

THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 Zhejiang RuiYuan Intelligent Control Technology Company Limited*, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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RUIYUAN
瑞 远

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

浙江瑞遠智控科技股份有限公司

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

(Stock Code: 8249)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held physically at 10:00 a.m. on Wednesday, 26 June 2024 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 59 to 60 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's H share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the annual general 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 at the meeting or any adjourned meeting thereof (as the case may be) should you so wish.

This circular, for which the directors of the Company (the "**Directors**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of Hong Kong Stock Exchange Limited for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief that the information contained in this circular is accurate and complete in all material respects and not exist misleading or fraudulent ingredients; and there are no matters the omission of which would make any statement in this circular misleading.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.ruiyuanhk.com.

* For identification purposes only

13 May 2024

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2023 Annual Report”	annual report of the Company for the year ended 31 December 2023
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held physically at Hong Kong time 10:00 a.m. on Wednesday, 26 June 2024 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang Town, Zhuji City, Zhejiang Province, the PRC or any adjournment meeting thereof
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China
“Company”	Zhejiang RuiYuan Intelligent Control Technology Company Limited* (浙江瑞遠智控科技股份有限公司*), a joint stock company incorporated in the People’s Republic of China and the H Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of the Company which are subscribed in Renminbi
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign invested shares of the Company, which are listed on GEM and subscribed for and traded in HK\$
“HK\$”	the Hong Kong Dollar, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of RMB0.10 each in the capital of the Company, including Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“%”	per cent.

LETTER FROM THE BOARD

RUIYUAN
瑞 远

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

浙江瑞遠智控科技股份有限公司

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

(Stock Code: 8249)

Executive Directors:

Mr. He Keng (*Chairman*)

Ms. Wu Shanhong

Mr. Chen Weiqiang

Ms. Zou Jing

Registered Office & Head Office:

Factory, No. 3, Laiyan Road West

Economic Development Zone (South Side)

Yuyao, Zhejiang

China

Independent non-executive Directors:

Mr. Zhou Weibo

Ms. Sheng Ting

Mr. Kwok Kim Hung Eddie

Principal Place of Business

in Hong Kong:

40th Floor

Dah Sing Financial Centre

248 Queen's Road East

Wanchai, Hong Kong

Dear Shareholders,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the proposed amendments to the Articles of Association, and to give you notice of the AGM at which resolutions will be proposed to consider and, if thought fit, approve at the AGM, among other matters, the proposed amendments to the Articles of Association.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 10 May 2024.

The Stock Exchange released a consultation paper “Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers” (the “**Consultation Paper**”) on 24 February 2023, stipulating the amendments to the GEM Listing Rules (the “**GEM Listing Rules Amendments**”). On 21 July 2023, the Stock Exchange published conclusions to the Consultation Paper on the GEM Listing Rules Amendments, which came into effect on 1 August 2023. In particular, the Stock Exchange has made consequential rule amendments to (a) remove the class meeting and related requirements for the issuance and repurchase of shares by PRC issuers; (b) remove the requirements for disputes involving H shareholders to be resolved through arbitration; (c) remove the requirements for PRC issuers’ articles of association to include the Mandatory Provisions for Companies Listing Overseas (到境外上市公司章程必備條款) (the “**Mandatory Provisions**”) and other ancillary provisions; and (d) amend the GEM Listing Rules to reflect the China Securities Regulatory Commission’s record filing regime (the “**PRC Regulations Changes**”).

In addition, pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the GEM Listing Rules have been amended with effect from 31 December 2023 to the effect that, among others, any requirement in the GEM Listing Rules for a listed issuer to send, mail, despatch, issue, publish or otherwise make available any “corporate communication” (as defined under the GEM Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website.

In light of the above, the Board proposed to make certain amendments (“**Proposed Amendments**”) to the Articles of Association to allow the Company to (i) comply with the PRC Regulations Changes, (ii) disseminate corporate communications electronically and (iii) make certain house-keeping amendments to the Articles of Association. Save for the Proposed Amendments, the other articles in the existing Articles of Association shall remain unchanged.

A special resolution will be proposed at the AGM to, among other things, approve the Proposed Amendments to the Articles of Association. The Proposed Amendments to the Articles of Association shall become effective on the date of passing the relevant resolution at the AGM. Prior to the passing of the relevant resolution at the AGM, the existing Articles of Association shall remain valid.

The legal advisors to the Company as to Hong Kong laws and PRC laws have respectively confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and do not contravene the PRC laws. The Company confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association.

LETTER FROM THE BOARD

Full text of the amended Articles of Association will be available in English and Chinese at the Company's website (www.ruiyuanhk.com) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). 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. Details of the Proposed Amendments to the Articles of Association are set out in Appendix I to this circular.

3. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held physically at 10:00 a.m. on Wednesday, 26 June 2024 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 59 to 60 of this circular.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the proxy form in accordance with the instructions printed thereon to the Company's H share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the annual general 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 at the meeting or any adjourned meeting thereof (as the case may be) should you so wish.

4. RECOMMENDATION

The Board is of the opinion that the Proposed Amendments to the Articles of Association are in the best interests of the Company and its Shareholders, and therefore recommends you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Zhejiang RuiYuan Intelligent Control Technology Company Limited*
Chairman and Executive Director
He Keng

Ningbo, the PRC, 13 May 2024

* For identification purposes only

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

If there is any discrepancy or inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of names in Chinese which are marked with “*” is for identification purpose only.

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

The full text of the Proposed Amendments to the Articles of Association is set out below. The numbering of articles of the amended Articles of Association will be re-numbered due to the addition or deletion of certain articles. The numbering of the articles of the original Articles of Association have changed and the amended Articles of Association would reflect the changes accordingly.

Existing Provisions	Provisions of Amended Provisions
<p>These Articles were passed by the Company at the fourth extraordinary general meeting of 2003 held on 22 October 2003 and amended by the Company at the extraordinary general meeting on 9 October 2012, the extraordinary general meeting dated 13 December 2016, and the annual general meeting dated 26 May 2017.</p>	<p>The articles of association (the “Article of Association”) was passed by the Company at the fourth extraordinary general meeting of 2003 held on 22 October 2003 and amended by the Company at the extraordinary general meeting on 9 October 2012, the extraordinary general meeting ondated 13 December 2016, the annual general meeting ondated 26 May 2017-, and the annual general meeting on 26 June 2024.</p>
<p>Article 1</p> <p>Zhejiang Ruiyuan Intelligent Control Company Limited (hereinafter the “Company”) is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter the “Company Law”), Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter the “Special Regulations”) and other relevant laws and administrative regulations of the People’s Republic of China (hereinafter “China” or the “State”).</p> <p>.....</p>	<p>Article 1</p> <p>Zhejiang RuiYuan Intelligent Control Company Limited (hereinafter the “Company”) is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter the “Company Law”) Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter the “Special Regulations”), and other relevant laws and administrative regulations of the People’s Republic of China (hereinafter “China” or the “State”).</p> <p>.....</p>

Existing Provisions	Provisions of Amended Provisions
<p>The promoters of the Company are: China Ruilian Holding Corp. (中國瑞聯實業集團有限公司) and four natural persons, namely Wang Ya Qun (王亞群), Shi Jian Er (施建兒), Wei Hong Jun (魏紅軍) and Chen Zheng Tu (陳正土).</p>	<p>The promoters of the Company are: China Ruilian Holding Corp. (中國瑞聯實業集團有限公司) and four natural persons, namely Wang Ya Qun (王亞群), Shi Jian Er (施建兒), Wei Hong Jun (魏紅軍) and Chen Zheng Tu (陳正土).</p> <p>The Founder of the Company is:</p> <p>Founder 1: China Ruilian Industrial Group Co., Ltd. (中國瑞聯實業集團有限公司*) subscribed 12,950,000 shares, accounting for 35% of the registered capital, through the confirmed audited net assets converted into shares, and has now fully paid up.</p> <p>Founder 2: Wang Yaqun (王亞群*), subscribed 12,950,000 shares of registered capital through the confirmed audited net assets converted into shares, accounting for 35% of the registered capital, and has now been fully paid.</p> <p>Founder 3: Chen Zhengtu (陳正土*), subscribed 9,250,000 shares of registered capital through the confirmed audited net assets converted into shares, accounting for 25% of the registered capital, which has been fully paid.</p> <p>Founder 4: Shi Jianer (施建兒*), subscribed 925,000 shares of registered capital in the form of confirmed audited net assets converted into shares, accounting for 2.5% of the registered capital, and has now been fully paid.</p> <p>Founder 5: Wei Hongjun (魏紅軍*), subscribed 925,000 shares of registered capital through confirmed audited net assets converted into shares, accounting for 2.5% of the registered capital, and has now been fully paid.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 6</p> <p>The Articles of Association of the Company was considered and passed at the fourth Extraordinary General Meeting convened on 22 October 2003 in accordance with the Company Law, Special Regulations, the Articles of Association of Companies Seeking Overseas Listing Prerequisite Clauses and other laws and administrative regulations of the State.</p> <p align="center">.....</p>	<p>Article 6</p> <p>This Articles of Association of the Company was considered and passed at the fourth extraordinary general meeting convened on 22 October 2003 in accordance with the Company Law, Special Regulations, the Articles of Association of Companies Seeking Overseas Listing Prerequisite Clauses and other laws and administrative regulations of the State.</p> <p align="center">.....</p>
<p>Article 7</p> <p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager, chief financial officer and other officers. The aforementioned officers may in accordance with the Articles make a claim to their rights concerning affairs of the Company.</p> <p>In accordance with the Articles, shareholders may bring actions against the Company and vice versa, and a shareholder may bring actions against another shareholder; and shareholders may also bring actions against the directors, supervisors, general manager, chief financial officer and other officers of the Company in accordance with the Articles of Association.</p> <p>Reference to actions in the preceding provision includes court proceedings and arbitration applications submitted to arbitration authorities.</p>	<p>Article 7</p> <p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager, chief financial officer and other officers. The aforementioned officers may in accordance with the Articles make a claim to their rights concerning affairs of the Company.</p> <p>In accordance with the Articles, shareholders may bring actions against the Company and vice versa, and a shareholder may bring actions against another shareholder; and shareholders may also bring actions against the directors, supervisors, general manager, chief financial officer and other officers of the Company in accordance with the Articles of Association and applicable laws.</p> <p>Reference to actions in the preceding provision includes court proceedings and arbitration applications submitted to arbitration authorities.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 8</p> <p>.....</p> <p>Upon sanction of approval authorities delegated by the State Council, the Company may operate as a holding company as referred to in Clause 2, Article 12 of the Company Law pursuant to the needs of its business and management.</p>	<p>Article 8</p> <p>.....</p> <p>Upon approval of the approval authorities delegated by the State Council, the Company may operate as a holding company as referred to in Clause 2, Article 12 9 of the Company Law pursuant to the needs of its business and management.</p>
<p>Article 13</p> <p>.....</p> <p>Overseas-Listed Foreign-Invested Shares issued by the Company and listed on the Growth Enterprise Market of Hong Kong shall be called “GEM H Shares”. GEM H Shares are shares which have been admitted for listing on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “SEHK”), the par value of which is denominated in Renminbi and are subscribed for and traded in Hong Kong Dollars.</p> <p>.....</p>	<p>Article 13</p> <p>.....</p> <p>Overseas-Listed Foreign-Invested Shares issued by the Company and listed on the Growth Enterprise Market of Hong Kong shall be called “GEM H Shares”. GEM H Shares are shares which have been admitted for listing on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “SEHK”), the par value of which is denominated in Renminbi and are subscribed for and traded in Hong Kong Dollars.</p> <p>.....</p>

