75</u></p> <p>A notice of a general meeting shall <del>be subject to and conditional upon</del><u>include the following</u>:</p> <p><del>(I)</del> being served in writing;</p> <p><del>(II)</del> specifying the <u>time</u>, place, <del>date</del> and <u>duration</u><del>time</del> of the meeting;</p> <p><del>(III)</del> <u>matters and proposals for consideration at the meeting</u><del>stating the issues to be considered at the meeting</del>;</p> <p><del>(IV)</del> <del>providing such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made (including but limited to) upon an merger of the Company, share repurchases, share capital reorganization, reconstruction of the Company in any other way, the specific terms of the proposed transaction must be provided in details together with copies of the proposed agreement (if any), and the cause and effect of such proposal must be properly explained;</del></p>

Existing Articles	Amended contents of the Articles
<p>(V) containing a disclosure of the nature and extent, if any, of the material interests of a director, supervisor, general manager and other senior management member in the proposed transaction; and the effect of the proposed transaction on the director, supervisor, general manager and other senior management member in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>	<p><del>(V) containing a disclosure of the nature and extent, if any, of the material interests of a director, supervisor, general manager and other senior management member in the proposed transaction; and the effect of the proposed transaction on the director, supervisor, general manager and other senior management member in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</del></p>
<p>(VI) containing the full text of a special resolution to be proposed at the meeting;</p>	<p><del>(VI) containing the full text of a special resolution to be proposed at the meeting;</del></p>
<p>(VII) containing a conspicuous statement that a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote instead of him and such proxy is not necessarily be a shareholder of the Company;</p>	<p><del>(VII)</del> containing a conspicuous statement that: <u>all shareholders of ordinary shares are entitled to attend the general meeting and may appoint in writing a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote instead of him and such proxy is not necessarily be a shareholder of the Company;</u></p>
<p>(VIII) specifying the time and place for service of voting proxy forms for the relevant meeting;</p>	<p><del>(VIII)</del> <u>(IV) the record date for determining the shareholders who are entitled to attend the general meeting;</u></p>
	<p><del>(VIII)</del> <u>(VIIIV) the time and procedures for voting online or by other means, specifying the time and place for service of voting proxy forms for the relevant meeting;</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>The notice of general meeting and its supplementary notice and shall fully and completely disclose all details of all proposals. If the matters to be discussed require the opinions of the independent non-executive directors, the opinions of the independent non-executive directors and the reasons thereof shall be disclosed at the same time when the notice of general meeting or its supplementary notice is issued.</u></p> <p><u>The interval between the record date and the date of meeting shall comply with the regulatory rules of the place where the Company's shares are listed. Once the record date is set, it cannot be changed arbitrarily. If it needs to be changed, the procedures stipulated in the regulatory rules of the place where the Company's shares are listed must be complied with.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 70</p> <p>The notice of a shareholders’ general meeting shall be sent to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by any methods as permitted by the stock exchange of the place where the Company’s shares are listed (including but not limited to post, email, fax, announcement, release on the websites of the Company or the stock exchange of the locality where the Company’s shares are listed). In case of delivery by post, the addresses of the recipients shall be those registered in the share register.</p> <p>If the notice of general meetings issued by the Company in the manners required by the relevant stock exchange or regulatory agencies where the shares are listed is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p> <p>For the holders of domestic shares, the notice of a general meeting may also be sent by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by China Securities Regulatory Commission before the date of the meeting; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p>Article <del>70</del><u>76</u></p> <p>The notice of a shareholders’ general meeting shall be sent to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by any methods as permitted by the stock exchange of the place where the Company’s shares are listed (including but not limited to post, email, fax, announcement, release on the websites of the Company or the stock exchange of the locality where the Company’s shares are listed). In case of delivery by post, the addresses of the recipients shall be those registered in the share register.</p> <p><del>If the notice of general meetings issued by the Company in the manners required by the relevant stock exchange or regulatory agencies where the shares are listed is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</del></p> <p><del>For the holders of domestic shares, the notice of a general meeting may also be sent by way of public announcement.</del></p> <p><del>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by China Securities Regulatory Commission before the date of the meeting; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</del></p>

Existing Articles	Amended contents of the Articles
<p>Article 71</p> <p>In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly.</p>	<p>(Moved to amended Article 178)</p>
	<p><u>Article 77</u></p> <p><u>After the notice on convening the general meeting is sent out, the general meeting shall not be postponed or cancelled and the proposal listed in the notice of the general meeting shall not be cancelled without justifiable causes. In the case of any circumstance for postponement or cancellation of the meeting, the convener shall make an announcement and explain the reasons at least two business days before the date for the planned general meeting.</u></p> <p><u>Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>If there are special provisions in the regulatory rules of the place where the Company’s shares are listed regarding the procedures for adjournment or cancellation of the general meeting, such provisions shall apply to the extent that they do not contravene the Company Law, the Securities Law, and other laws, administrative regulations, departmental rules and normative documents.</u></p>
	<p><b><u>Section 5 Convening of the General Meeting</u></b></p>
	<p><u>Article 78</u></p> <p><u>The Board of Directors and other conveners of the Company shall take necessary precautions to ensure the normal order of the general meeting. Precautions shall be taken to prevent behaviors that interfere with the general meeting, stir up trouble and infringe legal rights and interests of shareholders, which shall be timely reported to relevant departments for investigation.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 72</p> <p>Any shareholder entitled to attend and vote at the shareholders’ meeting shall have the right to appoint 1 or several persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the shareholder shall exercise the following rights:</p> <ol style="list-style-type: none"> <li>(1) have the same right as the shareholder to speak at the meeting;</li> <li>(2) the right to demand or join in demanding a poll;</li> <li>(3) the right to vote on a poll, but for a shareholder who has appointed more than one proxy, such proxies may only vote on a poll.</li> </ol>	<p>Article <del>72</del><sup>79</sup></p> <p>Any shareholder entitled to attend and vote at the shareholders’ meeting shall have the right to appoint 1 or several persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the shareholder shall exercise the following rights:</p> <ol style="list-style-type: none"> <li>(1) have the same right as the shareholder to speak at the meeting;</li> <li>(2) the right to demand or join in demanding a poll;</li> <li>(3) the right to vote on a poll, <del>but for a shareholder who has appointed more than one proxy, such proxies may only vote on a poll.</del></li> </ol>

Existing Articles	Amended contents of the Articles
<p>Article 73</p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or the duly authorised attorney or officer. Such power of attorney shall contain the number of shares to be represented by the proxy.</p>	<p>Article <del>73</del><u>80</u></p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or the duly authorised attorney or officer. <del>Such power of attorney shall contain the number of shares to be represented by the proxy. The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:</del></p> <p>(I) <del>the name of the proxy;</del></p> <p>(II) <del>whether the proxy has any voting right;</del></p> <p>(III) <del>separate instructions for voting for or against or abstaining from voting on each and every issue under consideration included in the agenda of the general meeting;</del></p> <p>(IV) <del>the date of issue and validity period of the power of attorney;</del></p>

Existing Articles	Amended contents of the Articles
	<p><del>(V) the number of shares held by the principal as represented by the proxy; If a member appoints several persons as his proxies, he shall specify the class and number of shares represented by each proxy;</del></p> <p><del>(VI) The power of attorney shall contain a statement that specifies whether the proxy may vote as he/she thinks fit in the absence of instructions by the shareholder. If not so stated in the proxy form, matters on which no specific instructions have been given by the shareholder shall be deemed may be voted by the proxy in accordance with his/her own intentions, and the shareholder recognizes the result of such vote and agrees to accept responsibility for the act and result of such vote.</del></p>

Existing Articles	Amended contents of the Articles
<p>Article 74</p> <p>The instrument appointing a proxy shall be deposited at the residence of the Company or at some other place specified for that purpose in the notice of meeting no later than twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the time specified for the voting.</p> <p>Where such an instrument is signed by a person under power of attorney on behalf of the appointer, that power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the proxy, be deposited at the Company’s residence or at some other place specified for that purpose in the notice of meeting.</p> <p>If the appointer is a legal person, its legal representative or a person appointed by its Board of Directors or other decision-making body shall be entitled to attend a shareholders’ general meeting of the Company as its proxy, and attendance or actions by the appointee at such meeting shall for the purpose of the Articles be deemed the attendance or (as the case may be) actions of the appointer.</p>	<p>Article <del>74</del><u>81</u></p> <p>The instrument appointing a proxy shall be deposited at the residence of the Company or at some other place specified for that purpose in the notice of meeting no later than twenty-four hours prior to the meeting at which the proxy is authorized to vote or twenty-four hours before the time specified for the voting.</p> <p>Where such an instrument is signed by a person under power of attorney on behalf of the appointer, that power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents <del>shall, together with</del><u>and</u> the instrument appointing the proxy;<u>shall</u> be deposited at the Company’s residence or at some other place specified for that purpose in the notice of meeting.</p> <p>If the appointer is a legal person, its legal representative or a person appointed by its Board of Directors or other decision-making body shall be entitled to attend a shareholders’ general meeting of the Company as its proxy, and attendance or actions by the appointee at such meeting shall for the purpose of the Articles be deemed the attendance or (as the case may be) actions of the appointer.</p>

Existing Articles	Amended contents of the Articles
<p>Where such shareholder is a recognized clearing house (or its nominees) within the meaning of the laws in Hong Kong, the shareholder may authorize a person or persons as he thinks fit to act as his representative (or representatives) at any general meeting or any meeting of any class of shareholders, provided that if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which each such person is so authorized. The person so authorized is entitled to exercise the rights which can be exercised by the recognized clearing house (or its nominees) on behalf of the recognized clearing house (or its nominees) as if he was an individual shareholder of the Company.</p>	<p>Where such shareholder is a recognized clearing house (or its nominees) within the meaning of the laws in Hong Kong, the shareholder may authorize a person or persons as he thinks fit to act as his representative (or representatives) at any general meeting <del>or any meeting of any class of shareholders,</del> provided that if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which each such person is so authorized. The person so authorized is entitled to exercise the rights which can be exercised by the recognized clearing house (or its nominees) on behalf of the recognized clearing house (or its nominees) as if he was an individual shareholder of the Company.</p>
<p>Article 75</p> <p>Any instrument issued to a shareholder by the Board of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favour of or against the motions according to his free will, and instructions shall be given in respect of each individual matter to be voted on at the meeting. The instrument of proxy shall contain a statement that in the absence of instructions by the shareholder the proxy may vote as it thinks fit.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 76</p> <p>A vote given by a proxy in accordance with the terms of an instrument of proxy shall remain valid notwithstanding the death or loss of capacity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no notice in writing of such aforesaid issues shall have been received by the Company before the commencement of the meeting.</p>	<p>Article <u>7682</u></p> <p>A vote given by a proxy in accordance with the terms of an instrument of proxy shall remain valid notwithstanding the death or loss of capacity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no notice in writing of such aforesaid issues shall have been received by the Company before the commencement of the meeting.</p>
<p>Article 77</p> <p>A proxy shall produce his/her own proof of identity when attending a general meeting on behalf of a member. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce its own proof of identity and a notarized copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative.</p>	<p>Article <u>7783</u></p> <p><u>An individual shareholder attending the meeting in person shall present his personal identity card or other valid document or proof for identification; If a proxy is appointed to attend the meeting, he shall present his own proof of identity and the power of attorney authorized by the shareholders.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>A legal person shareholder shall attend the meeting by a legal representative or a proxy entrusted by the legal representative. If a legal representative attends the meeting, he shall present his personal identity card and valid document proving his qualification to be a legal representative; where a proxy is appointed to attend the meeting, the proxy shall present his/her identity card and provide the Company's share registrar with a written authorization letter issued by the legal representative of the entity of the legal person shareholder in accordance with the law (except for shareholders who are recognized clearing houses as defined in the regulatory rules of the place where the Company's shares are listed or their proxies) before the specified time limit.</u></p> <p><del>A proxy shall produce his/her own proof of identity when attending a general meeting on behalf of a member. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce its own proof of identity and a notarized copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative.</del></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 84</u></p> <p><u>Where a director, supervisor or senior management is required to attend a general meeting, such director, supervisor or senior management shall attend the meeting and answer the queries from shareholders.</u></p> <p><u>Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforementioned persons may attend the meeting or be present at the meeting through internet, video, telephone or other equivalent means.</u></p>
	<p><u>Article 85</u></p> <p><u>The general meeting shall be presided by the chairman of the Board. Where the chairman of the Board is unable to or fails to perform his duty, the meeting shall be presided by the vice chairman of the Board (where the Company has two or more vice chairmen, the meeting shall be presided by the vice chairman elected by not less than one-half of all directors). Where the vice chairman of the Board is unable to or fails to perform his duty, a director elected by more than one-half of all directors shall preside over the meeting.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>If a general meeting is convened by the Supervisory Committee itself, board of the chairman of the Supervisory Committee shall preside over the meeting. If the chairman of the Supervisory Committee is unable to or will not discharge his duties, not less than one half of the supervisors shall nominate a supervisor to preside over the meeting.</u></p> <p><u>If a general meeting is convened by the shareholders themselves, the convener will nominate a representative to conduct the meeting.</u></p> <p><u>In a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the meeting impossible to proceed, with consent from more than one-half of the attending shareholders with voting rights, the shareholders may nominate one person to serve as the chairman and continue with the meeting.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 927 389"><u>Article 86</u></p> <p data-bbox="810 434 1353 612"><u>There shall be minutes of the general meeting. The convenor shall ensure that the minutes are true, accurate and complete. The Directors present at the meeting and the chairman of the meeting shall sign the minutes.</u></p>

Existing Articles	Amended contents of the Articles
	<b><u>Section 6 Voting and Resolutions at General Meetings</u></b>
<p>Article 78</p> <p>Resolutions of general meeting are divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution at a general meeting, votes representing more than one half of the voting rights represented by the shareholders (including the proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.</p> <p>To adopt a special resolution at a general meeting, votes representing more than two-thirds of the voting rights represented by the shareholders (including the proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.</p>	<p>Article <del>78</del><u>787</u></p> <p>Resolutions of general meeting are divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution at a general meeting, votes representing more than one half of the voting rights represented by the shareholders (including the proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.</p> <p>To adopt a special resolution at a general meeting, votes representing more than two-thirds of the voting rights represented by the shareholders (including the proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 359 357 385">Article 79</p> <p data-bbox="240 442 785 629">In the case of voting at general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares, each share shall have one vote.</p> <p data-bbox="240 683 785 985">Where any shareholder of the Company is required under the Listing Rules of Hong Kong to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution; any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p data-bbox="809 359 1171 385">(Moved to amended Article 90)</p>
<p data-bbox="240 1019 357 1044">Article 80</p> <p data-bbox="240 1102 785 1166">Any vote of shareholders at a general meeting shall be taken by poll.</p>	<p data-bbox="809 1019 1171 1044">(Moved to amended Article 97)</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 359 357 385">Article 81</p> <p data-bbox="240 442 788 868">A poll demanded on the election of the chairman of the meeting, or on adjournment of the meeting, shall be taken forthwith. A poll demanded on any other issues shall be taken at any time as the chairman of the meeting directs before the end of the meeting, and any matter other than that upon which a poll has been demanded may be proceeded with. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</p>	<p data-bbox="809 359 903 385">Deleted</p>
<p data-bbox="240 898 357 923">Article 82</p> <p data-bbox="240 981 788 1129">On a poll taken at a meeting, a shareholder (including his proxies) entitled to two or more votes need not cast all his votes in the same way.</p>	<p data-bbox="809 898 903 923">Deleted</p>
<p data-bbox="240 1153 357 1178">Article 83</p> <p data-bbox="240 1236 788 1342">In the case of equality of votes, the chairman of the meeting shall be entitled to a casting vote.</p>	<p data-bbox="809 1153 903 1178">Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 84</p> <p>The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(I) working reports of the Board and the Supervisory Committee;</p> <p>(II) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(III) removal of any members of the Board and members of the Supervisory Committee, and determination of their remuneration and method of payment;</p> <p>(IV) annual preliminary and final budget, balance sheet, profit and loss account and other financial statements of the Company;</p> <p>(V) such other matters other than those specified by laws, administrative regulations or the Articles of Association to be resolved by special resolutions.</p>	<p>Article <del>84</del><u>88</u></p> <p>The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(I) working reports of the Board and the Supervisory Committee;</p> <p>(II) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(III) removal of any members of the Board and members of the Supervisory Committee, and determination of their remuneration and method of payment;</p> <p>(IV) annual preliminary and final budget, balance sheet, profit and loss account and other financial statements of the Company;</p> <p><u>(V) annual report of the Company;</u></p> <p><del>(V)</del><u>(VI)</u> such other matters other than those specified by laws, administrative regulations, <u>the regulatory rules of the place where the Company's shares are listed</u> or <u>these</u><del>the</del> Articles of Association to be resolved by special resolutions.</p>

