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If you have sold or transferred all your shares in BaTeLab Co., Ltd., you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agents through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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BaTeLab
BaTeLab Co., Ltd.
蘇州貝克微電子股份有限公司

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

(Stock Code: 2149)

- (1) REPORT ON THE WORK OF THE BOARD OF DIRECTORS FOR 2024**
- (2) REPORT ON THE WORK OF THE SUPERVISORY COMMITTEE FOR 2024**
- (3) 2024 ANNUAL REPORT**
- (4) AUDITED FINANCIAL STATEMENTS FOR 2024**
- (5) PROFIT DISTRIBUTION PLAN FOR 2024**
- (6) APPOINTMENT OF AUDITOR FOR 2025**
- (7) APPLICATION FOR A BANK CREDIT LINE FOR 2025**
- (8) ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD OF DIRECTORS**
- (9) REMUNERATION PLAN OF THE SECOND SESSION OF THE BOARD OF DIRECTORS**
- (10) AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE SYSTEMS**
- (11) ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RELEVANT RULES OF PROCEDURE**
- (12) GRANT OF THE GENERAL MANDATE TO THE BOARD TO ISSUE SHARES**
- (13) GRANT OF THE GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES**
- AND**
- (14) NOTICE OF 2024 AGM**

Capitalized terms used on this cover page have the same meanings as those defined in the “Definitions” section of this circular.

The Letter from the Board is set out on page 4 to page 19 of this circular.

The Company will hold the AGM at the Room 220, Building 12B, Zilang Technology City, Chongchuan District, Nantong, Jiangsu Province, the PRC at 10:30 a.m. on Friday, 27 June 2025. The notice of the AGM is set out on page AGM-1 to page AGM-4 of this circular. The form of proxy for the AGM is enclosed with this circular and is available on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.batelab.com).

Shareholders who intend to attend the AGM by proxy are required to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to us not later than 24 hours before the time designated for holding the AGM or any adjournment thereof (as the case may be), i.e. by 10:30 a.m. on Thursday, 26 June 2025. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish at that time.

6 June 2025

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DEFINITIONS

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

“AGM”	the annual general meeting for 2024 to be held by the Company at the Room 220, Building 12B, Zilang Technology City, Chongchuan District, Nantong, Jiangsu Province, the PRC at 10:30 a.m. on Friday, 27 June 2025
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Audit Committee”	the audit committee of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	BaTeLab Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2149)
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“Director(s)”	the director(s) of the Company
“H Share(s)”	the ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the Hong Kong Stock Exchange
“H Shareholders”	holders of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuance Mandate”	a general mandate to be granted to the Board to exercise the powers of the Company to issue additional Shares and/or re-sell the Treasury Shares of the Company, if permitted by the Listing Rules, not exceeding 20% of the aggregate number of the issued Shares of the Company (excluding Treasury Shares) at the date of passing the relevant resolution, subject to the conditions set out in the resolution to be proposed at the AGM for approving such general mandate

DEFINITIONS

“Latest Practicable Date”	3 June 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Nomination Committee”	nomination committee of the Company
“PRC”	the People’s Republic of China, for the purposes of this circular, excluding Hong Kong, Macao Special Administrative Region of the PRC and Taiwan
“Remuneration and Evaluation Committee”	remuneration and evaluation committee of the Company
“Repurchase Mandate”	a general mandate to be granted to the Board to exercise the powers of the Company to repurchase H Shares not exceeding 10% of the aggregate number of H Shares in issue (excluding Treasury Shares) of the Company at the date of passing the relevant resolution, subject to the conditions set out in the resolution to be proposed at the AGM for approving such general mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong), as amended from time to time
“Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including Unlisted Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Strategy Committee”	strategy committee of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended from time to time

DEFINITIONS

“Treasury Shares”	has the meaning ascribed to it under the Listing Rules, as amended from time to time
“Unlisted Domestic Shareholders”	holders of Unlisted Domestic Shares
“Unlisted Domestic Shares”	the ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, issued by domestic enterprises but not listed or quoted on any domestic trading venues
“%”	per cent