Existing Provisions	Provisions of Amended Provisions
<p>Article 15</p> <p>The authorised share capital of the Company: the total ordinary shares of the Company is 500,000,000 Shares, comprising (i) 370,000,000 Domestic Shares, representing approximately 74% of the entire share capital of the Company, of which Zhejiang Ruiyuan Intelligent Robot Company Limited holds 322,675,000 Domestic Shares, representing 64.535% of the entire ordinary share capital of the Company and Shaoxing Qinyuan Electronic Technology Company Limited (紹興沁遠電子科技有限公司) holds 47,325,000 Domestic Shares, representing 9.465% of the entire ordinary share capital of the Company; and (ii) 130,000,000 H Shares, representing approximately 26% of the entire share capital of the Company, which are listed on GEM.</p>	<p>Article 15</p> <p>The authorised share capital of the Company: the total ordinary shares of the Company is 500,000,000 Shares, comprising (i) 370,000,000 Domestic Shares, representing approximately 74% of the entire share capital of the Company, of which Zhejiang Ruiyuan Intelligent Robot Company Limited (浙江瑞遠機器人股份有限公司*) holds 322,675,000 Domestic Shares, representing 64.535% of the entire ordinary share capital of the Company and Shaoxing Qinyuan Electronic Technology Company Limited (紹興沁遠電子科技有限公司*) holds 47,325,000 Domestic Shares, representing 9.465% of the entire ordinary share capital of the Company; and (ii) 130,000,000 GEM H Shares, representing approximately 26% of the entire share capital of the Company, which are listed on GEM.</p>
<p>Article 16</p> <p>Subject to the approval of competent securities authorities of the State Council on the Company's issuance plan, the Board of the Company may arrange for the separate issuance of Overseas-Listed Foreign-Invested Shares and Domestic Shares.</p> <p>The Company's plan to separately issue Overseas-Listed Foreign-Invested Shares and Domestic Shares according to the aforementioned provision may be implemented within 15 months after the date of approval by the competent securities authorities of the State Council.</p>	<p>Article 16</p> <p>Subject to the approval of competent securities authorities of the State Council on the Company's issuance plan, the Board of the Company may arrange for the separate issuance of Overseas-Listed Foreign-Invested Shares and Domestic Shares.</p> <p>The Company's plan to separately issue Overseas-Listed Foreign-Invested Shares and Domestic Shares according to the aforementioned provision may be implemented within 15 months after the date of approval by the competent securities authorities of the State Council.</p> <p>Subject to the approval of competent securities authorities of the State Council on the Company's issuance plan, the board of directors (the "Board") of the Company may arrange for the separate issuance of Overseas-Listed Foreign-Invested Shares and Domestic Shares. If the Company issues securities in any overseas market, it shall file with the China Securities Regulatory Commission (hereinafter referred to as "CSRC") in accordance with the regulations.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 18</p> <p>The registered capital of the Company is RMB500,000,000. In the event that the over-allotment options are exercised or new shares are issued, the registered capital of the Company shall be adjusted accordingly, and filed to the company approval authorities delegated by the State Council and securities regulatory authorities.</p>	<p>Article 18</p> <p>The registered capital of the Company is RMB500,000,00050,000,000. In the event that the over-allotment options are exercised or new shares are issued, the registered capital of the Company shall be adjusted accordingly, and filed to the company approval authorities delegated by the State Council and securities regulatory authorities.</p>
<p>Article 20</p> <p>.....</p> <p>Where the Company sends dividend warrants to its shareholders by post, the Company may exercise its rights to cease sending dividend warrants by post if such warrants have been left uncashed for two consecutive occasions, or after the first occasion on which such warrant is returned undelivered.</p> <p>.....</p>	<p>Article 20</p> <p>.....</p> <p>Where the Company sends dividend warrants to its shareholders by post electronically, the Company may exercise its rights to cease sending dividend warrants by post if such warrants have been left uncashed for two consecutive occasions, or after the first occasion on which such warrant is returned undelivered.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 22</p> <p>.....</p> <p>The Company shall notify its creditors within 10 days after the date of resolution of reduction of registered capital, and shall cause an announcement to be published in a newspaper within 30 days following the date of such resolution on at least three occasions. The creditors are entitled to request the Company to repay its debts or provide corresponding repayment guarantee within 30 days from the date of receiving the notice, or in the case of such notice not being received, within 90 days from the date of the first announcement.</p> <p>.....</p>	<p>Article 22</p> <p>.....</p> <p>The Company shall notify its creditors within 10 days from the date of the shareholder meeting’s resolution (the “Notice”) to reduce its registered capital, and make a public announcement (the “Announcement”) in newspapers or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統*) within 30 days. Creditors shall have the right to demand the company to repay debts or provide corresponding guarantees within 30 days from the date of receipt of the notice, or within 45 days from the date of announcement if they have not received the notice.</p> <p>.....</p>
<p>Article 31</p> <p>Share certificates of the Company shall be in registered form.</p> <p>Share certificates of the Company may be assigned, granted, inherited and charged in accordance with the relevant laws, administrative regulations and provisions of these Articles.</p> <p>Other than those prescribed under the Company Law and Overseas-Listed Special Regulations, share certificates of the Company shall also include other particulars required by the stock exchange on which shares of the Company are listed.</p>	<p>Article 31</p> <p>Share certificates of the Company shall be in registered form.</p> <p>Share certificates of the Company may be assigned, granted, inherited and charged in accordance with the relevant laws, administrative regulations and provisions of these Articles.</p> <p>Other than those prescribed under the Company Law and Overseas-Listed Special Regulations, share certificates of the Company shall also include other particulars required by the stock exchange on which shares of the Company are listed.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 34</p> <p>The Company may, in accordance with the understanding or agreements between the competent securities authority of the State Council and the overseas securities regulatory authority, maintain its register of shareholders of Overseas-Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such share register. The original share register of holders of GEM H Shares shall be maintained in Hong Kong.</p>	<p>Article 34</p> <p>The Company may, in accordance with the understanding or agreements between the competent securities authority of the State Council and the overseas securities regulatory authority, maintain its register of shareholders of Overseas-Listed Foreign- Invested Shares overseas and appoint overseas agent(s) to manage such share register. The original share register of holders of GEM H Shares shall be maintained in Hong Kong.</p>
<p>Article 37</p> <p>.....</p> <p>(i) a fee (for each instrument of transfer) of HK\$2.50 or any higher fee as required by the board of director from time to time but not exceeding an amount as allowed under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the SEHK has been paid to the Company for the registration of any transfer instrument or any other documents in regards to or which will affect the title of the shares;</p> <p>.....</p>	<p>Article 37</p> <p>.....</p> <p>(i) a fee (for each instrument of transfer) of HK\$2.50 or any higher fee as required by the Board from time to time but not exceeding an amount as allowed under the Rules Governing the Listing of Securities on the GEM (“GEM Listing Rules”) of the SEHK has been paid to the Company for the registration of any transfer instrument or any other documents in regards to or which will affect the title of the shares;</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 38</p> <p>No changes to the register of shareholders by reason of a transfer of shares may be made within 30 days prior to the convening of a general meeting or 5 days prior to the record date in regards of a distribution of dividends as determined by the Company. The foregoing provisions shall be applicable to holders of GEM H Shares.</p>	<p>Article 38</p> <p>No changes to the register of shareholders by reason of a transfer of shares may be made within 3020 days prior to the convening of a general meeting or 5 days prior to the record date in regards of a distribution of dividends as determined by the Company. The foregoing provisions shall be applicable to holders of GEM H Shares.</p>
<p>Article 41</p> <p>.....</p> <p>If a holder of Domestic Shares loses his share certificate and applies for a replacement certificate, it shall be carried out in accordance with Article 143 of the Company Law.</p> <p>.....</p> <p>If a holder of GEM H Shares loses his share certificate and applies for a replacement certificate, the issue of such replacement certificate shall comply with the following requirements:</p> <p>.....</p>	<p>Article 41</p> <p>.....</p> <p>If a holder of Domestic Shares loses his share certificate and applies for a replacement certificate, it shall be carried out in accordance with Article 143164 of the Company Law.</p> <p>.....</p> <p>If a holder of GEM H Shares loses his share certificate and applies for a replacement certificate, the issue of such replacement certificate shall comply with the following requirements:</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 48</p> <p>For the purposes of the preceding paragraph, a “controlling shareholder” means a person who satisfies any one of the following conditions:</p> <ul style="list-style-type: none"> (i) he, whether alone or acting in concert with others, has the power to elect more than half of the directors; (ii) he, whether alone or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company; (iii) he, whether alone or acting in concert with others, holds 30% or more of the issued shares of the Company; (iv) he, whether alone or acting in concert with others, in any other manner controls the Company in fact. 	<p>Article 48</p> <p>For the purposes of the Article 47, a “controlling shareholder” means any shareholder or other person or group of persons together entitled to exercise, or control the exercise of 30% (or such other amount as may from time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or more of the voting power at general meetings of the Company or who is in a position to control the composition of the majority of the Board of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 50</p> <p>The following functions shall be exercised at general meetings:</p> <p>.....</p> <p>(vi) consider and approve the annual financial budget and final accounts of the Company;</p> <p>(vii) consider and approve plans for profit distribution and plans for making good any losses;</p> <p>(viii) resolve on the increase or reduction of the Company’s registered capital;</p> <p>(ix) resolve on matters such as merger, spin-off, dissolution or liquidation of the Company;</p> <p>(x) resolve on the issue of bonds of the Company;</p> <p>(xi) resolve on the employment, removal or non-renewal of appointment of accounting firm;</p> <p>(xii) amend the Articles of Association;</p> <p>(xiii) consider proposals submitted by shareholders representing 5% or more of the shares with voting rights;</p> <p>(xiv) general meetings may authorise or delegate the board of directors such matters it shall authorise or delegate;</p> <p>(xv) other matters which shall be resolved at general meetings pursuant to the provisions of the laws, administrative regulations and the Articles of Association.</p>	<p>Article 50</p> <p>The following functions shall be exercised at general meetings:</p> <p>.....</p> <p>(vi) consider and approve the annual financial budget and final accounts of the Company;</p> <p>(vii) consider and approve plans for profit distribution and plans for making good any losses;</p> <p>(vii) resolve on the increase or reduction of the Company’s registered capital;</p> <p>(viii) resolve on matters such as merger, spin-off, dissolution or liquidation of the Company;</p> <p>(ix) resolve on the issue of bonds of the Company;</p> <p>(x) resolve on the employment, removal or non-renewal of appointment of accounting firm;</p> <p>(xi) amend the Articles of Association;</p> <p>(xii) consider proposals submitted by shareholders representing 5% or more of the shares with voting rights;</p> <p>(xiii) general meetings may authorise or delegate the Board such matters it shall authorise or delegate;</p> <p>(xiv) other matters which shall be resolved at general meetings pursuant to the provisions of the laws, administrative regulations and the Articles of Association.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 52</p> <p>A general meeting shall either be an annual general meeting or an extraordinary general meeting. General meetings shall be convened by the board of Directors. Annual general meetings are held once every year and within six months after the last financial year end.</p> <p>Under any of the following circumstances, the board of Directors shall convene an extraordinary general meeting within two months:</p> <ul style="list-style-type: none"> (i) the number of Directors is less than the number required by the Company Law or less than two thirds of the number required by the Articles of Association; (ii) the unaccounted losses of the Company amount to one third of its aggregate capital; (iii) shareholders individually or jointly holding 10% or more of the Company’s issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting; (iv) the board of Directors considers necessary or upon the request of the supervisory committee; (v) more than two independent directors propose to convene an extraordinary general meeting. 	<p>Article 52</p> <p>A general meeting shall either be an annual general meeting or an extraordinary general meeting. General meetings shall be convened by the Board. Annual general meetings are held once every financial year and within six months after the last financial year end.</p> <p>Under any of the following circumstances, the Board shall convene an extraordinary general meeting within two months after the occurrence of any one of the following circumstances:</p> <ul style="list-style-type: none"> (i) the number of Directors is less than the number required by the Company Law or less than two thirds of the number required by the Articles of Association; (ii) the unaccounted losses of the Company amount to one third of its aggregate capital; (iii) shareholders individually or jointly holding 10% or more of the Company’s issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting; (iv) the Board considers necessary or upon the request of the Supervisory Committee; (v) more than two independent directors propose to convene an extraordinary general meeting. other circumstances stipulated by laws, administrative regulations, departmental rules of the Company and the Articles of Association.