Existing Articles	Amended contents of the Articles
<p>Article 85</p> <p>The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(I) the increase or decrease in share capital and the issue of shares of any class, warrants and other similar securities of the Company;</p> <p>(II) the issue of debentures of the Company;</p> <p>(III) the division, merger, dissolution, liquidation and change of the Company;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) the plans of the Company to purchase or sell major assets or provides a guarantee, within a year, the amount of which exceeds thirty per cent of the Company’s total assets;</p> <p>(VI) such other matters be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.</p>	<p>Article <del>85</del><sup>89</sup></p> <p>The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(I) the increase or decrease in share capital and the issue of shares of any class, warrants and other similar securities of the Company;</p> <p>(II) the issue of debentures of the Company;</p> <p>(III) the division, merger, dissolution, liquidation and change of the Company;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) the <del>plans</del><sup>amount</sup> of the Company to purchase or sell major assets or provides a guarantee, within a year, <del>the amount</del> of which exceeds thirty per cent of the Company’s <u>latest audited</u> total assets;</p> <p>(VI) such other matters <u>prescribed by the laws, administrative regulations and the regulatory rules of the place where the Company’s shares are listed and these Articles of Association, and to</u> be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.</p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 932 389"><u>Article 90</u></p> <p data-bbox="810 438 1356 629"><u>When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares they represent. Each share shall carry one voting right.</u></p> <p data-bbox="810 683 1356 874"><u>The shares of the Company held by the Company shall not be entitled to vote and shall not be calculated in the total number of shares with voting rights held by the present shareholder.</u></p> <p data-bbox="810 927 1356 1272"><u>Where any shareholder is required to waive his/her voting rights or is restricted to cast only affirmative or dissenting votes on a certain issue in accordance with the Hong Kong Listing Rules, the said shareholder shall observe the aforesaid rules; any vote cast by any shareholder or proxy thereof in violation of the relevant provisions or restrictions shall not be counted into the voting results.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 927 389"><u>Article 91</u></p> <p data-bbox="810 438 1356 789"><u>Where relevant connected transactions are considered at a general meeting, the connected shareholders shall not participate in voting and the number of voting shares represented by them shall not be counted in the total number of valid votes; the announcement of any resolution of the general meeting shall adequately disclose the voting by unconnected persons.</u></p> <p data-bbox="810 838 1356 1474"><u>When relevant connected transactions are considered at a general meeting, the connected shareholders shall proactively abstain from voting. If connected shareholders do not proactively abstain from voting, other shareholders attending the meeting shall be entitled to require them to abstain from voting. Upon the abstention of the connected shareholders, other shareholders shall vote as per their voting rights and adopt corresponding resolutions in accordance with these Articles of Association; the presider of the meeting shall declare the number of attending shareholders and proxies (other than connected shareholders) as well as the total number of their voting shares.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Resolution at a general meeting on a connected transaction shall be passed by votes representing more than one-half of the voting rights held by unconnected shareholders attending the general meeting. However, if the connected transaction involves a matter requiring a special resolution under these Articles of Association, the resolution of the general meeting shall be passed by votes representing more than two-thirds of the voting rights held by unconnected shareholders attending the general meeting.</u></p> <p><u>If a connected shareholder participates in voting in contravention of this Article, his/her vote on relevant connected transactions shall be void.</u></p> <p><u>If the applicable laws, administrative regulations or regulatory rules of the place where the Company's shares are listed provide otherwise, the provisions shall apply.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 92</u></p> <p><u>Save that the Company is under exceptional circumstances such as crisis, the Company may not enter into any contract with anyone other than a director, general manager and other senior management members to assign all or a significant part of the management of the Company’s business to the said person, unless with being approved by way of special resolution at a general meeting.</u></p>
	<p><u>Article 93</u></p> <p><u>List of director or supervisor candidates shall be submitted by way of proposal at general meetings.</u></p> <p><u>If the proposal with respect to directors or supervisors election is passed at the general meeting, the term of office of a new director or supervisor shall commence on the date on which resolutions of the general meeting are passed.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 94</u></p> <p><u>The general meeting shall vote on all proposals presented one by one. If different proposals are made on the same matter, votes shall be cast in accordance with the sequence of presenting of the proposals. Unless the general meeting is suspended or fails to resolve due to exceptional reasons such as force majeure, the general meeting shall not lay aside or refuse the voting of proposals.</u></p>
	<p><u>Article 95</u></p> <p><u>No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting.</u></p>
	<p><u>Article 96</u></p> <p><u>The same voting right may only elect one of the voting methods, on-site, internet or other voting methods.</u></p>
	<p><u>Article 97</u></p> <p><u>Voting at general meeting will record the name of the voter, that is, by open ballot.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 86</p> <p>Shareholders seeking to convene an extraordinary general meeting or a class meeting shall proceed in accordance with the following procedures:</p> <p>(I) two or more shareholders holding in aggregate of more than ten per cent (inclusive) of the shares carrying the right to vote at the meeting sought to be held may, by signing one or more counterpart requisition(s) in writing stating the object of the meeting, require the Board of Directors to convene an extraordinary general meeting or a class meeting. The Board of Directors shall proceed to do so as soon as possible after it receive such requisition(s).</p> <p>The shareholdings referred to shall be calculated as at the date of the delivery by shareholders of such requisitions.</p> <p>(II) If the Board fails to issue a notice of convening a meeting within thirty days from the date of the receipt of the above written requisition, the requisitionists themselves may convene such a meeting in a procedure as nearly same as the procedure in which meetings are to be convened by the Board, provided that any meeting so convened shall not be convened after the expiration of four months from the date of receipt of the requisition by the Board.</p>	<p>(consolidated into the amended Article 69)</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Any reasonable expenses for convening the meeting incurred by the requisitionists by reason of the failure of the Board to duly convene a meeting upon the above requisition shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.</p>	
<p>Article 87</p> <p>A general meeting shall be convened by the chairman of the Board who shall preside as chairman of the meeting. If the chairman of the Board cannot attend the meeting for any reasons, the general meeting shall be convened by the vice chairman of the Board who shall preside as chairman of the meeting. If both the chairman and vice chairman of the Board cannot attend the meeting, the chairman of the Board may designate a director of the Company to convene and preside at the meeting as chairman on its behalf. If no chairman has been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reasons the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.</p>	<p>(Moved to amended Article 85)</p>

Existing Articles	Amended contents of the Articles
<p>Article 88</p> <p>The chairman of a general meeting shall be responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes.</p>	<p>Deleted</p>
<p>Article 89</p> <p>Where the chairman of a general meeting has any doubt on the result of the resolution proposed for voting, he may count the number of votes cast. If no counting is made by the chairman of the meeting, any shareholder or his proxy attending the meeting who queries the results announced by the chairman shall have the right to demand a counting of the votes immediately after the announcement. The chairman shall forthwith conduct a counting of the votes as demanded.</p>	<p>Article <del>89</del><u>98</u></p> <p>Where the chairman of a general meeting has any doubt on the result of the resolution proposed for voting, he may count the number of votes cast. If no counting is made by the chairman of the meeting, any shareholder or his proxy attending the meeting who queries the results announced by the chairman shall have the right to demand a counting of the votes immediately after the announcement. The chairman shall forthwith conduct a counting of the votes as demanded. <u>If ballots are counted at a general meeting, the counting result shall be recorded in the minutes of the meeting.</u></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 927 389"><u>Article 99</u></p> <p data-bbox="810 442 1356 751"><u>The Company shall, in accordance with the regulatory rules of the place of listing, appoint auditors, share registrars or external accountants who are qualified to act as auditors to act as a scrutineer for the counting of votes at general meetings; and disclose the identity of the scrutineer in the announcement of the poll results.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 363 360 389">Article 90</p> <p data-bbox="240 442 783 549">Where a counting of the votes has been conducted at a general meeting, the results shall be recorded in the minutes.</p> <p data-bbox="240 602 783 910">Minutes of the general meetings shall be compiled with the decisions of the businesses thereof and shall be signed by directors present at the meeting. These minutes and the signed attendance record of those shareholders attending the meeting and the powers of attorney of those attending by proxy shall be kept at the Company's residence.</p>	<p data-bbox="812 363 1355 470">(Paragraph 1 moved to amended Article 98; and paragraph 2 consolidated into amended Article 86)</p>
<p data-bbox="240 944 360 970">Article 91</p> <p data-bbox="240 1023 783 1172">Copies of the minutes of the general meetings shall be available to any shareholder for inspection during the office hours of the Company without charge.</p> <p data-bbox="240 1225 783 1374">If any shareholder demands a copy of such minutes from the Company hereof, the Company shall send out the copy within seven days upon receiving reasonable charges.</p>	<p data-bbox="812 944 971 970">Article <del>9</del><u>100</u></p> <p data-bbox="812 1023 1355 1172">Copies of the minutes of the general meetings shall be available to any shareholder for inspection during the office hours of the Company without charge.</p> <p data-bbox="812 1225 1355 1408">If any shareholder demands a copy of such minutes from the Company hereof, the Company shall send out the copy within seven days upon <u>verifying the identity of the shareholder and</u> receiving reasonable charges.</p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 9 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS</b></p>	<p><b>Deleted</b></p>
<p>Article 92</p> <p>Holders of various classes of shares are referred to class shareholders.</p> <p>Class shareholders shall have rights and assume obligations in accordance with laws, regulations and the Articles.</p>	<p>Deleted</p>
<p>Article 93</p> <p>Any proposal by the Company to vary or abrogate the rights conferred on any class shareholders must be approved by a special resolution of the general meeting and by the class shareholders affected at a separate meeting convened in accordance with Articles 95 to 99.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 94</p> <p>The rights of class shareholders are deemed to be varied or abrogated in the following circumstances:</p> <p>(I) the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;</p> <p>(II) the exchange of all or part of the shares of such class into shares of another class, or the exchange of all or part of the shares of another class into the shares of such class or conferring such rights of exchange;</p> <p>(III) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class;</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
(V) the increase, removal or reduction of conversion privileges, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;	
(VI) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;	
(VII) the creation of a new class of shares having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;	
(VIII) the imposition of restrictions or additional restrictions on the transfer or ownership of the shares of such class;	
(IX) the issue of rights to subscribe for, or convert into, shares of such class or another class;	
(X) the increase in rights or privileges of shares of other classes;	
(XI) the restructuring of the Company which will result in shareholders of different classes bearing a disproportionate burden of such proposed restructuring;	
(XII) the variation or abrogation of the provisions of this chapter.	

Existing Articles	Amended contents of the Articles
<p>Article 95</p> <p>Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning Articles 94 (2) to (8) and (11) to (12), but Interested Shareholder(s) shall not be entitled to vote at class meetings.</p> <p>In this Article, an “Interested Shareholder” has the following meaning:</p> <p>(I) in the case of a repurchase by a general offer made to all shareholders in equal proportions or through open transactions on a stock exchange under Article 31, an “Interested Shareholder” refers to a Controlling Shareholder within the meaning of Article 61;</p> <p>(II) in the case of a repurchase of its own shares by contract made outside the stock exchange under Article 31, an “Interested Shareholder” refers to a shareholder to which the contract relates;</p> <p>(III) in the case of a restructuring of the Company, an “Interested Shareholder” refers to a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 96</p> <p>Resolution of any class meeting shall be passed by votes of not less than two-thirds of the voting rights of shareholders of that class represented at that meeting who, according to Article 95, are entitled to vote at class meetings.</p>	<p>Deleted</p>
<p>Article 97</p> <p>Where the Company convenes a class meeting of shareholders, it shall issue written notices forty-five days before that meeting to notify the respective shareholders of that class whose names appear in the share register of the items to be considered and the date and venue of the meeting. Shareholders intending to attend the class meeting should send written replies to confirm their attendance and such replies should reach the Company twenty days before the meeting.</p> <p>Where the number of voting shares represented by those shareholders intending to attend the meeting reaches not less than half of the total number of voting shares of that class, the Company may convene the class meeting. Otherwise, the Company shall, within five days, inform the shareholders again of the items to be considered and the date and venue of the meeting by way of a public announcement. After making the announcement, the class meeting may be convened.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 98</p> <p>Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>Any meeting of a class of shareholders shall be conducted in a manner as similar as possible to that of the general meetings. The provisions of the Articles of Association relating to the manner to conduct any general meeting shall apply to any meeting of a class of shareholders.</p>	<p>Deleted</p>
<p>Article 99</p> <p>Other than shareholders of other classes of shares, shareholders of domestic invested shares which are non-overseas listed and shareholders of overseas listed shares are regarded as different classes of shareholders.</p> <p>The special voting procedures for class members do not apply to:</p> <p>(I) the issuance of domestic invested shares and overseas listed foreign invested shares by the Company in every twelve months, whether separately or together, if such issuance of domestic invested shares and overseas listed shares are approved by the shareholders in a general meeting by way of special resolution, and the domestic invested shares and overseas listed-shares proposed to be issued by the Company does not, in each case, exceed twenty per cent of the shares in issue of such class;</p>	<p>Deleted</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>(II) plans in respect of the issuance of domestic invested shares and overseas listed shares at the time of establishment of the Company and completed within fifteen months commencing from the date of approval by the China Securities Regulatory Commission.</p> <p>(III) Upon obtaining the approvals from the securities regulatory authorities of the State Council and the listing approval from the overseas stock exchanges (if required), non-listed shares of the Company may be listed and traded overseas.</p>	

Existing Articles	Amended contents of the Articles
<b>CHAPTER 10 BOARD OF DIRECTORS</b>	<b>CHAPTER <del>10</del><u>5</u> BOARD OF DIRECTORS</b>
	<b><u>Section 1 Directors</u></b>
<p>Article 100</p> <p>The Company shall have a board of directors which comprises nine directors including one chairman, one vice chairman and three independent directors (who do not have any relationship with the shareholders of the Company and who are not employees of the Company).</p> <p>At the re-election of the board of directors, external directors (who are not employees of the Company) shall constitute not less than half of the members of the board of directors.</p>	<p>(moved to amended Article 106)</p>

Existing Articles	Amended contents of the Articles
<p>Article 101</p> <p>The directors shall be elected at the shareholders’ general meeting the for a term of three years. Upon expiry of the term, a director shall be eligible for re-election.</p> <p>Directors shall be elected at the shareholders’ general meeting from the board of directors or the candidates nominated by shareholders representing three per cent (inclusive) or more of the Company’s issued shares. The shortest period for the issue of notice in writing to the Company regarding the intention to nominate candidates and the indication of the candidate of its willingness to accept such nomination shall be 7 days. Such period shall commence from the first date after the issue of the notice of the general meeting, and shall end on the seventh day prior to the convening of the general meeting. The chairman, vice-chairman shall be elected and removed by over half of all the directors. The term of the chairman and vice-chairman shall be for three years, and shall be eligible for re-election.</p> <p>The directors are not required to hold any shares in the Company.</p> <p>Subject to compliance with the relevant laws and administrative regulations, the general meeting may remove any director within his term by way of an ordinary resolution (any term in any contract in respect of compensation shall not be affected by this Article).</p>	<p>Article 101</p> <p>The directors shall be elected <u>or replaced at the shareholders’ general meeting and may be removed at the shareholders’ general meeting before the expiration of their terms.</u> <del>The term of the directors is for a term of</del> three years. Upon expiry of the term, a director shall be eligible for re-election.</p> <p>Directors shall be elected at the shareholders’ general meeting from the board of directors or the candidates nominated by shareholders representing three per-cent (inclusive) or more of the Company’s issued shares. The shortest period for the issue of notice in writing to the Company regarding the intention to nominate candidates and the indication of the candidate of its willingness to accept such nomination shall be 7 days. Such period shall commence from the first date after the issue of the notice of the general meeting, and shall end on the seventh day prior to the convening of the general meeting. The chairman, vice-chairman shall be elected and removed by over half of all the directors. The term of the chairman and vice-chairman shall be for three years, and shall be eligible for re-election.</p> <p>The directors are not required to hold any shares in the Company.</p> <p>Subject to compliance with the relevant laws and administrative regulations, the general meeting may remove any director within his term by way of an ordinary resolution (any term in any contract in respect of compensation shall not be affected by this Article).</p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 102</u></p> <p><u>Subject to the regulatory rules of the place where the Company’s shares are listed, a director who attends a meeting of the board of directors by internet, video, telephone or other means with equivalent effect shall also be deemed to be present in person.</u></p>
	<p><u>Article 103</u></p> <p><u>A director may resign before the expiration of his or her term of office. A resigning director shall submit a written resignation report to the board of directors.</u></p> <p><u>If, as a result of the resignation of a director, the number of directors on the board of directors of the Company falls below the minimum number prescribed by the law, the original director shall continue to perform the duties as a director in accordance with the laws, administrative regulations, departmental rules and regulations, the regulatory rules of the place where the Company’s shares are listed and these Articles of Association until the newly elected director assumes office.</u></p> <p><u>Except in the circumstances set out in the preceding paragraph, the resignation of a Director shall take effect when the resignation report is served on the board of directors.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 104</u></p> <p><u>No Director shall act on behalf of the Company or the Board in his personal capacity without the regulations of these Articles of Association or the lawful authority granted by the Board.</u></p>
	<p><u>Article 105</u></p> <p><u>A director shall be liable for compensation as regards the damages caused to the Company if he or she violates the provisions of laws, administrative regulations, departmental rules and regulations, the regulatory rules of the place where the Company’s shares are listed or these Articles of Association in the performance of his or her duties for the Company. The Company may purchase liability insurance against liability incurred by a director in connection with the performance of his or her duties in the Company during his or her term of office.</u></p>

Existing Articles	Amended contents of the Articles
	<b><u>Section 2 Board of Directors</u></b>
	<p data-bbox="810 417 943 442"><u>Article 106</u></p> <p data-bbox="810 497 1353 561"><u>The Company shall have a board of directors, which is accountable to the general meetings.</u></p> <p data-bbox="810 617 1353 959"><u>The board of directors comprises eleven directors including one chairman, one vice chairman, four executive directors, three non-executive directors (who are not employees of the Company), and four independent non-executive directors (who do not have any relationship with the shareholders of the Company and who are not employees of the Company).</u></p>
<p data-bbox="240 993 373 1019">Article 102</p> <p data-bbox="240 1074 783 1181">The Board shall be responsible to the general meeting and shall exercise the following powers:</p> <p data-bbox="240 1236 783 1342">(I) To be responsible for the convening of the general meeting and to report on its work to the general meeting;</p> <p data-bbox="240 1398 783 1461">(II) To implement the resolutions of the general meetings;</p> <p data-bbox="240 1517 783 1581">(III) To decide on the Company’s business plans and investment plans;</p>	<p data-bbox="810 993 986 1019"><del>Article 102</del><u>107</u></p> <p data-bbox="810 1074 1353 1181">The Board shall be responsible to the general meeting and shall exercise the following powers:</p> <p data-bbox="810 1236 1353 1342">(I) To be responsible for the convening of the general meeting and to report on its work to the general meeting;</p> <p data-bbox="810 1398 1353 1461">(II) To implement the resolutions of the general meetings;</p> <p data-bbox="810 1517 1353 1581">(III) To decide on the Company’s business plans and investment plans;</p>