LETTER FROM THE BOARD

BaTeLab
BaTeLab Co., Ltd.
蘇州貝克微電子股份有限公司

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

(Stock Code: 2149)

Executive Directors:

Mr. Li Zhen (*Chairman*)

Mr. Zhang Guangping

Mr. Li Yi

Headquarter and Registered Office in the PRC

Building 1

No. 150 Jici Road

Science and Technology Town

Gaoxin District, Suzhou

Jiangsu Province

the PRC

Non-executive Director:

Mr. Kong Jianhua

Independent non-executive Directors:

Mr. Zhao Heming

Mr. Wen Chengge

Mr. Ma Ming

Ms. Kang Yuanshu

Principal Place of Business in Hong Kong

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

To Shareholders:

Dear Sir or Madam,

- (1) REPORT ON THE WORK OF THE BOARD OF DIRECTORS FOR 2024**
- (2) REPORT ON THE WORK OF THE SUPERVISORY COMMITTEE FOR 2024**
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- AND**
- (14) NOTICE OF 2024 AGM**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information to enable you to make informed decisions on the resolutions at the AGM.

Ordinary resolutions to be proposed at the AGM:

- (1) To consider and approve the resolution on the report on the work of the Board of Directors for 2024 of the Company;
- (2) To consider and approve the resolution on the report on the work of the Supervisory Committee for 2024 of the Company;
- (3) To consider and approve the resolution on the 2024 annual report of the Company;
- (4) To consider and approve the resolution on the audited financial statements for 2024 of the Company;
- (5) To consider and approve the resolution on the profit distribution plan for 2024 of the Company;
- (6) To consider and approve the resolution on the appointment of auditor for 2025 of the Company;
- (7) To consider and approve the resolution on the application for a bank credit line for 2025 of the Company;
- (8) To consider and approve the resolution on the election of the non-independent directors of the second session of the Board of Directors;
- (9) To consider and approve the resolution on the election of the independent directors of the second session of the Board of Directors;
- (10) To consider and approve the resolution on the remuneration plan of the second session of the Board of Directors; and
- (11) To consider and approve the resolution on the amendments to the internal corporate governance systems.

Special resolutions to be proposed at the AGM:

- (12) To consider and approve the resolution on the abolishment of the Supervisory Committee and the amendments to the Articles of Association;

LETTER FROM THE BOARD

- (13) To consider and approve the resolution on the amendments to the Rules of Procedure for the Shareholders' Meetings;
- (14) To consider and approve the resolution on the amendments to the Rules of Procedure for the Board Meetings;
- (15) To consider and approve the resolution on the grant of the general mandate to the Board to issue Shares; and
- (16) To consider and approve the resolution on the grant of the general mandate to the Board to repurchase H Shares.

To further your understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided detailed information in this circular.

2. MATTERS TO BE CONSIDERED AT THE AGM

2.1 To consider and approve the resolution on the report on the work of the Board of Directors for 2024 of the Company

The main contents of the report on the work of the Board of Directors for 2024 of the Company are set out in the section headed "Report of the Board of Directors" in the 2024 annual report of the Company.

The above resolution has been considered and approved by the Board on 20 March 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

2.2 To consider and approve the resolution on the report on the work of the Supervisory Committee for 2024 of the Company

The main contents of the report on the work of the Supervisory Committee for 2024 of the Company are set out in the section headed "Report of the Supervisory Committee" in the 2024 annual report of the Company.

The above resolution has been considered and approved by the Supervisory Committee on 20 March 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

2.3 To consider and approve the resolution on the 2024 annual report of the Company

The 2024 annual report of the Company, which contains information relating to the Company's results for the year ended 31 December 2024, has been published on the Company's website (www.batelab.com) and the website of the Hong Kong Stock Exchange (www.hkexnews.hk). It has been considered and approved by the Board on 20 March 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

LETTER FROM THE BOARD

2.4 To consider and approve the resolution on the audited financial statements for 2024 of the Company

The audited financial statements for 2024 of the Company are set out in the 2024 annual report of the Company.