Existing Provisions	Provisions of Amended Provisions
	<p style="text-align: center;">For the avoidance of doubt:</p> <p style="text-align: center;">Shareholders individually or collectively holding 10% or more of the Company’s shares shall be entitled to propose the Board the convening of general meeting, provided that such proposal shall be made in writing. Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the general meeting within 10 days upon receipt of such proposal.</p> <p style="text-align: center;">In the event that the Board agrees to convene a general meeting, the notice of the general meeting shall be issued within 5 days after the passing of the relevant resolution of the Board. Any change to the original proposal made in the notice requires approval of the shareholders concerned.</p> <p style="text-align: center;">In the event that the Board does not agree to convene a general meeting or does not furnish any reply within 10 days upon receipt of the said proposal, shareholders individually or collectively holding 10% or more of the Company’s shares shall be entitled to propose to the Supervisory Committee to convene a general meeting, provided that such proposal shall be made in writing.</p> <p style="text-align: center;">In the event that the Supervisory Committee agrees to convene a general meeting, the notice of the general meeting shall be issued within 5 days after the said proposal. Any changes to the original request made in the notice is subject approval of the shareholders concerned.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 53</p> <p>To convene a general meeting, the Company shall give written notices no less than 45 days before the date of the meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall return the written reply of attendance to the Company to be received by the Company 20 days before the date of the meeting.</p>	<p>Article 53</p> <p>To convene a general meeting, the Company shall give written notices no less than 45 days before the date of the meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall return the written reply of attendance to the Company to be received by the Company 20 days before the date of the meeting.</p> <p>A general meeting shall be chaired by the chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman (if there are two or more vice-chairmen, the one jointly elected by more than half of the directors shall chair the general meeting) shall chair the general meeting. In the event that the vice-chairman is also unable to or fails to perform his duties, a director jointly elected by more than half of the directors shall chair the general meeting.</p> <p>If the Board is unable or fails to perform its duty to convene a general meeting, the Supervisory Committee shall convene and preside over it in a timely manner; if the Supervisory Committee fails to convene and preside over the general meeting, shareholders who individually or collectively holding more than 10% of the Company’s shares for more than 90 consecutive days may convene and preside the general meeting on their own.</p> <p>A written notice of an annual general meeting shall be given by way of announcement the Company to each shareholder 21 days prior to the date of the general meeting and a notice in writing shall be given by way of announcement 14 days in advance for other general meetings. The notice shall include the date of the meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 54</p> <p>The Board of Directors, the Board of Supervisors and shareholders severally or jointly holding 3% or above shares of the Company shall be entitled to submit proposals to the Company at the general meeting.</p> <p>Shareholder(s) individually or jointly holding 5% or above of shares of the Company shall have the right to submit a temporary proposal to the convener in writing 10 days prior to the holding of the general meeting; the convener shall, within 2 days after its receipt of such a proposal, issue an supplementary notice of the general meeting, and announce the contents of the temporary proposal. If the listing rules of the place where the Company’s shares are listed provide otherwise, such rules shall also be complied with.</p>	<p>Article 54</p> <p>The Board, the Supervisory Committee and shareholders severally or jointly holding 3%1% or above shares of the Company shall be entitled to submit proposals to the Company at the general meeting.</p> <p>Shareholder(s) individually or jointly holding 5%1% or above of shares of the Company shall have the right to submit a temporary proposal to the convener in writing 10 days prior to the holding of the general meeting; the convener shall, within 2 days after its receipt of such a proposal, issue an supplementary notice of the general meeting, and announce the contents of the temporary proposal. If the listing rules of the place where the Company’s shares are listed provide otherwise, such rules shall also be complied with.</p>
<p>Article 55</p> <p>.....</p> <p>An general meeting may not vote and decide on any matters not specified in the notice under Articles 53 and 54 hereof.</p>	<p>Article 55</p> <p>.....</p> <p>An general meeting may not vote and decide on any matters not specified in the notice under Articles 5350 and 5452 hereof.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 56</p> <p>A notice of shareholders’ meeting shall:</p> <ul style="list-style-type: none"> (i) be in writing; (ii) specify the place, date and time of the meeting; (iii) state the matters to be discussed at the meeting; (iv) provide such information and explanation as are necessary for the shareholders to make an informed judgment on matters to be discussed at the meeting; including (but not limited to), where the Company proposes an amalgamation, share repurchase, capital restructuring or other forms of reorganisation, detailed terms of the proposed transaction together with copies of the proposed agreement, if any, and the reasons for and consequences of such proposal must be properly explained; 	<p>Article 56</p> <p>A notice of general meeting shall include the following information:</p> <ul style="list-style-type: none"> (i) the time, place and duration of the meeting; (ii) the matters and motions raised for consideration at the meeting; (iii) a clear statement to state that: all shareholders are entitled to attend the shareholders’ general meeting and entrust a proxy in writing to attend the meeting and vote, and that such proxy need not be a shareholder of the Company; (iv) the date of registration of equity entitlements for shareholders entitle to attend the shareholders’ general meeting; (v) the name and phone number of the permanent contact person for the meeting. (vi) contain the full text of any special resolution proposed to be passed at the meeting;