Existing Articles	Amended contents of the Articles
(IV) To formulate the Company’s annual financial budget plan and final accounts plan;	(IV) To formulate the Company’s annual financial budget plan and final accounts plan;
(V) To formulate the Company’s profit distribution plan and plan for making up losses;	(V) To formulate the Company’s profit distribution plan and plan for making up losses;
(VI) To formulate proposals for increases or decrease in the registered capital of the Company and the issue of debentures of the Company;	(VI) To formulate proposals for increases or decreases in the registered capital of the Company and the <u>issuance and listing</u> <del>issue</del> of debentures <u>or other securities</u> of the Company;
(VII) To draw up plans for the merger, division or dissolution of the Company;	(VII) To draw up plans for <u>the major acquisition or acquisition of the Company’s shares or the merger, division or dissolution of the Company or change of its form</u> ;
(VIII) To decide on the establishment of the Company’s internal management structure;	(VIII) To decide on the establishment of the Company’s internal management structure;

Existing Articles	Amended contents of the Articles
<p>(IX) To appoint or dismiss the Company’s general manager, and pursuant to the general manager’s nominations to appoint or dismiss the deputy general manager and other senior management of the Company (including financial officers) and decide their remunerations;</p>	<p>(IX) To appoint <del>or</del> dismiss the Company’s general manager, <u>secretary of the board of directors and other senior management of the Company, and determine matters such as their remuneration, rewards and punishments;</u> and pursuant to the general manager’s nominations to appoint or dismiss the deputy general manager and other senior management of the Company (including financial officers) and decide their remunerations;</p>
<p>(X) To establish the Company’s basic management system;</p>	<p>(X) To establish the Company’s basic management system;</p>
<p>(XI) To formulate proposals for amendments to the Articles of Association;</p>	<p>(XI) To formulate proposals for amendments to the Articles of Association;</p>
<p>(XII) to prepare plan for repurchase of the shares of the Company under the circumstances as provided in items (I), (II) of Article 30 of the Articles of Association;</p>	<p>(XII) to prepare plan for repurchase of the shares of the Company under the circumstances as provided in items (I), (II) of Article 30 of the Articles of Association;</p>

Existing Articles	Amended contents of the Articles
<p>(XIII) to decide on the repurchase of shares by the Company under the circumstances as provided in items (III), (V) or (VI) of Article 30 of the Articles of Association;</p> <p>(XIV) Other powers conferred by the Articles of Association or the shareholders' general meeting.</p>	<p>(XIII) to decide on the repurchase of shares by the Company under the circumstances as provided in items (III), (V) or (VI) of Article 30 of the Articles of Association;</p> <p><u>(XIV) To determine the matters within the scope authorized by the general meeting, such as the Company's external investment, purchase or sales of assets, asset pledge, external guarantee, entrusting wealth management, connected transactions and external donation;</u></p> <p><u>(XV) To manage the disclosure of information of the Company;</u></p> <p><u>(XVI) To propose at the general meeting the appointment or replacement of the accounting firm that performs audit for the Company;</u></p> <p><u>(XVII) To receive the work report of the general manager of the Company and examine on the work of the general manager;</u></p>

Existing Articles	Amended contents of the Articles
<p>For the above matters, except for items (VI), (VII), (XI) (XIII) which shall be approved by voting of more than two-thirds of the directors, others may be approved by voting by over one half of the directors.</p> <p>Where the number of vacancy of directors is not more than the number fixed by the Company Law or not less than two-third of the number of directors prescribed by the Articles of Association, the Board shall have power to appoint any person to be a director to fill a casual vacancy of the Board. Any director so appointed shall hold office until the next following annual general meeting and shall then be eligible for re-election.</p> <p>The Company shall provide all the necessary information so as to facilitate the external Director in discharging his duties.</p> <p>Independent Directors may report directly to the members in general meeting, China Securities Regulatory Commission and other relevant regulatory departments.</p>	<p>(XIV<del>VIII</del>) Other powers conferred by the Articles of Association or the shareholders' general meeting.</p> <p>For the above matters, except for items (VI), (VII), (XI) <u>and</u> (XIII) which shall be approved by voting of more than two-thirds of the directors, others may be approved by voting by over one half of the directors.</p> <p>Where the number of vacancy of directors is not more than the number fixed by the Company Law or not less than two-third of the number of directors prescribed by the Articles of Association, the Board shall have power to appoint any person to be a director to fill a casual vacancy of the Board. Any director so appointed shall hold office until the next following annual general meeting and shall then be eligible for re-election.</p> <p><del>The Company shall provide all the necessary information so as to facilitate the external Director in discharging his duties.</del></p> <p><del>Independent Directors may report directly to the members in general meeting, China Securities Regulatory Commission and other relevant regulatory departments.</del></p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 359 373 385">Article 103</p> <p data-bbox="240 442 785 910">In disposing of fixed assets, the Board of Directors shall not, without the prior approval in a general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds thirty-three per cent of the value of the fixed assets as stated in the latest balance sheet placed before the general meeting.</p> <p data-bbox="240 966 785 1151">A disposal of fixed assets as referred to in this Article includes an act involving the transfer of an interest in certain assets but does not include the provision of security by way of fixed assets.</p> <p data-bbox="240 1206 785 1353">The breaching of the first paragraph of this Article shall not affect the validity of any transaction entered into by the Company in disposing of fixed assets.</p>	<p data-bbox="809 359 903 385">Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 104</p> <p>The Chairman shall exercise the following powers:</p> <p>(I) To preside over the general meeting, and to convene and preside over the meetings of the Board of Directors;</p> <p>(II) To check the implementation of board resolutions;</p> <p>(III) To sign the securities issued by the Company;</p> <p>(IV) Other powers vested by the Board.</p>	<p>Article <del>104</del><u>108</u></p> <p>The Chairman shall exercise the following powers:</p> <p>(I) To preside over the general meeting, and to convene and preside over the meetings of the Board of Directors;</p> <p>(II) To <u>urge and</u> check the implementation of board resolutions;</p> <p><del>(III) To sign the securities issued by the Company;</del></p> <p><del>(IV)</del><u>(VIII)</u> Other powers vested by the Board.</p>

Existing Articles	Amended contents of the Articles
<p>If the chairman of the Board of Directors is unable to perform his duties and authorities, he may designate a vice chairman to exercise perform his duties and authorities on his behalf.</p>	<p><u>The vice chairman of the Board of the Company shall assist the work of the Chairman of the Board. Whereas the Chairman is unable or fails to perform his duties, the vice chairman shall perform the duties (when there are two or more vice chairmen in the Company, the vice chairman elected by a majority of Directors shall perform the duties); if the vice chairman is unable or fail to perform his duties, one Director elected by a majority of Directors shall perform the duties.</u>  <del>If the chairman of the Board of Directors is unable to perform his duties and authorities, he may designate a vice chairman to exercise perform his duties and authorities on his behalf.</del></p>
<p>Article 105</p> <p>The Board should meet regularly and board meetings should be held at least twice a year. The meeting shall be convened by the Chairman. Notice of at least fourteen days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings for discussion of urgent matters, the meeting shall be convened if proposed by more than three directors or by the Chairman and reasonable notice should be given. A regular meeting does not include the practice of obtaining board consent through the circulation of written resolutions.</p>	<p>Article <u>109</u>105</p> <p><u>Meetings of the Board are divided into regular meetings and extraordinary meetings.</u></p> <p><u>The Board should meet regularly, and regular meetings shall be convened at least twice a year at the call of the Chairman. Fourteen days<sup>2</sup> prior written notice of regular meetings shall be given to all Directors and Supervisors.</u> A regular meeting does not include the practice of obtaining board consent through the circulation of written resolutions.</p>

Existing Articles	Amended contents of the Articles
<p>All Directors shall be notified in accordance with the prescribed time limit as regards all major decisions which require the approval of the Board. Meanwhile, sufficient information shall be supplied and the Directors may request the provision of supplemental materials. When more than one-fourth of the Directors or more than two external Directors are of the view that the materials are not sufficient or the submission is inaccurate, they may propose in joint names to postpone the Board meeting or postpone the discussion of certain matters in the Board meeting and the Board shall so adopt.</p>	<p><u>Shareholders representing more than 1/10 of voting rights, more than one-third of all directors or the Supervisory Committee may propose to convene an extraordinary meeting of the Board. The chairman shall convene and chair a board meeting within 10 days upon the receipt of such a request.</u></p> <p><u>The deadline for giving notice of a meeting may be waived if all Directors unanimously agree in writing.</u></p> <p><u>Where an extraordinary board meeting needs to be convened in an emergency, reasonable notice thereof shall be given, and the notice of the meeting may be sent by telephone or other verbal means, but the convener shall make explanations at the meeting. Meetings shall be called by the Chairman of the Board. Fourteen days' notice of a regular meeting of the Board shall be given to afford all Directors an opportunity of attending. All other meetings of the Board at which urgent business is to be discussed shall be called by reasonable notice if proposed by more than three Directors or by the Chairman. Regular meetings do not include the practice of obtaining the consent of the Board by circulation of written resolutions.</u></p>

Existing Articles	Amended contents of the Articles
	<p>All Directors shall be notified in accordance with the prescribed time limit as regards all major decisions which require the approval of the Board. Meanwhile, sufficient information shall be supplied and the Directors may request the provision of supplemental materials. When more than one-fourth of the Directors or more than two external Directors are of the view that the materials are not sufficient or the submission is inaccurate, they may propose in joint names to postpone the Board meeting or postpone the discussion of certain matters in the Board meeting and the Board shall so adopt.</p>

Existing Articles	Amended contents of the Articles
<p>Article 106</p> <p>The written notices of Board meetings and extraordinary board meetings shall be delivered by personal delivery, facsimile, courier, or registered airmail.</p>	<p>Article <del>106</del><u>110</u></p> <p><u>Notice of meeting of the Board of Directors shall contain:</u></p> <p>(I) <u>date and place of the meeting;</u></p> <p>(II) <u>reasons for and discussion topics of the meeting;</u></p> <p>(III) <u>date of issuance of the notice.</u></p> <p>The written notices of <u>regular and extraordinary</u><del>Board</del> meetings <u>of the Board</u><del>and extraordinary board meetings</del> shall be delivered by <u>hand</u><del>personal</del> delivery, facsimile, courier, <del>or</del><u>registered airmail or other means of electronic communication.</u></p>
<p>Article 107</p> <p>Should a Director attend the meeting, and has no dispute relating to non-receipt of notice of the meeting prior to attending the meeting or when the meeting commences, such notice shall be deemed to have been sent to him/her.</p>	<p>Article <del>107</del><u>111</u></p> <p>Should a Director attend the meeting, and has no dispute relating to non-receipt of notice of the meeting prior to attending the meeting or when the meeting commences, such notice shall be deemed to have been sent to him/her, <u>and such Director has no objection to the notice of the meeting and the time thereof.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 363 373 389">Article 108</p> <p data-bbox="240 442 786 710">Any regular board meeting or extraordinary meeting may be held through other electronic means of communication so long as all directors participating in the meeting can clearly hear and communicate with each other. All such directors shall be deemed to be present in person at the meeting.</p>	<p data-bbox="812 363 986 389">Article <del>108</del><u>112</u></p> <p data-bbox="812 442 1358 710">Any regular board meeting or extraordinary meeting may be held through other electronic means of communication so long as all directors participating in the meeting can clearly hear and communicate with each other. All such directors shall be deemed to be present in person at the meeting.</p> <p data-bbox="812 763 1358 1151"><u>On matters requiring approval from the extraordinary Board Meeting, if the Board has distributed the agenda to all directors and all directors have consented to sign, then the written resolution can be reached and no Board Meeting is necessary. Such written consent shall be deemed to have the same legal effect as the resolution passed by the Board meeting convened in accordance with the procedures as stipulated in these Articles.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Article 109</p> <p>The Board meeting may not be held unless not less than half of the Directors (including proxies) are present.</p> <p>Each Director shall have one vote. Unless otherwise required by these Articles of Association, resolutions of the Board shall be passed by more than half of all Directors.</p> <p>In the case of an equality of votes, the chairman shall be entitled to cast one more vote.</p>	<p>Article <del>109</del><u>113</u></p> <p>The Board meeting may not be held unless <u>more than one</u><del>not less than</del> half of the Directors (including proxies) are present.</p> <p><u>Voting on Board meetings may be conducted by open ballot.</u></p> <p><u>As for the voting on a Board resolution, each director shall have one vote.</u><del>Each Director shall have one vote.</del> Unless otherwise required by these Articles of Association, resolutions of the Board shall be passed by more than half of all Directors.</p> <p>In the case of an equality of votes, the chairman shall be entitled to cast one more vote.</p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 357 943 389"><u>Article 114</u></p> <p data-bbox="810 438 1355 1232"><u>When a Director is related to matters or companies that are the subject of a resolution to be decided at a Board meeting, the related Director shall not vote on that resolution, and shall not vote on behalf of other Directors. Such a Board meeting can be held if more than one-half of the non-related Directors attend. Resolutions made by the Board meeting shall be passed by more than one-half of the non-connected Directors. Resolutions involving items (VI), (VII), (XI) and (XIII) of Article 107 of these Articles of Association must be approved by voting by more than two-thirds of the non-connected Directors. The Independent Non-executive Directors shall offer their independent opinions on material connected transactions. If less than three non-connected Directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 357 373 385">Article 110</p> <p data-bbox="240 442 786 508">Directors shall attend Board meetings in person.</p> <p data-bbox="240 566 786 1070">If a director is unable to attend the meeting in person for any reason, he may appoint in writing another director to attend the meeting on his behalf. The instrument of appointment shall specify the scope of the authorization. A director attending the meeting on his behalf shall exercise the director's rights within the scope authorized by the power of attorney. Where a Director is unable to attend a Board meeting and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p> <p data-bbox="240 1127 786 1353">A Director shall not attend any Board meeting or vote on any resolution approving any matters in which the Director or any of his associates has a material interest nor shall such Director be counted in the quorum present at the meeting.</p>	<p data-bbox="812 357 995 385">Article <del>110</del><sup>115</sup></p> <p data-bbox="812 442 1358 508">Directors shall attend Board meetings in person.</p> <p data-bbox="812 566 1358 1151">If a director is unable to attend the meeting in person for any reason, he may appoint in writing another director to attend the meeting on his behalf. The instrument of appointment shall specify the <u>name of the proxy, matters to be dealt with by the proxy, scope of the authorization and validity period, and shall be signed or sealed by the appointer.</u> A director attending the meeting on his behalf shall exercise the director's rights within the scope authorized by the power of attorney. Where a Director is unable to attend a Board meeting and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p> <p data-bbox="812 1208 1358 1434"><del>A Director shall not attend any Board meeting or vote on any resolution approving any matters in which the Director or any of his associates has a material interest nor shall such Director be counted in the quorum present at the meeting.</del></p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 359 368 385">Article 111</p> <p data-bbox="240 442 785 910">On matters requiring approval from the extraordinary Board Meeting, if the Board has distributed the agenda to all directors and signed an agreement stipulating that the number of directors attending the meeting has reached the quorum required by Article 102, the written resolution can be reached and no Board Meeting is necessary. Such written agreement shall be deemed to have the same legal effect as the resolution passed by the Board meeting convened in accordance with the procedures as stipulated in these Articles.</p>	<p data-bbox="810 359 1318 385">(consolidated into the amended Article 112)</p>

Existing Articles	Amended contents of the Articles
<p data-bbox="240 357 373 385">Article 112</p> <p data-bbox="240 442 786 1193">The Board of Directors shall keep minutes of its decisions on the matters under their consideration. Directors attending the meeting and the person taking minutes shall sign their names on the minutes of that meeting. Directors shall be responsible for the resolutions of the Board of Directors. Where a resolution of the Board of Directors is in violation of the laws and administrative regulations or these Articles of Association, thereby causing serious losses to the Company, the Directors who participated in such a resolution shall be liable to compensate to the Company. However, if a Director can prove that he had expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, that Director may be relieved of such liability.</p> <p data-bbox="240 1247 786 1513">Any opinion stated by the Independent Directors at the Board meeting shall be recorded in the Board resolutions. Board resolutions in relation to connected transactions of the Company shall take effect only after the signing by two or more Independent Directors.</p>	<p data-bbox="812 357 986 385">Article <del>112</del><u>116</u></p> <p data-bbox="812 442 1358 1193">The Board of Directors shall keep minutes of its decisions on the matters under their consideration. Directors attending the meeting <del>and the person taking minutes</del> shall sign their names on the minutes of that meeting. Directors shall be responsible for the resolutions of the Board of Directors. Where a resolution of the Board of Directors is in violation of the laws and administrative regulations or these Articles of Association, thereby causing serious losses to the Company, the Directors who participated in such a resolution shall be liable to compensate to the Company. However, if a Director can prove that he had expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, that Director may be relieved of such liability.</p> <p data-bbox="812 1247 1358 1513"><del>Any opinion stated by the Independent Directors at the Board meeting shall be recorded in the Board resolutions. Board resolutions in relation to connected transactions of the Company shall take effect only after the signing by two or more Independent Directors.</del></p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 11 SECRETARY TO THE BOARD OF DIRECTORS OF THE COMPANY</b></p>	<p><b>CHAPTER <del>11</del><u>6</u> SECRETARY TO THE BOARD OF DIRECTORS OF THE COMPANY</b></p>
<p>Article 113</p> <p>The Company shall have a Secretary to the Board, who is a senior management member of the Company.</p>	<p>Article <del>113</del><u>117</u></p> <p>The Company shall have a Secretary to the Board, who is a senior management member of the Company.</p>
<p>Article 114</p> <p>Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His/ her primary responsibilities are:</p> <p>(I) to ensure that the Company has complete organizational documents and records;</p> <p>(II) to ensure that the Company prepares and delivers the reports and documents required by competent authorities in accordance with the laws;</p> <p>(III) to ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to access to the relevant records and documents of the Company are furnished with such records and documents without delay.</p>	<p>Article <del>114</del><u>118</u></p> <p>Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His/ her primary responsibilities are:</p> <p>(I) to ensure that the Company has complete organizational documents and records;</p> <p>(II) to ensure that the Company prepares and delivers the reports and documents required by competent authorities in accordance with the laws;</p> <p>(III) to ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to access to the relevant records and documents of the Company are furnished with such records and documents without delay.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 357 373 385">Article 115</p> <p data-bbox="240 442 786 708">Directors or other senior management members of the Company may also act as the Secretary to the Board of the Company. The accountant(s) of the certified public accountants' firm appointed by the Company shall not act as the Secretary to the Board of the Company.</p> <p data-bbox="240 761 786 1108">Provided that where the office of the Secretary to the Board of the Company is held concurrently by a Director, and an act is required to be made by a Director and the Secretary to the Board of the Company separately, the person who concurrently holds the offices of Director and Secretary to the Board of the Company shall not perform the act in dual capacity.</p>	<p data-bbox="812 357 986 385">Article <del>115</del><u>119</u></p> <p data-bbox="812 442 1358 708">Directors or other senior management members of the Company may also act as the Secretary to the Board of the Company. The accountant(s) of the certified public accountants<sup>2</sup>_firm appointed by the Company shall not act as the Secretary to the Board of the Company.</p> <p data-bbox="812 761 1358 1108">Provided that where the office of the Secretary to the Board of the Company is held concurrently by a Director, and an act is required to be made by a Director and the Secretary to the Board of the Company separately, the person who concurrently holds the offices of Director and Secretary to the Board of the Company shall not perform the act in dual capacity.</p>
<p data-bbox="240 1138 759 1204"><b>CHAPTER 12 GENERAL MANAGER OF THE COMPANY</b></p>	<p data-bbox="812 1138 1350 1247"><b>CHAPTER <del>12</del><u>7</u> GENERAL MANAGER OF <del>THE COMPANY</del><u>AND</u> <u>OTHER SENIOR MANAGEMENT</u></b></p>
<p data-bbox="240 1272 373 1300">Article 116</p> <p data-bbox="240 1357 786 1455">The Company shall have one general manager, who shall be appointed or dismissed by the Board.</p>	<p data-bbox="812 1272 986 1300">Article <del>116</del><u>120</u></p> <p data-bbox="812 1357 1358 1455">The Company shall have one general manager, who shall be appointed or dismissed by the Board.</p>