The above resolution has been considered and approved by the Board on 20 March 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

2.5 To consider and approve the resolution on the profit distribution plan for 2024 of the Company

The Board does not recommend the distribution of any final dividend for the year ended 31 December 2024.

The above resolution has been considered and approved by the Board on 20 March 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

2.6 To consider and approve the resolution on the appointment of auditor for 2025 of the Company

Reference is made to the announcement of the Company dated 6 June 2025, in relation to, among other things, the proposed change of auditor.

In order to take cost-effectiveness into account, the Company has initiated the change process of the Auditor. Such change will maintain the independence of the Company's external audit services and is in the interests of the Company and its Shareholders as a whole.

KPMG has served as the Company's Auditor since 2023 and will retire upon the expiration of its term of office from the conclusion of the annual general meeting of 2024 of the Company.

The Board and the Audit Committee have confirmed that there is no disagreement between the Company and KPMG and there are no other matters relating to the proposed change of Auditor that need to be brought to the attention of the Shareholders.

Upon the recommendation of the Audit Committee, the Board proposed the appointment of Rongcheng (Hong Kong) CPA Limited as the new Auditor. Considering that RSM China CPA LLP was the domestic auditing institution of the Company and has maintained communication all along, the Board thus suggested.

Such appointment shall take effect upon the conclusion of the AGM and remain valid until the end of the next annual general meeting.

The above resolution has been considered and approved by the Board on 6 June 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

LETTER FROM THE BOARD

2.7 To consider and approve the resolution on the application for a bank credit line for 2025 of the Company

In order to fulfill the financial needs for the production and operation of the Company, the Company intends to apply to various commercial banks for integrated credit line of no more than RMB3 billion (inclusive) (subject to the limit actually approved by various financial institutions) in 2025, for a credit period from the date of consideration and approval at the AGM until the end of the next annual general meeting of the Company. At the same time, the Company proposes to the general meeting to authorize the management of the Company to sign on behalf of the Company all contracts, agreements, vouchers and other legal documents related to credit and financing within the scope of the above credit line and limit.

The Company will fulfill the relevant disclosure and compliance obligations in accordance with the requirements of the Listing Rules and relevant rules when each specific financing act is made.

The above resolution has been considered and approved by the Board on 20 March 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

2.8 To consider and approve the resolution on the election of the Directors of the second session of the Board of Directors

Reference is made to the announcement of the Company dated 7 November 2024 in relation to, among other things, the postponed the election of the new session of the Board.

As the term of the first session of the Board has expired, in accordance with the Articles of Association, Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi have been nominated as the executive Director candidates for the second session of the Board, Mr. Kong Jianhua has been nominated as the non-executive Director candidate for the second session of the Board, Mr. Zhao Heming Mr. Wen Chengge, Mr. Ma Ming and Ms. Kang Yuanshu have been nominated as independent non-executive Director candidates of the second session of the Board.

The term of the Directors of the second session of the Board will be three years with effect from the date of the consideration and approval at the AGM. Upon the approval, the Company will enter into a service contract with each Director respectively, and the appointment of members of the special committees of the Board will be made as soon as possible.

Biographical details of the candidates for Directors are set out in Appendix I to this circular.

The independent non-executive Director candidates have all confirmed to the Company that they comply with the independence requirement under Rule 3.13 of the Listing Rules. The Company has conducted assessment on their independence and is of the view that each of them complies with the independence requirement as set out in Rule 3.13 of the Listing Rules and that they are considered as independent.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed in the Appendix I to this circular, (i) none of the Director candidates held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other major positions; (ii) none of the Director candidates has any relationship with any Director, Supervisor, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules); and (iii) none of the Director candidates has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed in this circular, the Board is not aware of any other matter in relation to the Director candidates which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

The above resolution has been considered and approved by the Board on 6 June 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