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Existing Provisions	Provisions of Amended Provisions
<p>(v) if a Director, Supervisor, general manager, chief financial officer or other senior management officer has material interests in the proposed transaction, contain a disclosure of the nature and extent of such interests and the effect of the proposed transaction on such Director, Supervisor, general manager, chief financial officer or other senior management officer in their capacity as shareholders insofar as it is different from the effect on the interests of other shareholders of the same class;</p> <p>(vi) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(vii) contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his stead and that such proxy need not be a shareholder;</p> <p>(viii) specify the time and place for lodging proxy forms for voting at the relevant meeting.</p>	<p>(vii) contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his stead and that such proxy need not be a shareholder;</p> <p>(viii) specify the time and place for lodging proxy forms for voting at the relevant meeting.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 57</p> <p>Notices of general meetings shall be served on the shareholders (whether entitled to vote at the meeting or not) by personal delivery or prepaid post to their addresses shown in the register of shareholders. For the holders of Domestic Shares, notices of general meetings may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more national newspapers prescribed by the competent securities authority of the State Council within the interval between 45 to 50 days prior to the date of the meeting. Upon the publication of the announcement, all holders of Domestic Shares shall be deemed to have received notice of the relevant general meeting. Chinese and English versions of such announcement shall also be published in accordance with the provisions of Article 182.</p>	<p>Article 57</p> <p>Notices of general meetings shall be served on the shareholders (whether entitled to vote at the meeting or not) by personal delivery or prepaid postelectronic communications to their addresses shown in the register of shareholders. For the holders of Domestic Shares, notices of general meetings may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more national newspapers prescribed by the competent securities authority of the State Council within the interval between 45 to 50 days prior to the date of the meeting. Upon the publication of the announcement, all holders of Domestic Shares shall be deemed to have received notice of the relevant general meeting. Chinese and English versions of such announcement shall also be published in accordance with the provisions of Article 182179.</p>
<p>Addition of Article 58</p>	<p>Article 58</p> <p>When notice of a general meeting is dispatched, the general meeting shall not be postponed or cancelled without proper reasons and the motions stated in the notice shall not be cancelled. In the event that the general meeting was postponed or cancelled, the convener shall make an announcement at least 2 business days prior to the original date of the general meeting and expatiate on the reasons.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 70</p> <p>The following matters shall require the sanction of an ordinary resolution at a general meeting:</p> <ul style="list-style-type: none"> (i) the approval of work reports of the board of Directors and the supervisory committee; (ii) the approval of plans formulated by the board of Directors for the distribution of profits and for making good any losses; (iii) the appointment and dismissal of the members of the board of Directors and members of the supervisory committee, their remuneration and modes of payment; (iv) the approval of the annual budgets, final accounts, balance sheets and profit and loss accounts and other financial statements of the Company; (v) any other matters other than those required by the laws and administrative regulations or the Articles of Association to be adopted by special resolution. 	<p>Article 71</p> <p>The following matters shall require the approval of an ordinary resolution at a general meeting:</p> <ul style="list-style-type: none"> (i) the approval of work reports of the Board and the Supervisory Committee; (ii) the approval of plans formulated by the Board for the distribution of profits and for making good any losses; (iii) the appointment and dismissal of the members of the Board and members of the Supervisory Committee, their remuneration and modes of payment; (iv) the approval of the annual budgets, final accounts, balance sheets and profit and loss accounts and other financial statements of the Company; (iv) any other matters other than those required by the laws and administrative regulations or the Articles of Association to be resolved by special resolution.

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Existing Provisions	Provisions of Amended Provisions
<p>Article 71</p> <p>The following matters shall require the sanction of a special resolution at a general meeting:</p> <ul style="list-style-type: none"> (i) the increase or reduction of share capital of the Company and the issue of shares of any class or warrants and other similar securities; (ii) the issue of debentures of the Company; (iii) the spin-off, merger, dissolution and liquidation of the Company; (iv) amendments to the Articles of Association; (v) any other matters considered by the general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution. 	<p>Article 72</p> <p>The following matters shall require the approval of a special resolution at a general meeting:</p> <ul style="list-style-type: none"> (i) the increase or reduction of share capital of the Company and the issue of shares of any class or warrants and other similar securities; (ii) the issue of debentures of the Company; (iii) the spin-off, merger, dissolution and liquidation of the Company; (iv) amendments to the Articles of Association; (v) any other matters considered by the general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution; and (vi) any other matters required by the laws, administrative regulations and the Articles of Association.

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Existing Provisions	Provisions of Amended Provisions
<p>Article 72</p> <p>.....</p> <p>(ii) If the board of Directors fails to issue a notice to convene such meeting within 30 days from the date of receipt of the requisition, the requisitioning shareholders may themselves convene such meeting within 4 months of the receipt of the requisition by the board of Directors. In so convening a meeting, the requisitioning shareholders shall adopt a procedure as similar possible as that of general meetings convened by the board of Directors.</p> <p>.....</p>	<p>Article 73</p> <p>.....</p> <p>(ii) If the Board fails to issue a notice to convene such meeting within 3010 days from the date of receipt of the requisition, the requisition shareholders may themselves convene such meeting within 4 months of the receipt of the requisition by the Board. In so convening a meeting, the requisitioning shareholders shall adopt a procedure as similar possible as that of general meetings convened by the Board.</p> <p>.....</p>
<p>Article 74</p> <p>The Chairman of the meeting shall be responsible for the determination of whether to pass or decline a resolution at a general meeting, and his determination shall be final and conclusive, and shall be announced at the meeting and recorded in the meeting minutes.</p>	<p>Article 74</p> <p>The Chairman of the meeting shall be responsible for the determination of whether to pass or decline a resolution at a general meeting, and his determination shall be final and conclusive, and shall be announced at the meeting and recorded in the meeting minutes.</p>
<p>Addition of Article 75</p>	<p>Article 75</p> <p>Voting at the general meeting shall record the names of the voters.</p>
<p>Addition of Article 76</p>	<p>Article 76</p> <p>When a shareholder is considered to have a material interest in a transaction, he/it shall be required to abstain from voting on the resolution(s) to approve the transaction.</p>

Existing Provisions	Provisions of Amended Provisions
<p>Addition of Article 78</p>	<p>Article 78</p> <p>If a count of votes is conducted at a general meeting, the voting results shall be recorded in the meeting minutes. Minutes of the general meeting shall be recorded by the board secretary, the minutes shall contain the following items:</p> <ul style="list-style-type: none"> (i) The date, place and agenda of the meeting, and the name of the convenor; (ii) the name of the chairperson of the meeting, and the names of directors, supervisors, managers and other senior executives of the Company present or in attendance at the meeting; (iii) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective shareholding proportionate to the total number of shares of the Company; (iv) the proceeding of examination of each motion, summary of the resolutions discussed and results of voting; (v) questions and proposals put forward by shareholders and the answers or explanation thereof; (vi) names of lawyers and vote-counters and scrutineers; (vii) such other matters as shall be recorded in the minutes of meetings pursuant to the Articles of Association.

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Existing Provisions	Provisions of Amended Provisions
<p>Addition of Article 79</p>	<p>Article 79</p> <p>The convener shall ensure that the content of the minutes of meetings are authentic, accurate and complete. Directors, supervisors, the board secretary, the convener or his/her representative and the chairperson of meeting present at the general meeting shall sign on the minutes of the meeting. Minutes of meetings shall be kept together with the attendance list for shareholders and authorization letters given for proxies, and valid information concerning exercise of voting rights.</p>
<p>Addition of Article 80</p>	<p>Article 80</p> <p>The meeting minutes together with the book of signatories of shareholders present and the power of attorney of the proxies shall be kept at the domicile of the Company.</p>
<p>Article 78</p> <p>Shareholders may inspect copies of meeting minutes free of charge during the business hours of the Company. If any shareholder requests a copy of the meeting minutes from the Company, the Company shall send out such copies within 7 days after receipt of a reasonable fee.</p>	<p>Article 81</p> <p>Shareholders may inspect copies of meeting minutes free of charge during the business hours of the Company. If any shareholder requests a copy of the meeting minutes from the Company, the Company shall send out such copies within 7 business days after receipt of a reasonable fee.</p>
<p>Chapter 9 Special procedures for the voting of class shareholders</p>	<p>Chapter 9 Special procedures for the voting of class shareholders</p>
<p>Article 79</p> <p>Shareholders holding different types of shares are referred to as class shareholders.</p> <p>Class shareholders shall have rights and obligations in accordance with the provisions of the laws, administrative regulations and the Articles.</p>	<p>Article 79</p> <p>Shareholders holding different types of shares are referred to as class shareholders. Class shareholders shall have rights and obligations in accordance with the provisions of the laws, administrative regulations and the Articles.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 80</p> <p>Where the Company proposes to vary or abrogate any right of the class shareholders, it shall be subject to the passing of a special resolution at a general meeting and also passed at a shareholders meeting separately convened by affected class shareholders in accordance with Articles 82-86.</p>	<p>Article 80</p> <p>Where the Company proposes to vary or abrogate any right of the class shareholders, it shall be subject to the passing of a special resolution at a general meeting and also passed at a shareholders meeting separately convened by affected class shareholders in accordance with Articles 82-86.</p>
<p>Article 81</p> <p>The following circumstances shall be deemed to be a variation or abrogation of the rights of class shareholders:</p> <ul style="list-style-type: none"> (i) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class; (ii) to effect an exchange of all or part of the shares of such class into those of another class or to affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class; (iii) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class; 	<p>Article 81</p> <p>The following circumstances shall be deemed to be a variation or abrogation of the rights of class shareholders:</p> <ul style="list-style-type: none"> (i) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class; (ii) to effect an exchange of all or part of the shares of such class into those of another class or to affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class; (iii) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class;

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Existing Provisions	Provisions of Amended Provisions
(iv) to reduce or remove a preference to dividend or to distribution of assets upon liquidation attached to shares of such class;	(iv) to reduce or remove a preference to dividend or to distribution of assets upon liquidation attached to shares of such class;
(v) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;	(v) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;
(vi) to remove or reduce rights to receive payments from the Company in any particular currency of such class;	(vi) to remove or reduce rights to receive payments from the Company in any particular currency of such class;
(vii) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares such class;	(vii) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares such class;
(viii) to restrict the transfer of ownership of the shares of such class or to increase any such restrictions;	(viii) to restrict the transfer of ownership of the shares of such class or to increase any such restrictions;
(ix) to allot and issue rights to subscribe for, or convert into, shares in the Company of such class or another class;	(ix) to allot and issue rights to subscribe for, or convert into, shares in the Company of such class or another class;
(x) to increase the rights or privileges of another class;	(x) to increase the rights or privileges of another class;
(xi) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such proposed restructuring;	(xi) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such proposed restructuring;
(xii) to vary or abrogate the provisions in these Articles.	(xii) to vary or abrogate the provisions in these Articles.

Existing Provisions	Provisions of Amended Provisions
<p>Article 82</p> <p>Class shareholders affected, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning Articles 81(ii) to (viii), (xi) and (xii), but Interested Shareholders shall not be entitled to vote at class meetings.</p> <p>An “Interested Shareholder” referred to in the preceding clause is defined as follows:</p> <ul style="list-style-type: none"> (i) in the case of a repurchase of shares by a general offer to all shareholders or public dealing on a stock exchange under Article 24 of the Articles of Association, an “Interested Shareholder” is a controlling shareholder within the meaning of Article 48 of these Articles; (ii) in the case of a repurchase of its own shares by an off-market contract under Article 24 of the Articles of Association, an “Interested Shareholder” is a shareholder to whom such contract is related; (iii) in the case of a restructuring of the Company, an “Interested Shareholder” is a shareholder within a class bearing less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from those of other shareholders of that class. 	<p>Article 82</p> <p>Class shareholders affected, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning Articles 81(ii) to (viii), (xi) and (xii), but Interested Shareholders shall not be entitled to vote at class meetings.</p> <p>An “Interested Shareholder” referred to in the preceding clause is defined as follows:</p> <ul style="list-style-type: none"> (i) in the case of a repurchase of shares by a general offer to all shareholders or public dealing on a stock exchange under Article 24 of the Articles of Association, an “Interested Shareholder” is a controlling shareholder within the meaning of Article 48 of these Articles; (ii) in the case of a repurchase of its own shares by an off-market contract under Article 24 of the Articles of Association, an “Interested Shareholder” is a shareholder to whom such contract is related; (iii) in the case of a restructuring of the Company, an “Interested Shareholder” is a shareholder within a class bearing less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from those of other shareholders of that class.