Existing Articles	Amended contents of the Articles
<p>Article 117</p> <p>The general manager of the Company shall be responsible to the board of directors and shall have the following functions:</p> <p>(I) to be in charge of the management of production and operation and to organize the implementation of the resolutions of the Board;</p> <p>(II) to organize the implementation of the annual business plans and investment plans of the Company;</p> <p>(III) to draft proposals for the establishment of internal management bodies of the Company;</p> <p>(IV) to draft the basis management system of the Company;</p> <p>(V) to formulate the basic rules and regulations of the Company;</p>	<p>Article <del>117</del><u>121</u></p> <p><u>The general manager serves for a term of three years, subject to re-appointment upon the expiry of the term.</u></p> <p>The general manager of the Company shall be responsible to the board of directors and shall have the following functions:</p> <p>(I) to be in charge of the management of production and operation and to organize the implementation of the resolutions of the Board, <u>and to report his/ her work to the Board;</u></p> <p>(II) to organize the implementation of the annual business plans and investment plans of the Company;</p> <p>(III) to draft proposals for the establishment of internal management bodies of the Company;</p> <p>(IV) to draft the basis management system of the Company;</p> <p>(V) to formulate the basic rules and regulations of the Company;</p>

Existing Articles	Amended contents of the Articles
<p>(VI) to propose the appointment or dismissal of the deputy general manager and other senior management, including the person in charge of finance, of the Company;</p> <p>(VII) to appoint or dismiss the management personnel other than those required to be appointed or dismissed by the Board;</p> <p>(VIII) other functions granted by the Articles of Association and the Board.</p>	<p>(VI) to propose the appointment or dismissal of the deputy general manager and other senior management, including the person in charge of finance, of the Company, <u>to the Board</u>;</p> <p>(VII) to appoint or dismiss the management personnel other than those required to be appointed or dismissed by the Board;</p> <p>(VIII) other functions granted by the Articles of Association and the Board.</p>
<p>Article 118</p> <p>The general manager of the Company can attend the board meetings of the Company, but general manager who is a not a director of the Company has no voting rights in the board meetings.</p>	<p>Article <del>118</del><u>122</u></p> <p>The general manager of the Company can attend the board meetings of the Company, but <u>a</u> general manager who is a not a director of the Company has no voting rights in the board meetings.</p>

Existing Articles	Amended contents of the Articles
<p>Article 119</p> <p>In performing his/her functions, the general manager of the Company shall carry out the duty in good faith and diligence in accordance with the laws, regulations and the Articles of Association.</p>	<p>Article <del>119</del><u>123</u></p> <p><u>If senior management breaches the laws, administrative regulations, departmental regulations, or regulatory rules of the place where the Company's shares are listed or this Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for damages.</u></p> <p><del>In performing his/her functions, the general manager of the Company shall carry out the duty in good faith and diligence in accordance with the laws, regulations and the Articles of Association.</del></p> <p><del>The senior management officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. The senior management officers of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and the public shareholders as a result of their failure to faithfully perform their duties or any breach of their duty of good faith.</del></p>

Existing Articles	Amended contents of the Articles
<b>CHAPTER 13 SUPERVISORY COMMITTEE</b>	<b>CHAPTER <del>13</del> SUPERVISORY COMMITTEE</b>
	<b><u>Section 1 Supervisors</u></b>
	<p><u>Article 124</u></p> <p><u>Directors, general manager, chief financial officer and other senior management of the Company shall not act concurrently as supervisors.</u></p>
	<p><u>Article 125</u></p> <p><u>Each term of office of a supervisor is three years and may be reappointed at the end of the term.</u></p> <p><u>A supervisor shall continue to perform his duties in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected supervisor takes office if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors during his/her term of office results in the number of supervisors being less than the quorum.</u></p>
	<p><u>Article 126</u></p> <p><u>Supervisors may attend the Board meetings and make enquiries or suggestions regarding the resolutions of the Board meetings.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 127</u></p> <p><u>Supervisors shall not use their connected relations to damage the interests of the Company, and shall be liable for compensation if any loss is caused to the Company.</u></p>
	<p><u>Article 128</u></p> <p><u>If a supervisor violates laws, administrative regulations, departmental regulations, regulatory rules of the place where the Company’s shares are listed or the regulations of these Articles of Association in the course of performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.</u></p>
	<p><b><u>Section 2 Supervisory Committee</u></b></p>
<p>Article 120</p> <p>The Company shall establish a Supervisory Committee, which is responsible for supervising the board of directors, directors, managers and other senior management of the Company, so as to prevent any abuse of their functions and powers and violation of the legal rights and interests of the shareholders, the Company and its employees.</p>	<p><u>Article 129</u></p> <p>The Company shall establish a Supervisory Committee, which is responsible for supervising the board of directors, directors, managers and other senior management of the Company, so as to prevent any abuse of their functions and powers and violation of the legal rights and interests of the shareholders, the Company and its employees.</p>

Existing Articles	Amended contents of the Articles
<p>Article 121</p> <p>The Supervisory Committee shall comprise three members, one of whom shall act as chairman of the Supervisory Committee. When the term of office changes, external supervisors shall represent more than half of the total number of the Supervisory Committee and have at least two independent supervisors. The term of a Supervisor shall be three years and eligible for re-election and re-appointment. The election or removal of the chairman of the Supervisory Committee shall be decided by more than two-thirds of the members of the Supervisory Committee.</p>	<p>Article <del>121</del><u>130</u></p> <p>The Supervisory Committee shall comprise three members, one of whom shall act as chairman of the Supervisory Committee. <del>When the term of office changes, external supervisors shall represent more than half of the total number of the Supervisory Committee and have at least two independent supervisors.</del> The term of a Supervisor shall be three years and eligible for re-election and re-appointment. The election or removal of the chairman of the Supervisory Committee shall be decided by more than <del>one-two-thirds</del><u>half</u> of the members of the Supervisory Committee.</p>
<p>Article 122</p> <p>The Supervisory Committee shall comprise two shareholders’ representatives and one employee representative of the Company. Shareholders’ representatives shall be elected and removed by shareholders at general meeting. Employee representatives shall be elected democratically and removed by the Company’s employees.</p>	<p>Article <del>122</del><u>131</u></p> <p>The Supervisory Committee shall comprise two shareholders’ representatives and one employee representative of the Company. Shareholders’ representatives shall be elected and removed by shareholders at <u>a</u> general meeting. Employee representatives shall be elected democratically and removed by the Company’s employees.</p>

**APPENDIX III**

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Existing Articles	Amended contents of the Articles
<p>Article 123</p> <p>The Company’s Directors, general manager, head of financial department and senior management shall not serve concurrently as a supervisor.</p>	<p>(Moved to amended Article 124)</p>
<p>Article 124</p> <p>Meetings of the Supervisory Committee shall be held at least once every six months and shall be convened by the chairman of the Supervisory Committee or two supervisors.</p>	<p>Article <del>124</del><u>132</u></p> <p>Meetings of the Supervisory Committee shall be held at least once every six months and <del>shall be convened by the chairman of the Supervisory Committee or two supervisors.</del> <u>extraordinary meetings of the Supervisory Committee can be convened by the Supervisors.</u></p> <p><u>The deadline for giving notice of a meeting may be waived if all Supervisors unanimously agree in writing.</u></p> <p><u>Where an extraordinary meeting of the Supervisory Committee needs to be convened in an emergency, reasonable notice thereof shall be given, and the notice of the meeting may be sent by telephone or other verbal means, but the convener shall make explanations at the meeting.</u></p> <p><u>Should a Supervisor attend the meeting, and has no dispute relating to non-receipt of notice of the meeting prior to attending the meeting or when the meeting commences, such notice shall be deemed to have been sent to him/her, and such Supervisor has no objection to the notice of the meeting and the time thereof.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 133</u></p> <p><u>Notice of meeting of the Supervisory Committee shall contain:</u></p> <p>(I) <u>date and place of the meeting;</u></p> <p>(II) <u>reasons for and agenda of the meeting;</u></p> <p>(III) <u>date of issuance of the notice.</u></p> <p><u>The written notices of regular and extraordinary meetings of the Supervisory Committee shall be delivered by hand, facsimile, courier, registered airmail or other means of electronic communication.</u></p>
<p>Article 125</p> <p>The Supervisory Committee shall be accountable to the shareholders at general meeting and shall exercise the following functions and powers according to laws:</p> <p>(I) to examine the Company’s financial affairs;</p>	<p>Article <del>125</del><u>134</u></p> <p>The Supervisory Committee shall be accountable to the shareholders at general meeting and shall exercise the following functions and powers according to laws:</p> <p>(<del>I</del>) to examine the Company’s financial affairs;</p>

Existing Articles	Amended contents of the Articles
<p>(II) to supervise the Company’s Directors, general manager and other senior management to see whether they have violated any laws, administrative regulations or the Association of Articles in performing their duties; for</p> <p>(III) if an act of the Company’s Directors, general manager and other senior managements is jeopardizing the Company’s interest, then require them to rectify such act;</p>	<p><del>(IIH) to to supervise the Company’s Directors, general manager and other senior management to see whether they have violated any laws, administrative regulations or the Association of Articles in performing their duties;</del><u>supervise the directors’ and senior management’s acts in performing duties of the Company, to propose removal of any director or senior management officer in violation of any laws, administrative regulations, the Articles of Association or the resolutions of the general meeting;</u></p> <p>(III) if an act of the Company’s Directors, general manager and other senior managements is jeopardizing the Company’s interest, then require them to rectify such act;</p>

Existing Articles	Amended contents of the Articles
<p>(IV) to verify financial reports, business reports, profit distribution plans and other such financial information proposed to be submitted by Board at the shareholders’ general meeting and, if in doubt, to appoint, in the name of the Company, any certified public accountant or practicing auditor to assist in reviewing them;</p>	<p>(IV) <u>to conduct investigations whenever unusual conditions in the operation of the Company arise and, if necessary, to engage professional institutions such as accounting firms and law firms to assist in their work with expenses to be borne by the Company;</u> <del>(IV) to verify financial reports, business reports, profit distribution plans and other such financial information proposed to be submitted by Board at the shareholders’ general meeting and, if in doubt, to appoint, in the name of the Company, any certified public accountant or practicing auditor to assist in reviewing them;</del></p>
<p>(V) to propose to convene an extraordinary general meeting of shareholders;</p>	<p>(V) to propose to convene an extraordinary general meeting of shareholders <u>and, in the event that the Board fails to perform its duty of convening and presiding over a general meeting as required by the Company Law, to convene and preside over such meeting;</u></p>

Existing Articles	Amended contents of the Articles
<p>(VI) to represent the Company in negotiations with Directors or in initiating legal proceedings against a Director;</p> <p>(VII) to exercise other powers authorised at general meetings.</p> <p>Supervisors shall attend meetings of the Board of Directors.</p> <p>The Supervisory Committee may directly report to China Securities Regulatory Commission and other relevant authorities.</p> <p>The external supervisors shall report independently to the general meeting the performance of the senior management of the Company in relation to their fiduciary and diligence.</p>	<p>(VI) <u>to submit proposals to the general meeting</u><del>to represent the Company in negotiations with Directors or in initiating legal proceedings against a Director;</del></p> <p>(VII) <u>to initiate legal proceedings against any director and senior management in accordance with Article 151 of the Company Law;</u></p> <p>(VIII) to exercise other powers authorised at general meetings.</p> <p><del>Supervisors shall attend meetings of the Board of Directors.</del></p> <p><del>The Supervisory Committee may directly report to China Securities Regulatory Commission and other relevant authorities.</del></p> <p><del>The external supervisors shall report independently to the general meeting the performance of the senior management of the Company in relation to their fiduciary and diligence.</del></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 357 373 385">Article 126</p> <p data-bbox="240 442 786 629">Meetings of the Supervisory Committee shall be held only if more than two-thirds of the supervisors are present, and the resolution at a meeting of Supervisory Committee shall be passed by two-thirds of the supervisors by poll.</p>	<p data-bbox="812 357 986 385">Article <del>126</del>135</p> <p data-bbox="812 442 1358 789">Meetings of the Supervisory Committee shall be held only if more than <del>two-thirds</del><u>one-half</u> of the supervisors are present, <del>and t.</del> <u>Voting on meetings of the Supervisory Committee may be conducted by open ballot and each director shall have one vote.</u> The resolution at a meeting of Supervisory Committee shall be passed by <del>two-thirds</del><u>more than one-half</u> of the supervisors by poll.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 127  All reasonable expenses incurred by the Supervisory Committee in exercising its duty required to appoint professionals such as lawyers, certified public accountants or practicing auditors shall be borne by the Company.	(included in amended Article 134)
	<u>Article 136</u>  <u>The Supervisory Committee shall keep minutes of resolutions passed at the meetings. The minutes shall be signed by the supervisors present at the meeting.</u>  <u>Any supervisor shall be entitled to have an explanatory note made in the minutes regarding his/her speech at the meetings.</u>

Existing Articles	Amended contents of the Articles
<p>Article 128</p> <p>A supervisor shall carry out his duties honestly and in good faith in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p>Deleted</p>
<p><b>CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, GENERAL MANAGERS AND OTHER SENIOR MANAGEMENT OF THE COMPANY</b></p>	<p><b>CHAPTER 149 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, GENERAL MANAGERS AND OTHER SENIOR MANAGEMENT OF THE COMPANY</b></p>
	<p><u>Article 137</u></p> <p><u>The directors, supervisors and senior management shall comply with the laws, administrative regulations and these Articles and shall assume faithful duties and diligent duties to the Company.</u></p> <p><u>The directors, supervisors and senior management shall not accept bribes or other illegal income by taking advantage of their positions or rights and shall not encroach upon property of the Company.</u></p>
<p>Article 129</p> <p>A person shall not serve as a Director, supervisor, general manager or any other senior management of the Company, if any of the following circumstances applies:</p> <p>(I) a person without capacity for civil conduct or with limited capacity for civil conduct;</p>	<p>Article <del>129</del><u>138</u></p> <p>A person shall not serve as a Director, supervisor, general manager or any other senior management of the Company, if any of the following circumstances applies:</p> <p>(I) a person without capacity for civil conduct or with limited capacity for civil conduct;</p>

Existing Articles	Amended contents of the Articles
<p>(II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p>	<p>(II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five years have elapsed since the date of the completion of <u>the</u> implementation of such punishment or deprivation;</p>
<p>(III) a person who is a former director or factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>	<p>(III) a person who is a former director or factory manager or manager of a company or enterprise <del>which</del><u>that</u> has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>
<p>(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three years has elapsed since the date of the revocation of the business license;</p>	<p>(IV) a person who is a former legal representative of a company or enterprise <del>which</del><u>that</u> had its business license revoked due to a violation of the law and who incurred personal liability, where less than three years has elapsed since the date of the revocation of the business license;</p>

Existing Articles	Amended contents of the Articles
(V) a person who has a relatively large amount of debts due and outstanding;	(V) a person who has a relatively large amount of debts due and outstanding;
(VI) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;	(VI) <u>a person who is under a penalty of prohibited access to the securities market imposed by the CSRC, which is still effective and the term is yet to expire;</u> <del>a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</del>
(VII) a person who is not eligible for enterprise leadership according to laws and administrative regulations;	(VII) <u>Other circumstances required by a person who is not eligible for enterprise leadership according to laws and administrative regulations, departmental rules and regulations, the regulatory rules of the place where the Company's shares are listed;</u>