2.9 To consider and approve the resolution on the remuneration plan of the second session of the Board of Directors

Considering the actual situation of the Company, the development level of the region where the Company is located and referring to the remuneration plans of directors of listed companies in the same industry, the Company has formulated the remuneration plan of the second session of the Board as follows:

The remuneration of the executive Directors shall be determined in accordance with the positions they hold in the Company and the remuneration management policy of the Company, and shall not receive additional remuneration as a Director. The non-executive Directors shall not receive remuneration from the Company. The independent non-executive Directors shall receive the remuneration of RMB60,000 (tax inclusive) per year from the Company.

The above resolution has been considered by the Remuneration and Evaluation Committee and approved by the Board on 6 June 2025. It is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

LETTER FROM THE BOARD

2.10 To consider and approve the resolution on the amendments to the internal corporate governance systems

In order to comply with the proposed amendments to the Articles of Association (details of which are set out Appendix II to this circular), the Board proposed to amend the rules for the management of connected transactions, the rules for the management of external guarantees, the rules for the management of external investments, the rules for the work of independent non-executive Directors and the rules for the management of remuneration of Directors, Supervisors and senior executives accordingly.

The above resolution has been considered and approved by the Board on 6 June 2025 and is hereby submitted to the AGM for consideration and approval by way of ordinary resolution.

2.11 To consider and approve the resolution on the abolishment of the Supervisory Committee and the amendments to the Articles of Association and relevant rules of procedures

Reference is made to the announcement of the Company dated 6 June 2025, in relation to, among other things, the proposed abolishment of the Supervisory Committee and the amendments to the Articles of Association and relevant rules of procedures.

In accordance with the latest Company Law that came into force on 1 July 2024 and to further improve the corporate governance of the Company, the Board resolved and proposed to amend the Articles of Association in accordance with the Company Law, the Listing Rules and the actual needs of the Company's strategic development.

The major contents of the proposed amendments include:

- (1) abolishing the Supervisory Committee and transferring its functions to the Audit Committee;
- (2) adjusting certain powers of the Shareholders' meeting and the Board;
- (3) strengthening the rights of Shareholders, adjusting the proportion of the total number of voting shares of the Company, individually or collectively, to submit proposals to the Company to more than one percent;
- (4) further clarifying the arrangement on the electronic dissemination of the corporate communications of the Company; and
- (5) other corresponding and miscellaneous amendments.

LETTER FROM THE BOARD

In accordance with the amendments to the Articles of Association, the Board proposed to amend the relevant contents of the Rules of Procedure for the Shareholders' Meetings and the Rules of Procedure for the Board Meetings accordingly, and to abolish the Rules of Procedure for the Supervisory Committee.

In addition, reference is made to the announcements of the Company dated 21 May 2025 and 28 May 2025 that the Company has completed the placing of 3,000,000 new H Shares, the Board proposed to amend the Articles of Association in respect of the registered capital and the total number of Shares accordingly.

The details of the proposed amendments are set out in Appendices II, III and IV of this circular.

The above resolution has been considered and approved by the Board on 6 June 2025 and is hereby submitted to the AGM for consideration and approval by way of special resolution.

2.12 To consider and approve the resolution on the grant of the general mandate to the Board to issue Shares

In order to meet capital requirements of the Company for its continuous business development, to utilize financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, a special resolution is proposed at the AGM to grant the Issuance Mandate to the Board to allot, issue or deal with additional Shares and/or re-sell Treasury Shares of the Company (if permitted by the Listing Rules) during the Relevant Period (as defined below) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares) of the Company as at the date of passing such resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 63,000,000 Shares (including 45,000,000 Unlisted Domestic Shares and 18,000,000 H Shares) and the Company does not have any Treasury Shares.

Subject to the passing of the resolution in relation to the grant of the Issuance Mandate and on the basis that no further Shares will be issued or repurchased or canceled and the Company does not have any Treasury Shares on or before the date of the AGM, the Company will be allowed under the Issuance Mandate to allot and issue additional Shares and/or re-sell Treasury Shares of the Company (if permitted under the Listing Rules), up to a maximum of 12,600,000 Shares (including Unlisted Domestic Shares and/or H Shares).