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Existing Provisions	Provisions of Amended Provisions
<p>Article 83</p> <p>Resolutions at a meeting of class shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favour of such resolutions in accordance with Article 82.</p>	<p>Article 83</p> <p>Resolutions at a meeting of class shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favour of such resolutions in accordance with Article 82.</p>
<p>Article 84</p> <p>When the Company convenes a class meeting, it shall give written notice no less than 45 days prior to the date of such meeting to notify all registered shareholders holdings shares of that class of the matters to be considered at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the class meeting to the Company no less than 20 days prior to the date of the meeting.</p> <p>The Company may convene a class shareholders' meeting if the number of shares of the class carrying voting rights represented by shareholders intending to attend aggregates to more than half of the total number of shares carrying such rights. If not, the Company shall make an announcement within five days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting. Once an announcement has been so made, the Company may convene the class shareholders' meeting.</p>	<p>Article 84</p> <p>When the Company convenes a class meeting, it shall give written notice no less than 45 days prior to the date of such meeting to notify all registered shareholders holdings shares of that class of the matters to be considered at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the class meeting to the Company no less than 20 days prior to the date of the meeting.</p> <p>The Company may convene a class shareholders' meeting if the number of shares of the class carrying voting rights represented by shareholders intending to attend aggregates to more than half of the total number of shares carrying such rights. If not, the Company shall make an announcement within five days, once again notifying the shareholders of the matters proposed to be considered and the date and place of the meeting. Once an announcement has been so made, the Company may convene the class shareholders' meeting.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 85</p> <p>Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>A class meeting shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders set out in the Articles of Association. The provisions of the Articles of Association in respect of the proceedings of general meetings shall apply to any class meeting.</p>	<p>Article 85</p> <p>Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>A class meeting shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders set out in the Articles of Association. The provisions of the Articles of Association in respect of the proceedings of general meetings shall apply to any class meeting.</p>
<p>Article 86</p> <p>In addition to holders of shares of other classes, holders of Domestic Shares and Overseas-Listed Foreign-Invested Shares are deemed to be shareholders of different classes.</p> <p>Special procedures for voting by holders of shares of different classes are not applicable in the following circumstances:</p> <ul style="list-style-type: none"> (i) where, subject to the approval by special resolution at a general meeting, the Company issues either separately or concurrently every twelve months, not more than 20% of each of its outstanding issued Domestic Shares or Overseas-Listed Foreign-Invested Shares; (ii) where the Company’s plan to issue Domestic Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is completed within 15 months from the date on which approval is given by the competent securities authorities of the State Council. 	<p>Article 86</p> <p>In addition to holders of shares of other classes, holders of Domestic Shares and Overseas-Listed Foreign-Invested Shares are deemed to be shareholders of different classes.</p> <p>Special procedures for voting by holders of shares of different classes are not applicable in the following circumstances:</p> <ul style="list-style-type: none"> (i) where, subject to the approval by special resolution at a general meeting, the Company issues either separately or concurrently every twelve months, not more than 20% of each of its outstanding issued Domestic Shares or Overseas-Listed Foreign-Invested Shares; (ii) where the Company’s plan to issue Domestic Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is completed within 15 months from the date on which approval is given by the competent securities authorities of the State Council.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
Chapter 10 Board of Directors	Chapter 9 Board of Directors
<p>Article 87</p> <p>The Company shall establish a Board of Directors, which shall comprise seven directors, including one chairman and one vice-chairman. External directors shall account for more than half of members of the Board of Directors. The Board of Directors shall also include more than two independent directors.</p> <p>Independent directors shall be directors who do not perform duties other than those related to their capacity as a director in the Company, and who are not connected with the Company and the substantial shareholders in a way that may affect their independent and objective judgements. Independent directors shall owe fiduciary and diligent obligations to the Company and all shareholders. They shall perform their duties independently and seriously to protect the interests of the Company as a whole, particularly the legal interests of the minority shareholders.</p>	<p>Article 82</p> <p>The Company shall establish a Board of Directors, which shall comprise executive directors, and independent non-executive directors. External directors (meaning those who do not hold any positions within the Company and carrying the same meaning below) shall make up for more than half of members of the Board, of which one-third shall be independent non-executive directors (meaning directors who are independent from the Company’s shareholders and do not hold any positions within the Company).</p> <p>Independent non-executive directors shall be directors who do not perform duties other than those related to their capacity as a director in the Company. They shall perform their duties independently and not be affected by the Company’s substantial shareholders or other entities or individuals that are interested in the Company in accordance with the requirements of relevant laws and regulations and this Article, to protect the interests of the Company as a whole, especially protecting the legal interests of minority shareholders.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>To act as an independent director, an individual shall fulfill the following basic requirements:</p> <ol style="list-style-type: none"> (1) qualified to be a director of a listed company pursuant to the laws, administrative regulations and other relevant requirements; (2) be independent; (3) has the basic knowledge of the operation of a listed company and be well-versed in the relevant laws, administrative regulations, regulations and rules; (4) has five years' legal and financial work experience or other work experience required to perform the duties of an independent director. <p>The following persons shall not act as an independent director:</p> <ol style="list-style-type: none"> (1) an employee who works in the Company or its subsidiary or his immediate relatives or principal associates (immediate relatives means spouse, parents, children, etc.; principal associates means siblings, father- or mother-in-law, daughter-or son-in-law, spouse of siblings, siblings of spouse, etc.); 	<p>To act as an independent non-executive director, an individual shall fulfill the following basic requirements:</p> <ol style="list-style-type: none"> (1) independent of shareholders of the Company; (2) not in office within the Company; (3) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; and (4) other laws and regulations, regulatory documents and other conditions stipulated in this Article. <p>Persons that fail to meet the independence guidelines prescribed in the GEM Listing Rule shall not act as an independent non-executive director of the Company, unless the Company demonstrates, prior to the proposed appointment, that the person is independent.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>(2) a natural person shareholder or his immediate relative who directly or indirectly holds more than 1% of the issued shares of the Company or is among the top ten shareholders of the Company;</p> <p>(3) an employee who works in an entity shareholder which directly or indirectly holds more than 5% of the issued shares of the Company or in a top five entity shareholder of the Company or his immediate relative;</p> <p>(4) a person who belonged to any of the first three categories over the past year;</p> <p>(5) a person who provides financial, legal and consultation services to the Company or its subsidiary.</p> <p>The Company’s Board of Directors, supervisory committee, or shareholders who severally or jointly hold more than 1% of the issued shares of the Company may nominate candidates for election of independent directors at the general meeting. The Company shall have independent directors, including at least one accounting professional who holds a senior position or the qualification as a certified accountant.</p> <p>The Company shall provide necessary information for external directors to perform their duties.</p>	<p>The Company shall provide necessary information for external directors to perform their duties.</p> <p>The Company must establish an audit committee comprising non-executive directors only. The audit committee must comprise a minimum of 3 members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise.</p> <p>The Company must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors.</p> <p>The Company must establish a nomination committee chaired by the chairman of the Board or an independent non-executive director and comprising a majority of independent non-executive directors.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 89</p> <p>The Board of Directors shall be accountable to the general meeting and shall discharge the following functions:</p> <p>.....</p> <p>(6) formulating the Company’s proposal for registered capital increase or reduction and corporate bonds issue;</p> <p>.....</p> <p>All the resolutions relating to the above matters proposed by the Board of Directors may be passed by a simple majority of votes cast by directors, provided that items (6), (7) and (11) must be passed by a majority of not less than two-third of votes cast by all the directors. The connected transactions of the Company shall only take effect upon written consent signed by the independent directors.</p> <p>.....</p>	<p>Article 84</p> <p>The Board shall be accountable to the general meeting and shall discharge the following functions:</p> <p>.....</p> <p>(6) formulating the Company’s proposal for registered capital increase or reduction and the issuance of the Company’s debentures or other securities and listing;</p> <p>.....</p> <p>(13) manage the issues relating to information disclosure;</p> <p>(14) propose the appointment or replacement of the accounting firm responsible for the auditing of the Company at the shareholders’ general meeting; and</p> <p>(15) to exercise such other authorities as conferred by the laws and regulations general meetings and under the Articles of Association.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
	<p>All the resolutions relating to the above matters proposed by the Board of Directors may be passed by a simple majority of votes cast by directors, provided that items (6), (7) and (11) must be passed by a majority of not less than two-third of votes cast by all the directors. The connected transactions of the Company shall only take effect upon written consent signed by the independent non-executive directors.</p> <p align="center">.....</p>
<p>Article 92</p> <p>Board meetings shall be convened by the chairman and held at least four times a year. Notice of aboard meeting shall be given to all directors at least 10 days prior to the meeting. In case of contingency, extraordinary board meetings shall be held at the requisition of at least one-third of the directors, the chairman or the general manager of the Company. Holding of extraordinary board meetings shall not be bound by the above notice period.</p> <p>Two or more independent directors may propose to convene an extraordinary general meeting. Independent directors may directly report to the general meeting, the CSRC and other relevant authorities</p>	<p>Article 87</p> <p>Board meetings shall be convened by the chairman and held at least four times a year. Notice of a Board meeting shall be given to all directors at least 10 days prior to the meeting. In case of contingency, extraordinary board meetings shall be held at the requisition of shareholders individually or jointly holding more than 10% of the shares of the Company, at least one-third of the directors, the chairman, the Supervisory Committee or the general manager of the Company. Holding of extraordinary board meetings shall not be bound by the above notice period.</p> <p>Two or more independent directors may propose to convene an extraordinary general meeting. Independent directors may directly report to the general meeting, the CSRC and other relevant authorities</p>
<p>Article 93</p> <p>Notice of meetings and extraordinary meetings of the Board of Directors shall be delivered in person, by facsimile, by express delivery service, by registered mail or e-mail.</p>	<p>Article 88</p> <p>Notice of meetings and extraordinary board meetings shall be delivered in person, by facsimile, by express delivery service, by registered mail or e-mail. in electronic means.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 96</p> <p>The quorum necessary for the transaction of the business of any Board meetings shall be half of the directors (including such directors who are delegated to attend in accordance with Article 101 of the Articles of Association).</p> <p style="text-align: center;">.....</p>	<p>Article 91</p> <p>The quorum necessary for the transaction of the business of any Board meetings shall be half of the directors (including such directors who are delegated to attend in accordance with Article 10194 of the Articles of Association).</p> <p style="text-align: center;">.....</p>
<p>Article 97</p> <p>Apart from exercising the relevant laws and regulations and the powers conferred by these Articles of Association, independent directors may also exercise the following special powers:</p> <p style="text-align: center;">.....</p> <p>An independent director shall obtain the consent of majority of all the independent directors when he exercises the above powers.</p> <p>If the above proposals are not adopted or the above powers failed to be exercised properly, the Company shall disclose accordingly.</p>	<p>Article 92</p> <p>Apart from exercising the relevant laws and regulations and the powers conferred by these Articles of Association, independent non-executive director may also exercise the following special powers:</p> <p style="text-align: center;">.....</p> <p>An independent non-executive director shall obtain the consent of majority of all the independent directors when he exercises the above powers.</p> <p>If the above proposals are not adopted or the above powers failed to be exercised properly, the Company shall disclose accordingly.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 99</p> <p>In addition to the above duties, the independent directors shall express their independent opinions to the Board of Directors or the general meeting on the following matters:</p> <p style="text-align: center;">.....</p> <p>(4) existing or newly raised loans and other forms of fund transfer to the Company from its shareholders, actual controlling shareholders or their affiliates with an amount exceeding RMB3,000,000 or 5% of the Company’s latest audited net asset value, and whether the Company has taken effective measures to recover the amounts due;</p> <p>(5) matters which may prejudice to the interests of the minority shareholders in the opinion of independent director.</p> <p>Independent directors shall choose to provide any of the following opinions with respect to the above matters: agree, reserve opinion and the reasons therefor, dissent and the reasons therefor, or unable to comment and the reasons therefor. If the matters concerned required to be disclosed, the Company shall also publicly disclose the opinions of the independent directors. When the independent directors cannot reach a consensus, the Company shall publicly disclose the opinions of each of the independent directors.</p> <p style="text-align: center;">.....</p>	<p>Article 93</p> <p>In addition to the above duties, the independent non-executive directors shall express their independent opinions to the Board of Directors or the general meeting on the following matters:</p> <p style="text-align: center;">.....</p> <p>(4) existing or newly raised loans and other forms of fund transfer to the Company from its shareholders, controlling shareholders or their affiliates with an amount exceeding RMB3,000,000 or 5% of the Company’s latest audited net asset value, and whether the Company has taken effective measures to recover the amounts due;</p> <p>(5) matters which may prejudice to the interests of the minority shareholders in the opinion of independent non-executive director.</p> <p style="text-align: center;">Independent non-executive directors shall choose to provide any of the following opinions with respect to the above matters: agree, reserve opinion and the reasons therefor, dissent and the reasons therefor, or unable to comment and the reasons therefor. If the matters concerned required to be disclosed, the Company shall also publicly disclose the opinions of the independent directors. When the independent directors cannot reach a consensus, the Company shall publicly disclose the opinions of each of the independent directors.</p> <p style="text-align: center;">.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 101</p> <p>For matters which require approval at an extraordinary meeting of the Board of Directors, in lieu of convening a board meeting, a written resolution maybe adopted by the Board of Directors if such resolution is sent to all directors and affirmatively signed by such number of directors as required to make such decision stipulated in Article 96 of this Chapter.</p>	<p>Article 95</p> <p>For matters which require approval at an extraordinary meeting of the Board of Directors, in lieu of convening a Board meeting, a written resolution maybe adopted by the Board if such resolution is sent to all directors and affirmatively signed by such number of directors as required to make such decision stipulated in Article 96 91 of this Chapter.</p>