Existing Articles	Amended contents of the Articles
<p>(VIII) a non-natural person;</p> <p>a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years has elapsed since the date of the conviction.</p>	<p><del>(VIII) a non-natural person;</del></p> <p><u>In the event that the election or appointment of any director is in violation of the provisions in this Article, the said election, appointment or engagement shall be invalid. Where any of the circumstances herein happens to any director during his/her term of office, the Company shall remove him/her from such office.</u><del>a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years has elapsed since the date of the conviction.</del></p>
<p>Article 130</p> <p>The validity of an act of a Director, general manager or other senior management of the Company on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election, or qualification.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 131</p> <p>In addition to the obligations imposed by laws, administrative regulations or rules of the securities exchange(s) on which the shares of the Company are listed, each Director, Supervisor, general manager or other senior management of the Company owes a duty to each shareholder in the exercise of the following functions and powers of the Company entrusted to him:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) to act in good faith in the best interests of the Company;</p> <p>(III) not to expropriate the Company’s property through any means, including (but not limited to) the opportunities which may benefit the Company;</p> <p>(IV) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to shareholders at general meetings for approval in accordance with the Articles of Association.</p>	<p>Article <del>131</del><u>139</u></p> <p>In addition to the obligations imposed by laws, administrative regulations or rules of the securities exchange(s) on which the shares of the Company are listed, each Director, Supervisor, general manager or other senior management of the Company owes a duty to each shareholder in the exercise of the following functions and powers of the Company entrusted to him:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) to act in good faith in the best interests of the Company;</p> <p>(III) not to expropriate the Company’s property through any means, including (but not limited to) the opportunities which may benefit the Company;</p> <p>(IV) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to shareholders at general meetings for approval in accordance with the Articles of Association.</p>

Existing Articles	Amended contents of the Articles
<p>Article 132</p> <p>Each Director, Supervisor, general manager and other senior management of the Company owes a duty, in the exercise of his powers or in the discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>Article <del>132</del><u>140</u></p> <p>Each Director, Supervisor, general manager and other senior management of the Company owes a duty, in the exercise of his powers or in the discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>
<p>Article 133</p> <p>Each Director, Supervisor, general manager and other senior management of the Company shall observe his fiduciary obligation when discharging his duties and shall not place himself in a position where his interest and his duty may have conflict. This principle includes (but not limited to) discharging the following obligations;</p> <p>(I) to act in good faith in the best interests of the Company;</p> <p>(II) to exercise powers within the scope of his powers and not to exceed those powers;</p>	<p>Article <del>133</del><u>141</u></p> <p>Each Director, Supervisor, general manager and other senior management of the Company shall observe his fiduciary obligation when discharging his duties and shall not place himself in a position where his interest and his duty may have conflict. This principle includes (but not limited to) discharging the following obligations;</p> <p>(I) to act in good faith in the best interests of the Company;</p> <p>(II) to exercise powers within the scope of his powers and not to exceed those powers;</p>

Existing Articles	Amended contents of the Articles
<p>(III) to exercise the discretion vested in him personally and not allow himself to act under the control of another and, unless and to the extent permitted by laws and administrative regulations or with the informed consent of shareholders at general meeting, not to delegate the exercise of his discretion;</p>	<p>(III) to exercise the discretion vested in him personally and not allow himself to act under the control of another and, unless and to the extent permitted by laws and administrative regulations or with the informed consent of shareholders at general meeting, not to delegate the exercise of his discretion;</p>
<p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p>	<p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p>
<p>(V) except as otherwise provided in the Articles of Association or with the informed consent of shareholders at general meeting, not to enter into a contract, transaction or arrangement with the Company;</p>	<p>(V) except as otherwise provided in the Articles of Association or with the informed consent of shareholders at <u>a</u> general meeting, not to enter into a contract, transaction or arrangement with the Company;</p>
<p>(VI) without the informed consent of shareholders at general meeting, not to use the Company’s property for his own benefit;</p>	<p>(VI) without the informed consent of shareholders at <u>a</u> general meeting, not to use the Company’s property for his own benefit;</p>
<p>(VII) not to use his functions and powers as a means to accept bribes or any other illegal income, not to expropriate the Company’s property in any way, including (but not limited to) opportunities that may benefit the Company;</p>	<p>(VII) not to use his functions and powers as a means to accept bribes or any other illegal income, not to expropriate the Company’s property in any way, including (but not limited to) opportunities that may benefit the Company;</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
(VIII) without the informed consent of shareholders at general meeting, not to accept commissions in connection with the Company’s transactions;	(VIII) without the informed consent of shareholders at <u>a</u> general meeting, not to accept commissions in connection with the Company’s transactions;
(IX) to observe the Articles of Association, faithfully execute his official duties and protect the Company’s interests, and not to exploit his position and power in the Company to advance his own private interests;	(IX) to observe the Articles of Association, faithfully execute his official duties and protect the Company’s interests, and not to exploit his position and power in the Company to advance his own private interests;
(X) without the informed consent of shareholders at general meeting, not to compete with the Company in any way;	(X) without the informed consent of shareholders at <u>a</u> general meeting, not to compete with the Company in any way;
(XI) not to misappropriate the Company’s funds or to lend the Company’s funds to others, not to open accounts in his own name or other names for the deposit of the Company’s assets and not to provide a guarantee for the shareholder(s) of the Company or other individual(s) with the Company’s assets;	(XI) not to misappropriate the Company’s funds or to lend the Company’s funds to others, not to open accounts in his own name or other names for the deposit of the Company’s assets and not to provide a guarantee for the shareholder(s) of the Company or other individual(s) with the Company’s assets;

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>(XII) without the informed consent of shareholders at general meeting, not to reveal confidential information relating to the Company that was acquired by him during his tenure in the Company and not to use the information save and except where disclosure of such information is in the furtherance of the interests of the Company. However, disclosure of such information to the court or other governmental authorities is permitted under the following circumstances:</p> <ol style="list-style-type: none"> <li>1. disclosure is made under compulsion of relevant law;</li> <li>2. the interests of the public require such disclosure;</li> <li>3. the interests of that Director, Supervisor, general manager or other senior management require such disclosure.</li> </ol>	<p>(XII) without the informed consent of shareholders at general meeting, not to reveal confidential information relating to the Company that was acquired by him during his tenure in the Company and not to use the information save and except where disclosure of such information is in the furtherance of the interests of the Company. However, disclosure of such information to the court or other governmental authorities is permitted under the following circumstances:</p> <ol style="list-style-type: none"> <li>1. disclosure is made under compulsion of relevant law;</li> <li>2. the interests of the public require such disclosure;</li> <li>3. the interests of that Director, Supervisor, general manager or other senior management require such disclosure.</li> </ol>

Existing Articles	Amended contents of the Articles
<p>Article 134</p> <p>A Director, Supervisor, general manager or other senior management of the Company shall not cause a person or an institute (in this chapter referred to as “connected persons”) set out below to do what he is prohibited from doing:</p> <p>(I) the spouse or minor child of that Director, Supervisor, general manager or other senior management of the Company;</p> <p>(II) a person acting in the capacity of trustee of that Director, Supervisor, general manager or other senior management of the Company or any person referred to in paragraph (I);</p> <p>(III) a person acting in the capacity of partner of that Director, Supervisor, general manager or other senior management of the Company or any person referred to in paragraphs (I) and (II);</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>(IV) a company in which that Director, Supervisor, general manager or other senior management of the Company, severally or jointly with the persons referred to in paragraphs (I), (II) and (III) or other Directors, Supervisors, general managers and other senior management of the Company, has de facto control;</p> <p>(V) a Director, Supervisor, general manager or other senior management of the Company being controlled as referred to in paragraph (IV).</p>	
<p>Article 135</p> <p>The fiduciary duties of Directors, Supervisors, general managers and other senior management of the Company do not necessarily cease with the termination of their tenure. Their duty of confidence in relation to the Company’s trade secrets survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationship with the Company terminated.</p>	<p>Article <del>135</del><u>142</u></p> <p>The fiduciary duties of Directors, Supervisors, general managers and other senior management of the Company do not necessarily cease with the termination of their tenure. Their duty of confidence in relation to the Company’s trade secrets survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationship with the Company terminated.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 136  Except for circumstances prescribed in Article 60 of the Articles of Association, a Director, Supervisor, general manager and other senior management of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.	Deleted

Existing Articles	Amended contents of the Articles
<p data-bbox="240 357 371 385">Article 137</p> <p data-bbox="240 442 786 910">Where a Director, Supervisor, general manager or other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service, he shall declare the nature and extent of his interest to the Board of Directors at the earliest convenience, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the Board of Directors.</p> <p data-bbox="240 963 786 1674">Unless the Director, Supervisor, general manager or other senior management of the Company has disclosed his interest in accordance with the previous provision of this Article and the contract, transaction or arrangement in which he is interested has been approved by the Board of Directors at a meeting in which he was not counted in the quorum and had refrained from voting, any contract, transaction or arrangement in which a Director, Supervisor, general manager or other senior management of the Company is materially interested shall be voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the Director, Supervisor, general manager or senior management concerned.</p>	<p data-bbox="812 357 986 385">Article <del>137</del><u>143</u></p> <p data-bbox="812 442 1358 910">Where a Director, Supervisor, general manager or other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service, he shall declare the nature and extent of his interest to the Board of Directors at the earliest convenience, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the Board of Directors.</p> <p data-bbox="812 963 1358 1674">Unless the Director, Supervisor, general manager or other senior management of the Company has disclosed his interest in accordance with the previous provision of this Article and the contract, transaction or arrangement in which he is interested has been approved by the Board of Directors at a meeting in which he was not counted in the quorum and had refrained from voting, any contract, transaction or arrangement in which a Director, Supervisor, general manager or other senior management of the Company is materially interested shall be voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the Director, Supervisor, general manager or senior management concerned.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>A Director, Supervisor, general manager or other senior management of the Company is deemed to be interested in any contract, transaction or arrangement in which a connected person of that Director, Supervisor, general manager or senior management is interested.</p>	<p>A Director, Supervisor, general manager or other senior management of the Company is deemed to be interested in any contract, transaction or arrangement in which a connected person of that Director, Supervisor, general manager or senior management is interested.</p>
<p>Article 138</p> <p>Where a Director, Supervisor, general manager or other senior management of the Company gives to the Board of Directors a notice in writing before the relevant contract, transaction or arrangement is first taken into consideration by the Company stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding provisions of this chapter to be a sufficient declaration of his interest, so far as attributable to those facts.</p>	<p>Article <del>138</del><u>144</u></p> <p>Where a Director, Supervisor, general manager or other senior management of the Company gives to the Board of Directors a notice in writing before the relevant contract, transaction or arrangement is first taken into consideration by the Company stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding provisions of this chapter to be a sufficient declaration of his interest, so far as attributable to those facts.</p>
<p>Article 139</p> <p>The Company shall not in any manner pay taxes for and on behalf of its Directors, Supervisors, general managers and other senior management.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
<p>Article 140</p> <p>The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a Director, supervisor, general manager and other senior management of the Company or of the Company’s parent company or any of their respective associates.</p> <p>The preceding provision shall not apply to the following circumstances:</p> <p>(I) the provision of a loan or a guarantee for a loan by the Company to a company which is a subsidiary of the Company;</p> <p>(II) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its Directors, supervisors, general manager and other senior management to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders at general meeting;</p>	<p>Article <del>140</del><u>145</u></p> <p>The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a Director, supervisor, general manager and other senior management of the Company or of the Company’s parent company or any of their respective associates.</p> <p>The preceding provision shall not apply to the following circumstances:</p> <p>(I) the provision of a loan or a guarantee for a loan by the Company to a company which is a subsidiary of the Company;</p> <p>(II) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its Directors, supervisors, general manager and other senior management to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders at general meeting;</p>

Existing Articles	Amended contents of the Articles
<p>(III) The provision of a loan or a guarantee for a loan by another person to any of its Directors, Supervisors, general managers and other senior management or their connected persons by the Company in the ordinary course of its business on normal commercial terms, where the ordinary course of business of the Company includes providing loans and providing loan guarantees.</p>	<p>(III) The provision of a loan or a guarantee for a loan by another person to any of its Directors, Supervisors, general managers and other senior management or their connected persons by the Company in the ordinary course of its business on normal commercial terms, where the ordinary course of business of the Company includes providing loans and providing loan guarantees.</p>
<p>Article 141</p> <p>A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.</p>	<p>Article <del>141</del><u>146</u></p> <p>A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.</p>
<p>Article 142</p> <p>A loan guarantee provided by the Company in breach of the first paragraph of Article 140</p>	<p>Article <del>142</del><u>147</u></p> <p>A loan guarantee provided by the Company in breach of the first paragraph of Article <del>140</del><u>145</u></p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>shall be unenforceable against the Company, unless:</p> <p>(I) the guarantee was provided to a connected person of a Director, Supervisor, general manager or other senior management of the Company or its holding company and at the time the loan was advanced the lender did not know the relevant circumstances;</p> <p>(II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p>shall be unenforceable against the Company, unless:</p> <p>(I) the guarantee was provided to a connected person of a Director, Supervisor, general manager or other senior management of the Company or its holding company and at the time the loan was advanced the lender did not know the relevant circumstances;</p> <p>(II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>
<p>Article 143</p> <p>“Guarantee” as referred to in the preceding provisions of this chapter includes an undertaking or property provided by the Guarantor to secure the performance of obligations by the obligor.</p>	<p>Article <del>143</del><u>148</u></p> <p>“Guarantee” as referred to in the preceding provisions of this chapter includes an undertaking or property provided by the Guarantor to secure the performance of obligations by the obligor.</p>

Existing Articles	Amended contents of the Articles
<p>Article 144</p> <p>In addition to any rights and remedies provided by law and administrative regulations, where a Director, Supervisor, general manager or other senior management of the Company is in breach of his duties to the Company, the Company has a right to adopt the following measures:</p> <p>(I) require the relevant Director, Supervisor, general manager and other senior management to compensate for losses sustained by the Company as a consequence of such breach;</p> <p>(II) rescind any contract or transaction entered into by the Company with the relevant Director, Supervisor, general manager and other senior management or with a third party where such third party knew or should have known that there was such a breach;</p> <p>(III) require the relevant Director, Supervisor, general manager and other senior management to surrender the gain by reason of such breach;</p> <p>(IV) recover any monies received by the relevant Director, Supervisor, general manager and other senior management that should have been received by the Company including, but not limited to, commissions;</p>	<p>Article <del>144</del><u>149</u></p> <p>In addition to any rights and remedies provided by law and administrative regulations, where a Director, Supervisor, general manager or other senior management of the Company is in breach of his duties to the Company, the Company has a right to adopt the following measures:</p> <p>(I) require the relevant Director, Supervisor, general manager and other senior management to compensate for losses sustained by the Company as a consequence of such breach;</p> <p>(II) rescind any contract or transaction entered into by the Company with the relevant Director, Supervisor, general manager and other senior management or with a third party where such third party knew or should have known that there was such a breach;</p> <p>(III) require the relevant Director, Supervisor, general manager and other senior management to surrender the gain by reason of such breach;</p> <p>(IV) recover any monies received by the relevant Director, Supervisor, general manager and other senior management that should have been received by the Company including, but not limited to, commissions;</p>

Existing Articles	Amended contents of the Articles
<p>(V) require the relevant Director, Supervisor, general manager and other senior management to return the interest earned or which may have been earned in respect of the monies that should have been given to the Company.</p>	<p>(V) require the relevant Director, Supervisor, general manager and other senior management to return the interest earned or which may have been earned in respect of the monies that should have been given to the Company.</p>
<p>Article 145</p> <p>The Company shall enter into a written contract with a Director or Supervisor of the Company concerning his emoluments, which needs prior approval from the shareholders in general meeting. The aforesaid emoluments include:</p> <p>(I) emoluments as a Director, Supervisor or senior management of the Company;</p> <p>(II) emoluments as a Director, Supervisor or senior management of any subsidiary of the Company;</p> <p>(III) emoluments otherwise in connection with the management of the affairs of the Company or any subsidiary thereof;</p> <p>(IV) the payment by way of compensation for loss of office, or as consideration for or in connection with retirement from office of a Director or Supervisor.</p>	<p>Deleted</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Apart from under a contract of the foregoing, no legal action shall be brought by a Director or Supervisor against the Company for anything due to him in respect of the above matters.	
Article 146  The Company shall stipulate in the contracts entered into by the Company with a Director or Supervisor of the Company in respect of his emoluments that in the event of a takeover of the Company, a Director or Supervisor of the Company shall have the right to receive payment made to him by way of compensation for loss of office, or as consideration for his retirement from office after obtaining prior approval of the shareholders in general meeting. A takeover of the Company referred to in this Article means any of the following:  (I) a takeover offer made by any person to all shareholders;  (II) a takeover offer made by any person with a view to make the offeror become a controlling shareholder within the meaning of Article 61.	Deleted

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>If the relevant Director or Supervisor has failed to comply with this Article, any sum received by him on account of the payment belongs to those persons who have sold their shares as a result of the offer made as aforesaid, and the expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not be paid out of that sum.</p>	
<p><b>CHAPTER 15 FINANCIAL ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION</b></p>	<p><b>CHAPTER <del>15</del><u>15</u> FINANCIAL ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION</b></p>
	<p><b><u>Section 1 Financial Accounting System</u></b></p>
<p>Article 147</p> <p>The Company shall establish its own financial and accounting system in accordance with laws, administrative regulations and PRC accounting standards formulated by Ministry Of Finance.</p>	<p>Article <del>147</del><u>150</u></p> <p>The Company shall establish its own financial and accounting system in accordance with laws, administrative regulations and PRC accounting standards formulated by Ministry Of Finance.</p>

Existing Articles	Amended contents of the Articles
<p>Article 148</p> <p>At the end of each fiscal year, the Company shall prepare a financial report which shall be audited in compliance with the laws.</p> <p>The financial report of the Company shall include the following financial statements and associated breakdown:</p> <p>(I) Balance Sheet;</p> <p>(II) Profit and loss account;</p> <p>(III) Cash Flow Statement;</p> <p>(IV) Notes to the Financial Statements;</p> <p>(V) Statement of Profit Distribution.</p>	<p>Article <del>148</del><u>151</u></p> <p>At the end of each fiscal year, the Company shall prepare a financial report which shall be audited in compliance with the laws.</p> <p>The financial report of the Company shall include the following financial statements and associated breakdown:</p> <p>(I) Balance Sheet;</p> <p>(II) Profit and loss account;</p> <p>(III) Cash Flow Statement;</p> <p>(IV) Notes to the Financial Statements;</p> <p>(V) Statement of Profit Distribution.</p> <p><u>If there are special provisions on financial reporting in the laws, administrative regulations, regulatory documents issued by the competent authorities and the regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 149  The Board of the Company shall present before the shareholders at every annual general meeting such financial reports prepared by the Company as required by relevant laws, administrative regulations and regulatory documents promulgated by local governments and the competent authorities.	Article <del>149</del> <u>152</u>  The Board of the Company shall present before the shareholders at every annual general meeting such financial reports prepared by the Company as required by relevant laws, administrative regulations <del>and</del> <u>and</u> regulatory documents promulgated by local governments and the competent authorities, <u>and the regulatory rules of the place where the Company's shares are listed.</u>
Article 150	Article <del>150</del> <u>153</u>  <u>The financial reports of the Company shall be made available for shareholders' inspection at the Company premises twenty days before the date of every annual general meeting.</u>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>The Company shall send (referring sent here) a copy of its annual report including its annual accounts together with a copy of the auditors’ report thereon by pre-paid post to each of its shareholders of overseas listed shares 20 days before the date of its annual general meeting. The address of each shareholder should be the address listed on the register of shareholders of the Company.</p>	<p>The Company shall send (referring sent here) a copy of its annual report including its annual accounts together with a copy of the auditors’ report thereon by pre-paid post to each of its shareholders of overseas listed shares <del>20</del><u>21</u> days before the date of its annual general meeting. The address of each shareholder should be the address listed on the register of shareholders of the Company. <u>Subject to the laws, administrative regulations and the regulatory rules of the place where the Company’s shares are listed, the Company may do so by way of announcement (including publication on the company website). Upon the announcement and after completion of the procedures required by the laws, administrative regulations and the regulatory rules of the place where the Company’s shares are listed, the abovementioned financial reports are deemed to have been served to all Shareholders.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 151</p> <p>The Company’s financial statements shall be prepared in accordance with PRC accounting standards and regulations as well as international accounting standards or the accounting standards of the place of overseas listing. If there are material differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes to the financial statements. For the purpose of approving the distribution of after-tax profits of the relevant accounting years, the amount shall be deemed to be the lesser of the amount determined in accordance with (i) PRC accounting standards and regulations, or (ii) international accounting standards or the accounting standards of the place of overseas listing.</p>	<p>Article <del>151</del><u>154</u></p> <p>The Company’s financial statements shall be prepared in accordance with PRC accounting standards and regulations as well as international accounting standards or the accounting standards of the place of overseas listing. If there are material differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes to the financial statements. For the purpose of approving the distribution of after-tax profits of the relevant accounting years, the amount shall be deemed to be the lesser of the amount determined in accordance with (i) PRC accounting standards and regulations, or (ii) international accounting standards or the accounting standards of the place of overseas listing.</p>
<p>Article 152</p> <p>The interim results and financial information to be published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, and at the same time to be prepared in accordance with international accounting standards or that of the place overseas where the shares of the Company are listed.</p>	<p>Article <del>152</del><u>155</u></p> <p>The interim results and financial information to be published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, and at the same time to be prepared in accordance with international accounting standards or that of the place overseas where the shares of the Company are listed.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 357 373 385">Article 153</p> <p data-bbox="240 442 786 751">The Company shall comply with the Listing Rules of The Stock Exchange of Hong Kong Limited to issue an annual results announcement and an interim results announcement by not later than three months after the end of the financial year and two months after the end of the first six months' period of each year respectively.</p> <p data-bbox="240 804 786 1070">The Company shall comply with the Listing Rules of The Stock Exchange of Hong Kong Limited to issue an annual report and an interim report by not later than four months after the end of the financial year and not later than three months after the end of the first six months of each year respectively.</p>	<p data-bbox="812 357 986 385">Article <del>153</del><u>156</u></p> <p data-bbox="812 442 1358 751">The Company shall comply with the Listing Rules of <del>The Stock Exchange of the</del> Hong Kong <u>Stock Exchange</u><del>Limited</del> to issue an annual results announcement and an interim results announcement by not later than three months after the end of the financial year and two months after the end of the first six months<sup>2</sup> period of each year respectively.</p> <p data-bbox="812 804 1358 1112">The Company shall comply with the Listing Rules of <del>The Stock Exchange of the</del> Hong Kong <u>Stock Exchange</u><del>Limited</del> to issue an annual report and an interim report by not later than four months after the end of the financial year and not later than three months after the end of the first six months of each year respectively.</p>
<p data-bbox="240 1138 373 1166">Article 154</p> <p data-bbox="240 1219 786 1325">The Company shall not have other books of account other than the statutory books of account.</p>	<p data-bbox="812 1138 986 1166">Article <del>154</del><u>157</u></p> <p data-bbox="812 1219 1358 1408">The Company shall not have other books of account other than the statutory books of account. <u>Assets of the Company shall not be held in any accounts opened in the name of any individuals.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 155</p> <p>The profit after tax of the Company shall be applied in the following sequence:</p> <p>(I) to make up the Company’s losses;</p> <p>(II) to make appropriations to the statutory reserve fund;</p> <p>(III) subject to resolution at the general meeting, to make appropriations to the discretionary reserve fund;</p> <p>(IV) to pay dividends for the ordinary shares. No dividend or other distribution by way of bonus shares shall be distributable before making up losses, and transfer to the statutory reserve fund.</p>	<p>Article <del>155</del><u>158</u></p> <p>The profit after tax of the Company shall be applied in the following sequence:</p> <p>(I) to make up the Company’s losses;</p> <p>(II) to make appropriations to the statutory reserve fund. <u>When the aggregate balance in the statutory reserve fund reaches 50% or more of the Company’s registered capital, the Company need not make any further allocations to that fund;</u></p> <p>(III) subject to resolution at the general meeting, to make appropriations to the discretionary reserve fund;</p> <p>(IV) to pay dividends for the ordinary shares. No dividend or other distribution by way of bonus shares shall be distributable before making up losses, and transfer to the statutory reserve fund.</p> <p><u>The remaining profit after taxation after recovery of losses and appropriation of reserve fund shall be distributed to shareholders in proportion to their shareholdings.</u></p>

Existing Articles	Amended contents of the Articles
<p>Shares paid up before payment of calls shall be entitled to interest, but the holders of such paid up shares are not entitled to future dividends in respect of the prepaid amount.</p> <p>Regarding the exercise of rights to terminate the sending of dividend warrants by mail, if such dividend warrants have not been cashed, such rights shall be exercisable only when the dividend warrants have not been cashed twice consecutively. However, such rights shall become exercisable if the dividend warrants are returned due to delivery failure upon the first delivery attempt.</p>	<p><u>If the general meeting has, in violation of the preceding paragraph, distributed profit to shareholders before the Company has covered the losses and allocated statutory surplus reserve, the shareholders shall return to the Company the profit distributed in violation of regulations.</u></p> <p><u>No profit shall be distributed in respect of the shares held by the Company.</u></p> <p><del>Shares paid up before payment of calls shall be entitled to interest, but the holders of such paid up shares are not entitled to future dividends in respect of the prepaid amount.</del></p> <p><del>Regarding the exercise of rights to terminate the sending of dividend warrants by mail, if such dividend warrants have not been cashed, such rights shall be exercisable only when the dividend warrants have not been cashed twice consecutively. However, such rights shall become exercisable if the dividend warrants are returned due to delivery failure upon the first delivery attempt.</del></p>

Existing Articles	Amended contents of the Articles
<p>In respect of the sale of shares whose holders are untraceable, the Company shall not exercise its power to forfeit unclaimed dividends until six years or more after the date of declaration of the dividend. No such right shall be exercisable except in compliance with the following: (1) dividends of the underlying shares have been declared at least three times in the past 12 years, and such dividends have not been cashed during this period; (2) upon the expiry of 12 years and the Company has advertised in newspapers its intention of selling the shares, and has notified to the Stock Exchange of the same.</p>	<p><del>In respect of the sale of shares whose holders are untraceable, the Company shall not exercise its power to forfeit unclaimed dividends until six years or more after the date of declaration of the dividend. No such right shall be exercisable except in compliance with the following: (1) dividends of the underlying shares have been declared at least three times in the past 12 years, and such dividends have not been cashed during this period; (2) upon the expiry of 12 years and the Company has advertised in newspapers its intention of selling the shares, and has notified to the Stock Exchange of the same.</del></p>
<p>Article 156</p> <p>The capital reserve fund shall include the following sums:</p> <p>(I) the amount of share premium arising from the issue of shares in excess of their par value;</p> <p>(II) other income to be credited to capital reserve fund in accordance with the provisions of the finance regulatory department of the State Council.</p>	<p>Article <del>156</del><u>159</u></p> <p>The capital reserve fund shall include the following sums:</p> <p>(I) the amount of share premium arising from the issue of shares in excess of their par value;</p> <p>(II) other income to be credited to capital reserve fund in accordance with the provisions of the finance regulatory department of the State Council.</p>

Existing Articles	Amended contents of the Articles
<p>Article 157</p> <p>The reserve fund of the Company shall only be used for the following purposes:</p> <p>(I) loss making up: the capital reserve fund shall not be used to make up for losses.</p> <p>(II) converted into share capital increase. In the event of conversion of the statutory reserve fund into share capital by way of capitalization, the balance of the reserve fund shall not be less than 25% of the registered capital prior to capital injection of the Company.</p> <p>(III) expansion of production and operation of the Company.</p>	<p>Article <del>157</del><u>160</u></p> <p>The reserve fund of the Company shall only be used for the following purposes:</p> <p>(I) loss making up: the capital reserve fund shall not be used to make up for losses.</p> <p>(II) converted into share capital increase. In the event of conversion of the statutory reserve fund into share capital by way of capitalization, the balance of the reserve fund shall not be less than 25% of the registered capital prior to capital injection of the Company.</p> <p>(III) expansion of production and operation of the Company.</p>
<p>Article 158</p> <p>The proposal for distribution of dividends of the Company shall be determined in general meeting. Upon consideration taken by the Board of Directors on the Company’s financial conditions and in compliance with the relevant laws and regulations, the shareholders may pass an ordinary resolution authorising the Board of Directors to distribute and pay dividends.</p>	<p>Article <del>158</del><u>161</u></p> <p>The proposal for distribution of dividends of the Company shall be determined in general meeting. Upon consideration taken by the Board of Directors on the Company’s financial conditions and in compliance with the relevant laws and regulations, the shareholders may pass an ordinary resolution authorising the Board of Directors to distribute and pay dividends.</p>

**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Article 159</p> <p>The Company may distribute dividends in the following forms:</p> <p>(I) cash;</p> <p>(II) bonus shares.</p> <p>For exercising the power to forfeit unclaimed dividends, such power shall only be exercised after the expiry of applicable period.</p>	<p>Article <del>159</del><u>162</u></p> <p>The Company may distribute dividends in the following forms:</p> <p>(I) cash;</p> <p>(II) bonus shares.</p> <p><del>For exercising the power to forfeit unclaimed dividends, such power shall only be exercised after the expiry of applicable period.</del></p>
<p>Article 160</p> <p>Dividends of ordinary shares shall be calculated and declared in RMB. Dividends of domestic invested shares shall be paid in RMB. Dividends or other distributions of overseas listed foreign invested shares shall be paid in the currency of the place of listing of such foreign invested shares. If the place of listing is more than one, it shall be paid in the currency of the primary listing place determined by the Board. Dividends of non-listed foreign invested shares shall be paid in Hong Kong dollars.</p>	<p>Article <del>160</del><u>163</u></p> <p>Dividends of ordinary shares shall be calculated and declared in RMB. Dividends of domestic invested shares shall be paid in RMB. Dividends or other distributions of <del>overseas listed foreign</del><u>invested</u> shares <del>shall</del><u>may</u> be paid in the currency of the place of listing of such <del>foreign</del><u>invested</u> shares. If the place of listing is more than one, it <del>shall</del><u>may</u> be paid in the currency of the primary listing place determined by the Board. <del>Dividends of non-listed foreign invested shares shall be paid in Hong Kong dollars.</del></p>

Existing Articles	Amended contents of the Articles
<p>Article 161</p> <p>For dividends paid in foreign currencies, the exchange rates applied shall be the average closing prices of the related foreign currencies announced by the People’s Bank of China one week prior to the announcement of dividends and other distributions.</p>	<p>Article <del>161</del><u>164</u></p> <p>For dividends paid in foreign currencies, the exchange rates applied shall be the average closing prices of the related foreign currencies announced by the People’s Bank of China one week prior to the announcement of dividends and other distributions.</p>
<p>Article 162</p> <p>The Company shall appoint a receiving agent for shareholders of overseas listed shares.</p> <p>The receiving agent shall receive on behalf of such shareholder the dividends distributed to and other amounts payable by the Company in respect of the overseas listed shares. The receiving agent appointed by the Company shall satisfy requirements provided under the laws or the relevant provisions of the stock exchange at the place where the shares of the Company are listed. The receiving agent appointed by the Company for overseas listed shares listed in Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>	<p>Article <del>162</del><u>165</u></p> <p>The Company shall appoint a receiving agent for shareholders of overseas-listed shares.</p> <p>The receiving agent shall receive on behalf of such shareholder the dividends distributed to and other amounts payable by the Company in respect of the overseas listed shares. The receiving agent appointed by the Company shall satisfy requirements provided under the laws or the relevant provisions of the stock exchange at the place where the shares of the Company are listed. <del>The receiving agent appointed by the Company for overseas listed shares listed in Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</del></p>
	<p><b>Section 2 Internal Audit</b></p>
<p><del>The Company implements an internal audit system which is equipped with professional auditors to conduct internal audits for supervision of financial income and expenditure and economic activities of the Company.</del></p>	<p><del>The duties and responsibilities of the internal audit system and the audit staff of the Company shall be approved by the Board before implementation. The chief auditing officer is accountable, and reports, to the board of director.</del></p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 16 APPOINTMENT OF ACCOUNTING FIRM</b></p>	<p><del>CHAPTER 16</del><b>SECTION 2 APPOINTMENT OF ACCOUNTING FIRM</b></p>
<p>Article 163</p> <p>The Company shall engage an independent accounting firm which satisfies the relevant requirements of PRC to audit the annual financial report of the Company and to audit other financial reports of the Company. For the purpose of this Articles of Association, the accounting firm appointed by the Company at any time shall be the auditors of the Company.</p> <p>The first accounting firm may be appointed by the founders meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>Where the power as provided above is not exercised by the founders meeting, it shall be exercised by the board of directors.</p>	<p>Article <del>163</del><u>166</u></p> <p>The Company shall engage an <del>independent</del> accounting firm which satisfies the <del>relevant</del> requirements of <u>the Securities Law PRC</u> and <u>the regulatory rules of the place where the Company's shares are listed</u> to audit the annual financial report of the Company and to audit other financial reports of the Company. For the purpose of this Articles of Association, the accounting firm appointed by the Company at any time shall be the auditors of the Company.</p> <p>The first accounting firm may be appointed by the founders meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>Where the power as provided above is not exercised by the founders meeting, it shall be exercised by the board of directors.</p> <p><u>The Company's appointment of an accounting firm must be decided upon at the shareholders' meeting. The Board of Directors may not appoint an accounting firm prior to the decision made at the shareholder's meeting (except circumstances under Article 170 of this Articles of Association).</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 164  The term of the office of the accounting firm shall be from the conclusion of the current annual general meeting until the conclusion of the next annual general meeting.	Article <del>164</del> <u>167</u>  The term of the office of the accounting firm shall be from the conclusion of the current annual general meeting until the conclusion of the next annual general meeting.
	<u>Article 168</u>  <u>The Company shall guarantee that the accounting evidence, accounting books, financial reports and other accounting information provided to the accountants' firm it engages are true and complete and it shall not refuse or withhold any such information nor shall it provide any false information.</u>
Article 165  The accounting firm appointed by the Company shall have the following rights:  (I) to inspect at any time the books and accounts, records and supporting documents of the Company and be entitled to request the directors, managers and other senior management of the Company to provide relevant information and explanations thereof;	Article <del>165</del> <u>169</u>  The accounting firm appointed by the Company shall have the following rights:  (I) to inspect at any time the books and accounts, records and supporting documents of the Company and be entitled to request the directors, managers and other senior management of the Company to provide relevant information and explanations thereof;

Existing Articles	Amended contents of the Articles
<p>(II) to request the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of the duties of such accounting firm;</p> <p>(III) to attend any general meeting and to receive all notices of and other information relating to any general meeting which any shareholder is entitled to receive, and to speak at any general meeting on any matter which concerns it as accounting firm of the Company.</p>	<p>(II) to request the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of the duties of such accounting firm;</p> <p>(III) to attend any general meeting and to receive all notices of and other information relating to any general meeting which any shareholder is entitled to receive, and to speak at any general meeting on any matter which concerns it as accounting firm of the Company.</p>
<p>Article 166</p> <p>If there is a vacancy in the position of auditors of the Company, the Board may engage an accounting firm to fill the vacancy before the convening of the general meeting. Any other accounting firm which has been engaged by the Company may continue to act during the period during which such a vacancy exists.</p>	<p>Article <del>166</del><u>170</u></p> <p>If there is a vacancy in the position of auditors of the Company, the Board may engage an accounting firm to fill the vacancy before the convening of the general meeting. <del>Any other accounting firm which has been engaged by the Company may continue to act during the period during which such a vacancy exists.</del></p>