Existing Provisions	Provisions of Amended Provisions
<p>Article 102</p> <p>The Board of Directors shall keep minutes of resolutions passed at board meetings. The minutes shall be signed by the Directors presented at the meeting and the person who recorded the minutes. Opinions of the independent directors shall be clearly stated in the minutes of the Board meeting. The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations or the Articles of Association, the directors who participated in the passing of such resolution are liable to give the Company indemnity for the resulting substantial losses. However, if there is evidence recorded in the minutes of the meeting that a director expressly objected to the resolution when the resolution was voted on, such director may be released from such liability. Any director who had objected to the resolution during discussions in the board meetings but did not vote against such resolution shall not be exempted from liability.</p>	<p>Article 96</p> <p>The Board shall keep minutes of resolutions passed at board meetings. The minutes shall be signed by the directors presented at the meeting and the person who recorded the minutes. Opinions of the independent directors shall be clearly stated in the minutes of the Board meeting. The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations or the Articles of Association, the directors who participated in the passing of such resolution are liable to give the Company indemnity for the resulting substantial losses. However, if there is evidence recorded in the minutes of the meeting that a director expressly objected to the resolution when the resolution was voted on, such director may be released from such liability. Any director who had objected to the resolution during discussions in the board meetings but did not vote against such resolution shall not be exempted from liability.</p> <p>The minutes of the Board meeting shall include the following details:</p> <ol style="list-style-type: none"> (1) the convening date, place and the convener's name of the meeting; (2) the names of attending directors and directors appointed as proxies to attend the meeting on the other's behalf; (3) agenda of the meeting; (4) highlights of directors' speeches; and (5) the voting method and result of each proposal (the numbers for, against and abstain votes shall be specifically indicated).