**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Article 167</p> <p>Notwithstanding the stipulations in the contract between the Company and the accounting firm, the shareholders in the shareholders' general meeting may by ordinary resolution remove an accounting firm before the expiration of its term of office, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.</p>	<p>Article <del>167</del><u>171</u></p> <p>Notwithstanding the stipulations in the contract between the Company and the accounting firm, the shareholders in the shareholders' general meeting may by ordinary resolution remove an accounting firm before the expiration of its term of office, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.</p>
<p>Article 168</p> <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated 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 <del>168</del><u>172</u></p> <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders' general meeting. <del>The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</del></p>
<p>Article 169</p> <p>The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved upon by the shareholders' general meeting, and such resolution of the shareholders' general meeting shall be filed with the China Securities Regulatory Commission.</p>	<p>(included in amended Article 166)</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>Article 170</p> <p>Prior to the removal or the non-renewal of the appointment of the accounting firm, notice of such removal or non-renewal shall be given to the accounting firm and such firm shall be entitled to make representation at the shareholders' general meeting. Where the accounting firm resigns from its post, it shall make clear to the shareholders' general meeting whether there has been any indecent matters on the part of the Company.</p>	<p>Article <del>170</del><u>173</u></p> <p>Prior to the removal or the non-renewal of the appointment of the accounting firm, notice of such removal or non-renewal shall be given to the accounting firm and such firm shall be entitled to make representation at the shareholders' general meeting. Where the accounting firm resigns from its post, it shall make clear to the shareholders' general meeting whether there has been any indecent matters on the part of the Company.</p>
<p>Article 171</p> <p>Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, or re-appointment of a retiring accounting firm which was appointed by the Board of Directors of the Company to fill a casual vacancy, or removal of the accounting firm before the expiration of its term of office, the following provisions shall apply:</p>	<p>Deleted</p>

<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p>(I) A copy of the proposal concerning such appointment or removal shall be sent before notice of the shareholders' general meeting is given to the accounting firm proposed to be appointed or proposing to leave its post, or the accounting firm which has left its post in the relevant fiscal year (including those accountant firms leaving by removal, resignation and retirement).</p> <p>(II) If the accounting firm resigns from its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the representations are received too late): (1) in the notice to make a resolution, state the fact that the accounting firm resigns from its post has made the representations; and (2) deliver a copy of such representations affixed to such notice to each shareholder who is entitled to receive the notice of shareholders' general meeting in a manner as prescribed by the Articles of Association.</p>	

Existing Articles	Amended contents of the Articles
<p>(III) If the accounting firm’s representations are not sent in accordance with the aforesaid Item (II), such accounting firm may require that such representations be read out at the shareholders’ general meeting and may further make an appeal.</p> <p>(IV) An accounting firm which is resigning from its post shall be entitled to attend:</p> <p style="padding-left: 40px;">(1) the shareholders’ general meeting at which its term of office would otherwise have expired;</p> <p style="padding-left: 40px;">(2) the shareholders’ general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p style="padding-left: 40px;">(3) the shareholders’ general meeting convened on its resignation.</p> <p>An accounting firm which is resigning from its post shall be entitled to receive all notices of, and other communications relating to, such meetings referred to in Item (IV) of this Article, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the issuer.</p>	

Existing Articles	Amended contents of the Articles
<p>Article 172</p> <p>An accounting firm may resign from its office by depositing at the Company’s address a resignation notice in writing which shall become effective on the date of such deposit at the Company’s address or on such later date as may be stipulated in such notice. Such notice shall include one of the following statements:</p> <p>(I) A statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(II) A statement of any such circumstances. Where the notice as mentioned in the preceding paragraph is received by the Company, the Company shall within fourteen days send a copy of such notice to the relevant governing authority. If the notice contains the statement referred to in Item (II) of the preceding paragraph, a copy of such statement shall also be placed at the Company for the inspection of shareholders. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed shares at the address registered in the register of shareholders.</p> <p>Where the accounting firm’s notice of resignation contains the statement referred to in the aforesaid Item (II), the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of receiving the explanation of the circumstances connected with its resignation.</p>	<p>Deleted</p>

Existing Articles	Amended contents of the Articles
	<b><u>CHAPTER 11 NOTICES AND ANNOUNCEMENTS</u></b>
	<u>Article 174</u>  <u>Notices of the Company may be served through means as follows:</u>  <u>(I) delivery by hand;</u>  <u>(II) by post;</u>  <u>(III) by fax or email;</u>  <u>(IV) subject to the laws, administrative regulations and regulatory rules of the place where the Company's shares are listed, posted at the Company's website or the websites designated by the Hong Kong Stock Exchange or in newspapers;</u>

Existing Articles	Amended contents of the Articles
	<p><u>(V) by announcement;</u></p> <p><u>(VI) the prescribed means between the Company and the recipient or other means received and confirmed by such recipient;</u></p> <p><u>(VII) other means approved by the laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed and as set out in this Articles of Association.</u></p>
	<p><u>Article 175</u></p> <p><u>Where the Company issues a notice by public announcement, all relevant personnel shall be deemed to have received such notice once the public announcement has been made.</u></p>
	<p><u>Article 176</u></p> <p><u>Unless otherwise provided in other articles of this Articles of Association, the notice means as set out in the previous article may also be applicable to notices for shareholders' general meeting, meetings of board of directors or the Supervisory Committee.</u></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 177</u></p> <p><u>If a notice of the Company is sent out by courier and the served party signs (or stamps) on the service receipt, the date when the served party acknowledges the receipt of the notice shall be the date of service. If the notice of the Company is sent out by mail, the 48th hour after the date when the notice is delivered to the post office shall fall within the date of service. If the notice of the Company is sent out by facsimile or E-mail or issued by a website, the date of sending out or of issuance shall be the date of service. If a notice of the Company is sent out as an announcement, the date of the publication of the announcement for the first time shall be the date of service. The relevant announcements shall be published in the press in compliance with the relevant provisions.</u></p>
	<p><u>Article 178</u></p> <p><u>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</u></p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 17 MERGER AND DIVISION OF THE COMPANY</b></p>	<p><b>CHAPTER <del>17</del><sup>12</sup> MERGER <del>AND</del>, DIVISION, <u>CAPITAL INCREASE,</u> <u>CAPITAL REDUCTION, DISSOLUTION</u> <u>AND LIQUIDATION</u></b></p>
	<p><b><u>Section 1 Merger, Division, Capital Increase and Capital Reduction</u> <del>OF THE COMPANY</del></b></p>
<p>Article 173</p> <p>In the event of the merger or division of the Company, a plan shall be presented by the Company’s Board of Directors and shall be approved in accordance with the procedures stipulated in the Articles of Association before processing the relevant examining and approving formalities as required by law. A shareholder who objects to the plan of merger and division of the Company shall have the right to demand the Company or the shareholders who are in consent to the plan of merger and division of the Company to acquire its shares at a fair price.</p> <p>The contents of the resolution of merger and division of the Company shall be made into special documents for shareholders’ inspection. Such special documents shall be sent by mail to holders of foreign shares.</p>	<p>Article <del>173</del><sup>179</sup></p> <p>In the event of the merger or division of the Company, a plan shall be presented by the Company’s Board of Directors and shall be approved in accordance with the procedures stipulated in the Articles of Association before processing the relevant examining and approving formalities as required by law. A shareholder who objects to the plan of merger and division of the Company shall have the right to demand the Company or the shareholders who are in consent to the plan of merger and division of the Company to acquire its shares at a fair price.</p> <p>The contents of the resolution of merger and division of the Company shall be made into special documents for shareholders’ inspection. Such special documents shall be sent by mail to holders of foreign shares.</p>

Existing Articles	Amended contents of the Articles
<p>Article 174</p> <p>Merger of a company may be effected both by way of absorption and by establishment of a new entity.</p> <p>All parties to a merger are required to sign a merger agreement and to prepare their respective balance sheets and inventory of assets. The companies should within ten days of the resolution of the merger inform their respective creditors and publish a notice to the creditors in newspapers within thirty days of the resolution to merge. The creditors shall within thirty days after receiving written notice, and those creditors who had not received written notice may within forty-five days of the first published notice, request the Company to satisfy any outstanding indebtedness or provide guarantees covering such indebtedness. Companies unable to repay such debts or provide guarantees will not be allowed to merge.</p> <p>For newly merged entities, parties of the merger shall be responsible for the creditors' rights and debts of the companies subsisting after the merger.</p>	<p>Article <del>174</del><u>180</u></p> <p>Merger of a company may be effected both by way of absorption and by <u>the</u> establishment of a new entity.</p> <p>All parties to a merger are required to sign a merger agreement and to prepare their respective balance sheets and inventory of assets. The companies should within ten days of the resolution of the merger inform their respective creditors and publish a notice to the creditors in newspapers within thirty days of the resolution to merge. The creditors shall within thirty days after receiving written notice, and those creditors who had not received written notice may within forty-five days of the first published notice, request the Company to satisfy any outstanding indebtedness or provide guarantees covering such indebtedness. <del>Companies unable to repay such debts or provide guarantees will not be allowed to merge.</del></p> <p>For newly merged entities, parties of the merger shall be responsible for the creditors' rights and debts of the companies subsisting after the merger.</p>

Existing Articles	Amended contents of the Articles
<p>Article 175</p> <p>When a company demerges, its assets must be separated accordingly.</p> <p>All parties to a demerger are required to sign a demerger agreement and to prepare their respective balance sheets and inventory of assets. The companies should within ten days of the resolution of the merger inform their respective creditors and publish a notice to the creditors in newspapers within thirty days of the resolution to demerge. The creditors shall within thirty after receiving written notice, and those creditors who had not received written notice may within forty-five days of the first published notice, request the company to satisfy any outstanding indebtedness or provide guarantees covering such indebtedness. Companies unable to repay such debts or provide guarantees will not be allowed to demerge. The demerged entities shall be responsible for the debts of the Company before the demerger in accordance with the agreement reached between them.</p>	<p>Article <del>175</del><u>181</u></p> <p>When a company demerges, its assets must be separated accordingly.</p> <p><del>All parties to a demerger are required to sign a demerger agreement and to prepare their respective</del> <u>Preparation of</u> balance sheets and inventory of assets <u>is required for company demerges.</u></p> <p>The companies should within ten days of the resolution of the merger inform their respective creditors and publish a notice to the creditors in newspapers within thirty days of the resolution to demerge. <u>Debts owed by the Company prior to the demerge shall be assumed by the companies in existence after the demerge in accordance with the agreement reached.</u> <del>The creditors shall within thirty after receiving written notice, and those creditors who had not received written notice may within forty-five days of the first published notice, request the company to satisfy any outstanding indebtedness or provide guarantees covering such indebtedness. Companies unable to repay such debts or provide guarantees will not be allowed to demerge. The demerged entities shall be responsible for the debts of the Company before the demerger in accordance with the agreement reached between them.</del></p>

Existing Articles	Amended contents of the Articles
	<p data-bbox="810 359 943 389"><u>Article 182</u></p> <p data-bbox="810 442 1353 549"><u>Where the Company needs to reduce its registered capital, it shall prepare a balance sheet and a list of assets.</u></p> <p data-bbox="810 602 1353 1027"><u>The Company shall notify its creditors within 10 days from the date of the resolution for reduction of capital and shall publish an announcement in the newspapers within 30 days. A creditor has the right within 30 days of receipt of the notice or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement, to demand the Company to repay its debts or to provide a guarantee for such debt.</u></p> <p data-bbox="810 1081 1353 1187"><u>The registered capital of the Company after reduction shall not be less than the statutory minimum amount.</u></p>

Existing Articles	Amended contents of the Articles
<p>Article 176</p> <p>Changes in registration particulars of the companies caused by merger or division must be registered with Administration For Industry &amp; Commerce of Weihai City in accordance with the law. Cancellation of a company shall be registered in accordance with law when a company is dissolved. Incorporation of a company shall be registered in accordance with the law when a new company is incorporated.</p>	<p>Article <del>176</del><u>183</u></p> <p>Changes in registration particulars of the companies caused by merger or division must be registered with <u>Market Supervision Bureau</u><del>Administration For Industry &amp; Commerce</del> of Weihai City in accordance with the law. Cancellation of a company shall be registered in accordance with law when a company is dissolved. Incorporation of a company shall be registered in accordance with the law when a new company is incorporated.</p> <p><u>Where the Company increases or reduces its registered capital, it shall register the changes with the company registration authority in accordance with the laws.</u></p>
<p><b>CHAPTER 18 DISSOLUTION AND LIQUIDATION OF THE COMPANY</b></p>	<p><del><b>CHAPTER 18</b></del><b>SECTION 2 DISSOLUTION AND LIQUIDATION OF THE COMPANY</b></p>
<p>Article 177</p> <p>The Company shall be dissolved and liquidated in accordance with the law upon the occurrence of any of the following events:</p> <p>(I) A resolution for dissolution is passed at the shareholders’ general meeting;</p>	<p>Article <del>177</del><u>184</u></p> <p>The Company shall be dissolved <u>for the following reasons</u><del>and liquidated in accordance with the law upon the occurrence of any of the following events:</del></p> <p>(I) <u>Upon expiry of the term of business stipulated in the Articles of Association or occurrence of any other events causing dissolution stipulated in the Articles of Association;</u></p> <p>(II) A resolution for dissolution is passed at the shareholders’ general meeting;</p>

Existing Articles	Amended contents of the Articles
(II) the Company has to be dissolved on account of its merger or separation;	(III) the Company has to be dissolved on account of its merger or separation;
(III) the Company is declared as bankrupt according to law on account of its being unable to repay due debts;	<u>(IV) invalidation of business licence or closure or revocation order received according to the laws;</u>
(IV) the Company has been ordered to close down for violation of laws or administrative regulations;	<u>(V) where the operation and management of the Company fall into serious difficulties and its continued existence would cause material losses to shareholders, the shareholders holding over 10% of the total voting rights of the Company may apply to the people's court to dissolve the Company if there are no other solutions.</u> <del>(III) the Company is declared as bankrupt according to law on account of its being unable to repay due debts;</del>
(V) the expiry of operating term.	<del>(IV) the Company has been ordered to close down for violation of laws or administrative regulations;</del> <del>(V) the expiry of operating term.</del>

Existing Articles	Amended contents of the Articles
<p>Article 178</p> <p>the Where the Company is dissolved on account of the regulation in sub-clauses (I) and (V) of the preceding Article, a liquidation committee shall be set up in fifteen days, and its members shall be determined by the general meeting through an ordinary resolution. Where the liquidation committee is not formed within the stipulated time frame to conduct the liquidation, the creditors of the Company may apply to the People’s Court to appoint relevant personnel to establish the liquidation committee to conduct the liquidation.</p>	<p>Article <del>178</del><u>185</u></p> <p><u>In the circumstance as set out in Item (I) of the preceding article, the Company may continue to exist by amending the Articles of Association; if this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.</u></p> <p><u>Where the Company is dissolved pursuant to the items (I), (II), (IV) and (V) of the preceding article, a liquidation team shall be established within 15 days and start to carry out liquidation. The liquidation team shall be composed of persons determined by directors or the general meeting.</u><del>Where the Company is dissolved on account of the regulation in sub-clauses (I) and (V) of the preceding Article, a liquidation committee shall be set up in fifteen days, and its members shall be determined by the general meeting through an ordinary resolution. Where the liquidation committee is not formed within the stipulated time frame to conduct the liquidation, the creditors of the Company may apply to the People’s Court to appoint relevant personnel to establish the liquidation committee to conduct the liquidation.</del></p>

Existing Articles	Amended contents of the Articles
<p>Where the Company is dissolved on account of the regulation in sub-clause (III) of the preceding Article, the people’s court shall according to the relevant laws, organise the shareholders, the relevant authorities and the professionals to form a liquidation committee for the liquidation work.</p> <p>Where the Company is dissolved on account of the regulation in sub-clause (IV) of the preceding Article, the relevant competent department shall organise the shareholders, the relevant authorities and the professionals to form a liquidation committee for carrying out the liquidation work.</p>	<p><del>Where the Company is dissolved on account of the regulation in sub-clause (III) of the preceding Article, the people’s court shall according to the relevant laws, organise the shareholders, the relevant authorities and the professionals to form a liquidation committee for the liquidation work.</del></p> <p><del>Where the Company is dissolved on account of the regulation in sub-clause (IV) of the preceding Article, the relevant competent department shall organise the shareholders, the relevant authorities and the professionals to form a liquidation committee for carrying out the liquidation work.</del></p>
<p>Article 179</p> <p>In the event that the Board makes a decision upon liquidation of the Company (save and except for a liquidation in the event of the Company being declared as bankrupt), it shall, in the notice on the general meeting to be held on this, state that the Board has made a comprehensive investigation of the Company’s conditions, and hold that the Company can clear off all liabilities of the Company within twelve months from the commencement of liquidation.</p> <p>Upon passing of the resolution on liquidation at the general meeting, the functions of the Board of the Company shall be immediately terminated.</p>	<p>Article <del>179</del><u>186</u></p> <p>In the event that the Board makes a decision upon liquidation of the Company (save and except for a liquidation in the event of the Company being declared as bankrupt), it shall, in the notice on the general meeting to be held on this, state that the Board has made a comprehensive investigation of the Company’s conditions, and hold that the Company can clear off all liabilities of the Company within twelve months from the commencement of liquidation.</p> <p>Upon passing of the resolution on liquidation at the general meeting, the functions of the Board of the Company shall be immediately terminated.</p>

Existing Articles	Amended contents of the Articles
<p>The liquidation committee shall follow the instructions from the general meeting, make at least one report each year to the general meeting regarding the income and expenditure of the liquidation committee as well as Company’s business and progress on the liquidation, and make the final report to the general meeting at the end of the liquidation.</p>	<p>The liquidation committee shall follow the instructions from the general meeting, make at least one report each year to the general meeting regarding the income and expenditure of the liquidation committee as well as <u>the</u> Company’s business and progress on the liquidation, and make the final report to the general meeting at the end of the liquidation.</p>
<p>Article 180</p> <p>The liquidation committee shall notify creditors within a period of ten days from the date of its establishment and make an announcement of the liquidation at a newspaper within sixty days of that date. Claims shall be registered by the liquidation committee.</p>	<p>Article <del>180</del><u>187</u></p> <p>The liquidation committee shall notify creditors within a period of ten days from the date of its establishment and make an announcement of the liquidation at a newspaper within sixty days of that date. Claims shall be registered by the liquidation committee. <u>During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</u></p>
<p>Article 181</p> <p>Within thirty days following the date of receive of the written notification, or within forty five days following the public announcement if the written notification is not personally received, creditors shall declare their claims to the liquidation committee. When making declaration of their rights, creditors shall specify the items to which their rights relate and produce evidence to this effect.</p>	<p>Article <del>181</del><u>188</u></p> <p>Within thirty days following the date of receive of the written notification, or within forty five days following the public announcement if the written notification is not personally received, creditors shall declare their claims to the liquidation committee. When making declaration of their rights, creditors shall specify the items to which their rights relate and produce evidence to this effect.</p>

Existing Articles	Amended contents of the Articles
<p>Article 182</p> <p>During the period of liquidation, the liquidation committee shall perform the following functions and powers:</p> <p>(I) clear up the Company’s property and formulate the balance sheet and list of property;</p> <p>(II) send notifications or declarations to the creditors;</p> <p>(III) dispose of and clear up pending business of the Company in relation to liquidation;</p> <p>(IV) pay due taxes and taxes accrued;</p> <p>(V) clear off claims and debts;</p> <p>(VI) dispose of the Company’s remaining property after the repayment of the debts;</p> <p>(VII) participate in civil proceedings on behalf of the Company.</p>	<p>Article <del>182</del><u>189</u></p> <p>During the period of liquidation, the liquidation committee shall perform the following functions and powers:</p> <p>(I) clear up the Company’s property and formulate the balance sheet and list of property;</p> <p>(II) send notifications or declarations to the creditors;</p> <p>(III) dispose of and clear up pending business of the Company in relation to liquidation;</p> <p>(IV) pay due taxes and taxes accrued <u>and any tax that arises during the liquidation process</u>;</p> <p>(V) clear off claims and debts;</p> <p>(VI) dispose of the Company’s remaining property after the repayment of the debts;</p> <p>(VII) participate in civil proceedings on behalf of the Company.</p>

Existing Articles	Amended contents of the Articles
<p>Article 183</p> <p>After clearing up Company’s property and formulating the balance sheet and list of property, the liquidation committee shall formulate the liquidation scheme and submit the same to the general meeting or the relevant competent authorities for confirmation.</p> <p>Payment of debts out of the Company’s property shall be made in the order of priority prescribed by applicable laws and regulations. If there is no applicable law, such distribution shall be carried out in accordance with a fair and reasonable procedure determined by the liquidation committee.</p> <p>The remaining property of the Company after payment has been made under the previous provision shall be distributed to its shareholders according to the class and proportion of their shareholding. The Company shall not undertake any new business during the process of liquidation.</p>	<p>Article <del>183</del><u>190</u></p> <p>After clearing up Company’s property and formulating the balance sheet and list of property, the liquidation committee shall formulate the liquidation scheme and submit the same to the general meeting or the <u>People’s Court</u><del>relevant competent authorities</del> for confirmation.</p> <p>Payment of debts out of the Company’s property shall be made in the order of priority prescribed by applicable laws and regulations. If there is no applicable law, such distribution shall be carried out in accordance with a fair and reasonable procedure determined by the liquidation committee.</p> <p>The remaining property of the Company after payment has been made under the previous provision shall be distributed to its shareholders according to the class and proportion of their shareholding. <u>During the liquidation period of liquidation, the Company continues to exist, but may not carry out any business operation that is not for the purpose of carrying out liquidation.</u> <del>The Company shall not undertake any new business during the process of liquidation.</del></p>

Existing Articles	Amended contents of the Articles
<p>Article 184</p> <p>In the event of Company’s liquidation owing to dissolution, where the liquidation committee finds out that Company’s property are not sufficient for repayment of the debts after clearing up Company’s property and formulating the balance sheet and lists of property, it shall immediately apply for declaration of bankruptcy with the people’s court. After the Company is declared as bankrupt through a verdict made by the people’s court, the liquidation committee shall prepare and hand over the liquidation matters to the people’s court.</p>	<p>Article <del>184</del><u>191</u></p> <p><del>In the event of Company’s liquidation owing to dissolution, w</del><u>Where</u><del>n</del> the liquidation committee finds out that Company’s <del>property</del> <u>properties</u> are not sufficient for repayment of the debts after clearing up Company’s <del>property</del> <u>properties</u> and formulating the balance sheet and lists of property, it shall immediately apply for declaration of bankruptcy with the people’s court. After the Company is declared as bankrupt through a verdict made by the people’s court, the liquidation committee shall prepare and hand over the liquidation matters to the people’s court.</p>
<p>Article 185</p> <p>Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report as well as an income/expenditure statement and financial books for the period of liquidation, which shall, after verification by certified public accountants in the PRC, be submitted at the general meeting or to the relevant competent authorities for confirmation.</p> <p>The liquidation committee shall submit the aforesaid documents to the Industry and Commerce Administration of Weihai City, apply for cancellation of the Company’s registration, and announce the Company’s dissolution within thirty days after confirmation at the general meeting or by the relevant competent authorities.</p>	<p>Article <del>185</del><u>192</u></p> <p>Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report <u>which shall be submitted to the general meeting of shareholders or the People’s Court for confirmation as well as submitting the same to the companies’ registration authority for application for the cancellation of the Company’s registration and for making public announcements in connection with the termination of the Company.</u></p> <p><del>The liquidation committee shall submit the aforesaid documents to the Industry and Commerce Administration of Weihai City, apply for cancellation of the Company’s registration, and announce the Company’s dissolution within thirty days after confirmation at the general meeting or by the relevant competent authorities.</del></p>

Existing Articles	Amended contents of the Articles
	<p><u>Article 193</u></p> <p><u>The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to the law.</u></p> <p><u>None of the members of the liquidation committee may take any bribe or any other illegal proceeds by taking advantage of his position, nor may not misappropriate any of the properties of the Company.</u></p> <p><u>Where any of the members of the liquidation committee cause any loss to the Company or any creditor by intention or due to gross negligence, he shall make corresponding compensations.</u></p>
	<p><u>Article 194</u></p> <p><u>Where the Company is declared bankruptcy in accordance with laws, it shall implement bankruptcy liquidation in accordance with relevant laws relating to bankruptcy of enterprises.</u></p>

Existing Articles	Amended contents of the Articles
<p><b>CHAPTER 19 PROCEDURES FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b></p>	<p><b>CHAPTER <del>19</del><u>13</u> PROCEDURES FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b></p>
<p>Article 186</p> <p>The Company may amend its Articles of Association according to laws, administrative regulations and requirements of Articles of Association.</p>	<p>Article <del>186</del><u>195</u></p> <p>The Company may amend its Articles of Association according to laws, administrative regulations and requirements of Articles of Association.</p>
<p>Article 187</p> <p>The amendment to the Company’s Articles of Association involving the Mandatory Provisions shall become effective upon approval by the company approving department authorised by the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p>	<p>Article <del>187</del><u>196</u></p> <p>The amendment to the <del>Company’s</del> Articles of Association <u>shall be reported to the competent authorities for approval or filing if such amendments should be approved or filed by the competent authorities</u><del>involving the Mandatory Provisions shall become effective upon approval by the company approving department authorised by the State Council.</del> If there is any change relating to the registered particulars of the Company, <u>an</u> application shall be made for registration of the changes in accordance with law.</p>

Existing Articles	Amended contents of the Articles
<b>CHAPTER 20 SETTLEMENT OF DISPUTES</b>	<b>Deleted</b>
Article 188  The Company shall observe the following rules when resolving disputes:  (I) For any disputes or claims related to matters of the Company between shareholders of overseas listed foreign invested shares and the Company; between shareholders of overseas listed foreign invested shares and the directors, supervisors, general managers or other senior management of the Company; between shareholders of overseas listed foreign invested shares and shareholders of domestic invested shares, that arise based on the rights and obligations stipulated in the Articles of Association, Company Law and the “Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Companies” and other relevant laws and administrative regulations, any such disputes or claims shall be referred by the relevant parties to arbitration.	Deleted

Existing Articles	Amended contents of the Articles
<p>Where a dispute or claim involves the above parties, the entire claim or dispute must be referred to arbitration and all persons (being the Company or shareholders, directors, supervisors, general managers or other senior management of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall submit to arbitration.</p> <p>Disputes regarding definition of shareholders and registration of members may be resolved other than by way of arbitration.</p> <p>(II) The claimant may refer the arbitration to either the China International Economic Centre in accordance with its arbitration rules, and may also refer the arbitration to the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p>	

Existing Articles	Amended contents of the Articles
<p>If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) Unless otherwise provided in the laws and administrative regulations, any disputes or claims arising out of item (1) above shall be resolved in accordance with the laws of the PRC.</p> <p>(IV) The decision made by the arbitration body shall be final and conclusive, and shall be binding on the parties.</p>	
<b>CHAPTER 21 MISCELLANEOUS</b>	<b>CHAPTER <del>21</del><sup>14</sup> MISCELLANEOUS</b>
	<p><u>Article 197</u></p> <p><u>Definition:</u></p> <p>(I) <u>An actual controller means a person, though not a shareholder, but through investment relationship, agreement, or other arrangement, can actually control the activities of the Company.</u></p> <p>(II) <u>The definition of associated relationship has the meaning as ascribed to it under Hong Kong Listing Rules.</u></p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
<p data-bbox="240 359 373 385">Article 189</p> <p data-bbox="240 442 785 832">Unless otherwise provided under these Articles of Association, all notices, information and written statements of the Company to be given to the holders of overseas listed shares shall be served on each shareholder by personal delivery, or by post to the registered address (including places outside Hong Kong) of each holder of overseas listed shares. Notices to holders of overseas listed shares shall be posted from Hong Kong when possible.</p> <p data-bbox="240 885 785 1066">The announcements required by the Articles of Association of the Company shall be published in such newspapers which are specified or authorized by relevant laws and administrative regulations of the PRC.</p>	<p data-bbox="809 359 903 385">Deleted</p>
<p data-bbox="240 1098 373 1123">Article 190</p> <p data-bbox="240 1181 785 1449">The Articles of Association are written in Chinese and English, both shall have the same legal effect. Where there is any ambiguity between both versions, the latest Chinese version which has been approved and registered at the Industry and Commerce Administration of Weihai City shall prevail.</p>	<p data-bbox="809 1098 986 1123">Article <del>190</del><u>198</u></p> <p data-bbox="809 1181 1353 1485">The Articles of Association are written in Chinese and English, both shall have the same legal effect. Where there is any ambiguity between both versions, the latest Chinese version which has been approved and registered at <u>Market Supervision Bureau</u><del>the Industry and Commerce Administration</del> of Weihai City shall prevail.</p>

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**APPENDIX III****AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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<b>Existing Articles</b>	<b>Amended contents of the Articles</b>
Article 191  The right to interpret this Articles of Association rests on the board of directors of the Company. Matters not stipulated in this Articles of Association shall be proposed and passed at the general meeting by the board of directors.	Article <del>191</del> <u>199</u>  The right to interpret this Articles of Association rests on the board of directors of the Company. Matters not stipulated in this Articles of Association shall be proposed and passed at the general meeting by the board of directors.
Article 192  References to “above”, “within” and “below” in the Articles of Association are inclusive of the item itself whereas “except” and “outside” are exclusive of the item itself.	Article <del>192</del> <u>200</u>  References to “above”, “within” and “below” in the Articles of Association are inclusive of the item itself whereas “except” and “outside” are exclusive of the item itself.

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## NOTICE OF ANNUAL GENERAL MEETING

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# WEGO 威高

## 山東威高集團醫用高分子製品股份有限公司 Shandong Weigao Group Medical Polymer Company Limited \*

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

(Stock Code: 1066)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Shandong Weigao Group Medical Polymer Company Limited\* (山東威高集團醫用高分子製品股份有限公司)(the “Company”) will be held at 2/F, 1 Weigao Road, Torch Hi-tech Science Park, Weihai, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 28 May 2024 to consider and, if though fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2023.
2. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2023.
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2023.
4. To declare a final dividend of RMB0.0943 per share of RMB0.10 each in the Company for the year ended 31 December 2023.
5. To consider and approve the proposal for the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company for a term until the next annual general meeting of the Company and to authorise the Board to determine their remuneration.
6. To consider and approve the re-election of Mr. Cong Rinan as an executive director of the Company.
7. To consider and approve the re-election of Mr. Tang Zhengpeng as a non-executive director of the Company.
8. To consider and approve the re-election of Mr. Chen Lin as a non-executive director of the Company.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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9. To consider and approve the appointment of Mr. Wang Daoming as an executive director of the Company.
10. To consider and approve the appointment of Ms. Yan Xia as a non-executive director of the Company.
11. To consider and approve the appointment of Mr. Sun Heng as an independent non-executive director of the Company.
12. To consider and approve the re-election of Ms. Gu Meijun as a supervisor of the Company.
13. To consider and authorise the Board to approve the remuneration of the directors of the Company for the year ending 31 December 2024.

### SPECIAL RESOLUTIONS

14. To consider and approve the grant of an unconditional general mandate (the “**General Mandate**”) to the Board to issue, allot and deal with overseas-listed shares in the share capital of the Company (“**H Shares**”) and/or non-listed domestic shares in the share capital of the Company (“**Domestic Shares**”) (including but not limited to ordinary shares, preference shares, securities convertible into shares, options, warrants or similar rights to subscribe for any shares or such convertible securities) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
  - (a) the General Mandate shall not extend beyond the Relevant Period (as defined in paragraph (d) below) save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (b) (i) The number of the H Shares to be allotted, issued and dealt with as determined by the Board or the chairman of the Board (the “**Chairman**”) and its authorized persons in accordance with the General Mandate shall not exceed 10% of the number of the H Shares in issue at the time when this resolution is considered and passed. The discount (if any) of the issue price of the H Shares to be allotted, issued and dealt with as determined by the Board or the Chairman and its authorized persons in accordance with the General Mandate shall not exceed 10% of the benchmark price of the securities (rather than the 20% as prescribed under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)).

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) The number of the Domestic Shares to be allotted, issued and dealt with as determined by the Board or the Chairman and its authorized persons in accordance with the General Mandate shall not exceed 10% of the number of the Domestic Shares in issue at the time when this resolution is considered and passed. The discount (if any) of the issue price of the Domestic Shares to be allotted, issued and dealt with as determined by the Board or the Chairman and its authorized persons in accordance with the General Mandate shall not exceed 10% of the benchmark price of the securities (rather than the 20% as prescribed under the Listing Rules).
  
- (c) the Board will only exercise its power under such mandate in accordance with the PRC Company Law and the Listing Rules or other applicable laws, rules and regulations of other government regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

after the issuance of Shares, one of the Directors be and is hereby authorised:

- (i) to approve, execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares of the Company, including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into underwriting agreement(s) or any other agreements;
  
- (ii) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities; and
  
- (iii) to make such amendments to the articles of association of the Company as it may deem appropriate for the increase of the registered capital of the Company and to reflect the new share capital structure of the Company after the intended allotment and issue of the Shares of the Company pursuant to this resolution.

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the expiry date of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority granted to the Board as set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company at any general meetings.

15. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

“**THAT:**

- (a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the number of the H Shares in issue and having not been repurchased at the time when this resolution is passed at annual general meeting;
- (b) the Board be authorised to (including but not limited to the following):
  - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas; and
  - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the articles of association of the Company as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) For the purposes of this special resolution:

“**Relevant Period**” means the period from the passing of this special resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the expiry date of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority granted to the Board as set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company at any general meetings;

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

16. “**THAT:**

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 30 April 2024, be and are hereby approved;
- (b) the new set of articles of association of the Company (incorporating and consolidating the Proposed Amendments) (the “**New Articles of Association**”), in the form of the document which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect upon the close of this meeting; and
- (c) any Director or company secretary of the Company be and is hereby authorised to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from Proposed Amendments.”

By order of the Board  
**Shandong Weigao Group Medical Polymer Company Limited**  
**Long Jing**  
*Chairman*

Weihai, the PRC  
30 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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

*Executive Directors*

Mr. Long Jing (*Chairman*)

Mr. Cong Rinan (*Chief Executive Officer*)

Mr. Lu Junqiang

*Non-executive Directors*

Mr. Tang Zhengpeng (*Vice Chairman*)

Mr. Chen Lin

*Independent non-executive Directors*

Mr. Li Guohui

Mrs. Meng Hong

Mr. Li Qiang

*Notes:*

1. For the purpose of determining who may attend the Annual General Meeting to be held on Tuesday, 28 May 2024, the register of holders of H Shares of the Company will be closed from Wednesday, 22 May 2024 to Tuesday, 28 May 2024 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting in the Annual General Meeting, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Tricor Standard Limited for registration not later than 4:30 p.m. on Tuesday, 21 May 2024.

For the purpose of determining who may be entitled to receive the final dividend of the Company (subject to approval by the Shareholders at the Annual General Meeting), the register of holders of H Shares of the Company will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to the final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar, Tricor Standard Limited for registration not later than 4:30 p.m. on Tuesday, 4 June 2024.

The address of Tricor Standard Limited is as follows:

17/F

Far East Finance Centre

16 Harcourt Road

Hong Kong

Fax: (852) 2810 8185

2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of Annual General Meeting will be voted by poll. Results of the poll voting will be published on the Company's website at [www.weigaogroup.com](http://www.weigaogroup.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the Annual General Meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. Any shareholder entitled to attend and vote at the Annual General Meeting 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.
4. 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 notorially certified copy of such power of attorney or authority, must be completed and deposited at the Company's H Share registrar, Tricor Standard Limited (for holders of H Shares), at least 24 hours before the Annual General Meeting or any adjourned meeting thereof.
5. Completion and return of a proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof if you so wish.
6. In case of joint shareholdings, 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.
7. The Annual General Meeting is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the Annual General Meeting.