Existing Provisions	Provisions of Amended Provisions
<p>Article 103</p> <p>A director may resign before expiration of his term of office. The director who resigns shall submit a written notice on his resignation to the board of directors. The independent directors shall also explain in details any matters which are relevant to his resignation, or which he considers, should be drawn to the attention of the shareholders and creditors of the Company.</p> <p>If the number of directors on the board of directors falls below the minimum number stipulated by the laws as a result of the resignation of a director, such resignation shall not be effective until after the vacancy so arising has been filled up by a succeeding director. The remaining directors of the board of directors shall as soon as the resignation notice is received, convene an extraordinary general meeting for the purpose of electing a new director to fill up the vacancy so arising. The powers and duties of the resigning director and the remaining directors of the board of directors shall be subject to reasonable restrictions until a resolution on the election of director is passed at the shareholders' general meeting.</p> <p>Except for the aforesaid situations, the letter of resignation of a director shall be effective immediately upon receipt by the board of directors.</p>	<p>Article 97</p> <p>A director may resign before expiration of his term of office. The director who resigns shall submit a written notice on his resignation to the Board. The independent non-executive directors shall also explain in details any matters which are relevant to his resignation, or which he considers, should be drawn to the attention of the shareholders and creditors of the Company.</p> <p>If the number of directors on the Board falls below the minimum number stipulated by the laws as a result of the resignation of a director, such resignation shall not be effective until after the vacancy so arising has been filled up by a succeeding director. The remaining directors of the Board shall as soon as the resignation notice is received, convene an extraordinary general meeting for the purpose of electing a new director to fill up the vacancy so arising. The powers and duties of the resigning director and the remaining directors of the Board shall be subject to reasonable restrictions until a resolution on the election of director is passed at the general meeting. The Company shall appoint a sufficient number of independent non-executive directors to meet the minimum number required under the GEM Listing Rules.</p> <p>Except for the aforesaid situations, the letter of resignation of a director shall be deemed effective immediately upon receipt by the Board.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
Addition of Article 98	<p align="center">Article 98</p> <p align="center">Where a director is considered to have a material interest in a transaction, he shall be required to abstain from voting on the resolution(s) to approve the transaction.</p>
<p>Article 107</p> <p>The Company shall have one general manager and one financial controller. The general manager shall be nominated by the chairman, and appointed or dismissed by the Board of Directors. The financial controller and other officers shall be nominated by the general manager, and appointed or dismissed by the Board of Directors. A member of the Board of Directors may concurrently serve as the general manager, financial controller and another officer.</p>	<p>Article 102</p> <p>The Company shall have one general manager and one financial controller. The general manager shall be nominated by the chairman, and appointed or dismissed by the Board. The financial controller and other officers shall be nominated by the general manager, and appointed or dismissed by the Board. A member of the Board may concurrently serve as the general manager, financial controller and another officer. The general manager is elected for a term of three years and may serve consecutive terms if re-elected upon the expiry of his term.</p>
<p>Article 110</p> <p>In discharging their functions, the Company's general manager and financial controller shall perform their fiduciary and diligent duty in compliance with the provision of the laws, administrative regulations and Articles of Association.</p>	<p>Article 105</p> <p>In discharging their functions, the Company's general manager and financial controller shall perform their fiduciary and diligent duty in compliance with the provision of the laws, administrative regulations and Articles of Association. They shall not amend the resolutions of the shareholders' general meetings and the Board or exceed the authorisation scope.</p>
<p>Article 115</p> <p>The supervisory committee shall convene at least one meeting each year and the chairman of the supervisory committee shall be responsible for convening the meetings.</p>	<p>Article 110</p> <p>The Supervisory Committee shall convene at least one meeting each year every six months and the chairman of the Supervisory Committee shall be responsible for convening the meetings.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 116</p> <p>The supervisory committee shall be accountable to the general meeting and shall discharge the following functions in compliance with the laws:</p> <ol style="list-style-type: none"> (1) examining the Company’s financial affairs; (2) monitoring any non-compliance with laws, administrative regulations or the Articles of Association while the Company’s directors, general manager, financial controller and other officers performing their duties; (3) requesting remedy from the Company’s directors, general manager, financial controller and other officers when their acts prejudice the interests of the Company; (4) verifying financial information, such as financial reports, business reports and profit distribution plans, to be submitted by the Board of Directors at the general meetings and, should any queries arise, appointing certified accountants or practicing auditors to assist in re-examining such information on behalf of the Company; 	<p>Article 111</p> <p>The Supervisory Committee shall be accountable to the general meeting and shall discharge the following functions in compliance with the laws:</p> <ol style="list-style-type: none"> (1) examining the Company’s financial affairs; (2) monitoring the Company’s directors, general manager, financial controller and other officers in performing their duties; and make proposals for dismissal of Board and senior management who had violated laws, administrative regulations, the Articles of Association and general meeting of the Company; (3) requesting remedy from the Company’s directors, general manager, financial controller and other officers when their acts prejudice the interests of the Company; (4) verifying financial information, such as financial reports, business reports and profit distribution plans, to be submitted by the Board at the general meetings and, should any queries arise, appointing certified accountants or practicing auditors to assist in re-examining such information on behalf of the Company;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>(5) proposing to convene extraordinary general meetings;</p> <p>(6) negotiating with or initiating proceedings against a director on behalf of the Company;</p> <p>(7) discharging other functions required by the Articles of Association.</p> <p>A supervisor shall be present at the meetings of the Board of Directors.</p>	<p>(5) proposing to convene extraordinary general meetings; convening and presiding over a general meeting when the Board fails to perform its duty to convene the general meeting as required under the applicable laws;</p> <p>(6) to review and express its review comments in writing in regular reports prepared by the Board;</p> <p>(7) negotiating with or initiating proceedings against a director and senior management on behalf of the Company;</p> <p>(8) submit proposals to general meetings;</p> <p>(9) discharging other functions required by the Articles of Association.</p> <p>A supervisor shall be present at the meetings of the Board, and raise questions or provide consultations on matters raised by the Board.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 121</p> <p>A person may not serve as the Company’s director, supervisor, general manager, financial controller or other officers if he is:</p> <ol style="list-style-type: none"> (1) a person without or with limited capacity for civil conduct; (2) a person who has been convicted for corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the economic and social order, where less than five years have elapsed since the sentence was passed or a person who has been deprived of his/her political rights for committing a crime, where less than five years have elapsed since the sentence was passed; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been placed in liquidation as a result of mismanagement and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the completion of the insolvent liquidation of the company or enterprise; 	<p>Article 116</p> <p>A person may not serve as the Company’s director, supervisor, general manager, financial controller or other officers if he is:</p> <ol style="list-style-type: none"> (1) a person without or with limited capacity for civil conduct; (2) a person who has been convicted for corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the economic and social order, where less than five years have elapsed since the sentence was passed or a person who has been deprived of his/her political rights for committing a crime, where less than five years have elapsed since the sentence was passed; If the person has been declared a suspended sentence and it has not been more than two years since the expiration of the suspended sentence; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been placed in liquidation as a result of mismanagement and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the completion of the insolvent liquidation of the company or enterprise;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>(4) a person who is a former legal representative of a company or enterprise whose business licence was revoked due to violation of law and who was personally liable therefor, where less than three years have elapsed since the date of the revocation of the business licence;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding;</p> <p>.....</p> <p>(7) a person who is not eligible for enterprise leadership under the laws and administrative regulations;</p>	<p>(4) a person who is a former legal representative of a company or enterprise whose business licence was revoked due to violation of law and who was personally liable therefor, where less than three years have elapsed since the date for order of revocation of the business licence;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding and listed as a person subject to execution proceedings for breach of trust by the people’s court;</p> <p>.....</p> <p>(7) a person who is not eligible to act as director, supervisor, general manager, financial controller or other officers under the laws and administrative regulation.</p>
<p>Article 125</p> <p>.....</p> <p>(13) subject to such exceptions specified in the articles of association as the Stock Exchange of Hong Kong Limited may approve (please refer to Note 5 in the Appendix 3 to the GEM Listing Rules), a director not to vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates (as defined in the GEM Listing Rules) has a material interest nor shall he be counted in the quorum present at the meeting.</p>	<p>Article 120</p> <p>.....</p> <p>(13) subject to such exceptions specified in the articles of association as the Stock Exchange of Hong Kong Limited may approve (please refer to Note 5 in the Appendix 3 to the GEM Listing Rules), a director not to vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates (as defined in the GEM Listing Rules) has a material interest nor shall he be counted in the quorum present at the meeting.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 128</p> <p>Except as provided in Article 47 of the Articles of Association, a director, supervisor, general manager, financial controller and other officer of the Company may be relieved of liability for breaches of his certain duty by the informed consent of the shareholders at a general meeting.</p>	<p>Article 123</p> <p>Except as provided in Article 47 of the Articles of Association, aA director, supervisor, general manager, financial controller and other officer of the Company may be relieved of liability for breaches of his certain duty by the informed consent of the shareholders at a general meeting.</p>
<p>Article 142</p> <p>The Company shall deliver or send to each holder of overseas-listed foreign shares the abovementioned reports together with the directors’ report not less than 21 days prior to the date of the annual general meeting by pre-paid mail to their addresses as shown in the register of members.</p>	<p>Article 137</p> <p>The Company shall deliver or send to each holder of Overseas-Listed Foreign Invested Shares the abovementioned reports together with the directors’ report electronically not less than 21 days prior to the date of the annual general meeting by pre-paid mail to their addresses as shown in the register of members.</p>
<p>Article 145</p> <p>The Company shall publish its financial reports for four times in every accounting year, that is, the financial report for the initial quarter shall be published within 45 days after the end of the first three months of every accounting year; the interim financial report shall be published within 45 days after the end of the first six months of every accounting year; the financial report for the third quarter shall be published within 45 days after the end of the first nine months of every accounting year; the annual report shall be published within 3 months after the end of every accounting year.</p>	<p>Article 140</p> <p>The Company shall publish its financial reports for four times in every accounting year, that is, the financial report for the initial quarter shall be published within 45 days after the end of the first three months of every accounting year; the interim financial report shall be published within 45 days after the end of the first six months of every accounting year; the financial report for the third quarter shall be published within 45 days after the end of the first nine months of every accounting year; the annual report shall be published within 3 months after the end of every accounting year.</p> <p>The Company shall publish its annual report not later than 4 months after the date upon which the financial period ended, and interim report not later than 3 months after the date upon which the financial period ended.</p>

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Existing Provisions	Provisions of Amended Provisions
<p>Article 149</p> <p>The Company’s surplus reserve fund may only be used for the following purposes:</p> <ol style="list-style-type: none"> (1) recovery of losses; (2) expansion of the production operations of the Company; (3) capitalisation. <p>Where the Company capitalises its surplus reserve fund in pursuance with the resolution of the general meeting, new shares shall be issued for consideration to shareholders in proportion to their existing shareholdings or the nominal value of each share shall be increased, provided that the balance of the surplus reserve fund shall not be less than 25% of the Company’s registered capital.</p>	<p>Article 144</p> <p>The Company’s surplus reserve fund may only be used for the following purposes:</p> <ol style="list-style-type: none"> (1) recovery of losses; (2) expansion of the production operations of the Company; (3) capitalisation. <p>Where the Company capitalises its surplus reserve fund in pursuance with the resolution of the general meeting, new shares shall be issued for consideration to shareholders in proportion to their existing shareholdings or the nominal value of each share shall be increased, provided that the balance of the surplus reserve fund shall not be less than 25% of the Company’s registered capital prior to the conversion.</p>
<p>Article 154</p> <p>.....</p> <p>The receiving agent(s) appointed by the Company shall meet the requirements of the laws of the place where the Company’s shares are listed or the relevant regulations of those stock exchanges.</p>	<p>Article 149</p> <p>.....</p> <p>A receiving agent appointed by the Company on behalf of the holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be a trust corporation registered under the Trustee Ordinance of Hong Kong (Cap. 29) under the laws of Hong Kong, as amended from time to time.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 164</p> <p>The Company may at its discretion employ and dismiss employees based on the business development needs of the Company and in accordance with the requirements of the laws and administrative regulations of the State.</p>	<p>Article 159</p> <p>The Company may at its discretion employ and dismiss employees based on the business development needs of the Company and in accordance with the requirements of the laws and administrative regulations of the State. PRC.</p>
<p>Article 169</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 Company’s Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division is entitled to demand the Company or the shareholders who consent to the plan to acquire his shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.</p> <p>Such special documents shall be sent by mail to holders of overseas-listed foreign shares at the addresses shown in the register of members.</p>	<p>Article 164</p> <p>In the event of the merger or division of the Company, a plan shall be presented by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Company’s Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division is entitled to demand the Company or the shareholders who consent to the plan to acquire his shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.</p> <p>Such special documents shall be sent by mail to holders of overseas-listed foreign shares at the addresses shown in the register of members.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 177</p> <p>During the liquidation period, the liquidation committee shall discharge the following functions:</p> <p>.....</p> <p>(4) paying all outstanding taxes;</p> <p>.....</p> <p>(6) dealing with the surplus assets remaining after the Company’s debts have been repaid;</p> <p>.....</p>	<p>Article 172</p> <p>During the liquidation period, the Liquidation Committee shall discharge the following functions:</p> <p>.....</p> <p>(4) Payment of outstanding taxes and taxes incurred in the liquidation process;</p> <p>.....</p> <p>(6) dealing with the surplus assets Distribute the remaining assets of the Company after its debts have been repaid;</p> <p>.....</p>
<p>Article 183</p> <p>Amendment of the Company’s Articles of Association in accordance with the Mandatory Provisions of Overseas-Listed Companies’ Articles of Association (signed by the Securities Committee of the State Council and the Economic Reform Committee of the State on 27 August 1994) (“Mandatory Provisions”) shall become effective upon receipt of approvals from the approving department authorised by the State Council. If there is any change in the registration particulars of the Company, application shall be made for change in registration in accordance with law.</p>	<p>Article 183</p> <p>Amendment of the Company’s Articles of Association in accordance with the Mandatory Provisions of Overseas-Listed Companies’ Articles of Association (signed by the Securities Committee of the State Council and the Economic Reform Committee of the State on 27 August 1994) (“Mandatory Provisions”) shall become effective upon receipt of approvals from the approving department authorised by the State Council. If there is any change in the registration particulars of the Company, application shall be made for change in registration in accordance with law.</p>
<p>Chapter 23 Dispute Resolution</p>	<p>Chapter 23 Dispute Resolution</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 184</p> <p>The Company shall abide by the following principles for dispute resolution:</p> <p>(1) Whenever any disputes or claims of rights arise between: holders of the overseas-listed foreign shares and the Company; holders of the overseas- listed foreign shares and the Company’s directors, supervisors, general manager, financial controller or other officers; or holders of the overseas- listed foreign shares and holders of the domestic shares, in respect of any rights or obligations arising from the Company’s Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim of rights or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall, where such person is the Company, the Company’s shareholders, directors, supervisors, general manager, financial controller or other officers, comply with the arbitration.</p>	<p>Article 184</p> <p>The Company shall abide by the following principles for dispute resolution:</p> <p>(1) Whenever any disputes or claims of rights arise between: holders of the overseas-listed foreign shares and the Company; holders of the overseas- listed foreign shares and the Company’s directors, supervisors, general manager, financial controller or other officers; or holders of the overseas- listed foreign shares and holders of the domestic shares, in respect of any rights or obligations arising from the Company’s Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim of rights or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall, where such person is the Company, the Company’s shareholders, directors, supervisors, general manager, financial controller or other officers, comply with the arbitration.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Disputes in respect of the definition of shareholders and disputes in relation to the register of members need not be resolved by arbitration.</p> <p>(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must proceed with the arbitral body elected by the claimant.</p> <p>If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim of rights may apply for the proceedings to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights arising from sub-paragraph (1) of this Article are settled by way of arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.</p> <p>(4) The award of the arbitral body shall be final and conclusive and binding on all parties.</p>	<p>Disputes in respect of the definition of shareholders and disputes in relation to the register of members need not be resolved by arbitration.</p> <p>(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must proceed with the arbitral body elected by the claimant.</p> <p>If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim of rights may apply for the proceedings to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights arising from sub-paragraph (1) of this Article are settled by way of arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.</p> <p>(4) The award of the arbitral body shall be final and conclusive and binding on all parties.</p>

Existing Provisions	Provisions of Amended Provisions
<p>Addition of Article 178</p>	<p>Article 178</p> <p>The Company should send, mail, dispatch, issue, publish or otherwise make available any corporate communication, to the extent permitted under all applicable laws and regulations, (i) by sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the SEHK 's website. The Company must set out on its website the manner in which (i) and/or (ii) above is adopted for dissemination of its corporate communications. The documents that require corporate communications would include (but not limited to) (a) the directors' report, its annual accounts together with a copy of the auditors' report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting (including notice of annual general meeting and extraordinary general meeting); (d) a listing document; (e) a circular; and (f) a proxy form.</p>

Existing Provisions	Provisions of Amended Provisions
	<p data-bbox="911 257 1278 285">Notwithstanding the above:</p> <p data-bbox="911 331 1394 810">(1) The Company must send, mail, dispatch, issue, publish or otherwise make available corporate communications in printed form free of charge to a holder of its securities promptly upon the request of that holder and must disclose, on its website, the relevant arrangements for holders to request corporate communications in printed form; and</p> <p data-bbox="911 857 1394 1293">(2) The Company must send actionable corporate communications to holders of its securities individually and cannot comply with a rule requirement to send, mail, dispatch, issue, publish or otherwise make available an actionable corporate communication, by making it available only on its website and the SEHK's website.</p>
<p data-bbox="264 1321 411 1349">Article 185</p> <p data-bbox="264 1395 823 1800">Unless otherwise provided, any notice or report which is required or permitted to be published by the Company by way of an announcement shall be published on at least one national newspaper designated by the securities regulatory authority of the State Council and, where possible, shall be published on one major English and one major Chinese newspaper in Hong Kong in English and Chinese respectively on the same day.</p>	<p data-bbox="847 1321 994 1349">Article 179</p> <p data-bbox="847 1395 1394 1800">Unless otherwise provided, any notice or report which is required or permitted to be published by the Company by way of an announcement or electronically shall be published on at least one national newspaper designated by the securities regulatory authority of the State Council and, where possible, shall be published on one major English and one major Chinese newspaper in Hong Kong in English and Chinese respectively on the same day.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 186</p> <p>Unless otherwise provided in the Company’s Articles of Association, notices, information or written statements issued by the Company to holders of overseas-listed foreign shares, shall be delivered in person to the address of each of such shareholders as shown in the register, or sent by post to each of such shareholders.</p> <p>Notices to be issued to holders of domestic shares shall be published by way of an announcement on any one or more newspapers designated by the securities regulatory authority of the State Council. All holders of domestic shares shall be deemed to have received such notices once the announcement is published.</p>	<p>Article 180</p> <p>Unless otherwise provided in the Company’s Articles of Association, notices, information or written statements issued by the Company to holders of overseas-listed foreign shares, shall be delivered in person to the address of each of such shareholders as shown in the register, or sent by post to each of such shareholders. electronically to the address of each of such shareholders as shown in the register, or sent by post to each of such shareholders. Holders of Overseas-Listed Foreign Shares of the Company may also elect in writing to receive printed copies of the aforesaid documents by post.</p> <p>Notices to be issued to holders of Domestic Shares shall be published by way of an announcement on any one or more newspapers designated by the securities regulatory authority of the State Council. All holders of Domestic Shares shall be deemed to have received such notices once the announcement is published.</p>
<p>Article 187</p> <p>All notices which are to be sent by post shall be put in a prepaid envelope clearly addressed. Such letters of notice shall be deemed to have been received by shareholders 5 days after being put into mail.</p>	<p>Article 187</p> <p>All notices which are to be sent by post shall be put in a prepaid envelope clearly addressed. Such letters of notice shall be deemed to have been received by shareholders 5 days after being put into mail.</p>
<p>Article 188</p> <p>Any notice, document, information or written statement from the shareholders or directors to the Company shall be delivered in person or sent by registered mail to the registered address of the Company.</p>	<p>Article 181</p> <p>Any notice, document, information or written statement from the shareholders or directors to the Company shall be delivered in person or sent by registered mail electronically to the registered address of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Provisions	Provisions of Amended Provisions
<p>Article 189</p> <p>Shareholders or directors shall provide evidence showing that such notices, documents, information or written statements have been sent to the Company by usual delivery method within a designated time period, or sent to the correct address with postage pre-paid to prove that certain notices, documents, information or written statements have been sent to the Company.</p>	<p>Article 189</p> <p>Shareholders or directors shall provide evidence showing that such notices, documents, information or written statements have been sent to the Company by usual delivery method within a designated time period, or sent to the correct address with postage pre-paid to prove that certain notices, documents, information or written statements have been sent to the Company.</p>

According to Article 98 of Section 2 of Chapter 4 of the original Company Law and Article 111 of Section 2 of Chapter 5 of the new Company Law, all references to the original “general meeting(s)/shareholder(s) meeting(s) (股東大會)” in the Articles of Association will be changed to “general meeting(s) (股東會)” in the new Company Law. The relevant amendments are only explained herein and have not been listed out individually in the above amended provisions.

NOTICE OF ANNUAL GENERAL MEETING

RUIYUAN
瑞 远

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

浙江瑞遠智控科技股份有限公司

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

(Stock Code: 8249)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Zhejiang RuiYuan Intelligent Control Technology Company Limited* (the “**Company**”) will be held physically at 10:00 a.m. on Wednesday, 26 June 2024 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang Town, Zhuji City, Zhejiang Province, the PRC for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the board (the “**Board**”) of Directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023.
2. To re-appoint KTC Partners CPA Limited as the Company’s auditors and authorize the Board to fix auditors’ remuneration.

SPECIAL RESOLUTION

3. (a) To approve the proposed amendments to the Articles of Association of the Company; and
- (b) To authorize the Board to do all such acts or things and to take all such steps and to execute any documents as it considers necessary, appropriate or expedient, including but not limited to arranging for its registration and filing with the relevant government authorities in the PRC and Hong Kong.

By Order of the Board

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

Chairman and Executive Director

He Keng

Ningbo, the PRC, 13 May 2024

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Monday, 27 May 2024 to Wednesday, 26 June 2024 (both days inclusive), during the period no transfer of shares can be registered. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company on Wednesday, 26 June 2024 are entitled to attend and vote at the Annual General Meeting. In order to attend the Annual General Meeting, the holders of H Shares shall lodge all transfer documents accompanied by the relevant H Share certificates with the Company's H share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 24 May 2024.
2. Shareholder entitled to attend and vote at the Annual General Meeting can complete the proxy form provided by the Company to appoint one or more person as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the Annual General Meeting. A proxy need not be a shareholder of the Company.
3. A proxy form for the meeting is enclosed herein. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered not less than 24 hours before the scheduled time of the meeting, or delivered by hand or by post to the Company's H Share Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) or the Company's registered address in the PRC at Factory, No. 3, Laiyan Road West, Economic Development Zone (South Side), Yuyao City, Zhejiang Province, China (for holders of Domestic Shares) 24 hours prior to the time designated at 10:00 a.m. on Tuesday, 25 June, 2024 or any appointing time of any adjourned meeting. If such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited together with the proxy form. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.
4. Shareholders or their proxies shall produce their identity documents when attending the Annual General Meeting.
5. Shareholders who intend to attend the Annual General Meeting should complete and return the enclosed reply slip. In order to be valid, this completed and signed reply slip shall be delivered by hand, by post or by fax to the Company's H share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (fax no: (852) 2890 9350) (H Share) or the Company's registered address (Address: Factory, No. 3, Laiyan Road West, Economic Development Zone (South Side), Yuyao City, Zhejiang Province, China) (Domestic Share) on or before 4:00 p.m. on Thursday, 6 June 2024.
6. The PRC liaison office address of the Company and details of the secretarial office of the Board are as follows:

Factory, No. 3, Laiyan Road West
Economic Development Zone (South Side)
Yuyao City, Zhejiang Province
China

As at the date hereof, the Board comprises of four executive Directors, namely Mr. He Keng, Ms. Wu Shanhong, Mr. Chen Weiqiang and Ms. Zou Jing; and three independent non-executive Directors, namely Mr. Zhou Weibo, Ms. Sheng Ting and Mr. Kwok Kim Hung Eddie.