LETTER FROM THE BOARD

Details of the Issuance Mandate

- (a) Subject to the conditions set out in (b) below, the Board is hereby authorized to approve, allot, issue, grant and/or otherwise deal with, additional Shares, securities convertible into Shares and options, warrants or other securities with the right to subscribe for or convert into Shares and/or re-sell Treasury Shares of the Company (if permitted by the Listing Rules), either separately or concurrently, during the Relevant Period (as defined below);
- (b) The number of additional Shares, securities convertible into Shares or options, warrants or other securities with the right to subscribe for or convert into Shares (which shall be calculated on the basis of the number of Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board and/or Treasury Shares of the Company proposed to be re-sold (if permitted by the Listing Rules) shall not exceed 20% of the number of issued Shares (excluding Treasury Shares) of the Company as at the date of the passing of this resolution at the AGM;
- (c) The Board shall be authorized to formulate and implement specific issuance plan when exercising the Issuance Mandate, including but not limited to the class of new Shares proposed to be issued, the pricing method and/or the issuance price (including the price range), number of Shares to be issued, target subscribers and use of proceeds, etc., determine the timing of issuance, period of issuance;
- (d) The Board shall be authorized to engage services of intermediary institutions for matters in relation to the issuance, and to consider, approve and execute on behalf of the Company all acts, deeds, documents and other matters which are necessary, appropriate, desirable or relevant to the issuance, including but not limited to placement and underwriting agreements and engagement agreements of intermediary institutions;
- (e) The Board shall be authorized to consider, approve and execute, on behalf of the Company, the statutory documents relating to the issuance for submission to the relevant regulatory authorities; perform relevant approval procedures pursuant to the requirements of regulatory authorities and the place where the Company is listed; and complete all necessary recordation, registration and filing procedures with the relevant government authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);

LETTER FROM THE BOARD

- (f) The Board shall be authorized to amend, as required by the relevant regulatory authorities within or outside the PRC, the relevant agreements and statutory documents under items (d) and (e) above; and
- (g) The Board shall be authorized to approve the increase of the registered capital of the Company after the issuance of new Shares, make amendments to the Articles of Association in relation to the total share capital and shareholding structure, etc., and fulfill the relevant registration and filing procedures as required by the regulatory authorities within or outside the PRC.

Period of the Issuance Mandate

The above Issuance Mandate shall not exceed the Relevant Period. “**Relevant Period**” refers to the period commencing from the date on which this resolution is passed at the AGM as a special resolution to the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (b) the expiration of a 12-month period following the passing of this resolution at the AGM; or
- (c) the date on which the authorization set out in this resolution is revoked or amended by a special resolution by the Shareholders in the general meeting.

The above resolution has been considered and approved by the Board on 6 June 2025 and is hereby submitted to the AGM for consideration and approval by way of special resolution.

LETTER FROM THE BOARD

2.13 To consider and approve the resolution on the grant of the general mandate to the Board to repurchase H Shares

The Company Law (to which the Company is subject to) provides that a joint stock limited company incorporated in the PRC may not purchase its shares unless for one of the following circumstances:

- (a) reducing its registered capital;
- (b) merging with another company that holds its shares;
- (c) using shares for employee stock ownership plan or equity incentives;
- (d) a shareholder who objects to the resolution on merger or division of the company passed by a shareholders' general meeting may request the company to acquire his/her/its shares;
- (e) utilizing the shares for conversion of corporate bonds issued by the listed company which are convertible into shares; or
- (f) it is necessary for the listed company to maintain corporate value and shareholders' interests. In accordance with the Articles of Association, the Company may cancel its Shares for the purposes of reducing its share capital; merging with another company that holds its Shares; using Shares for employee stock ownership plan or equity incentives; a Shareholder who objects to the resolution on merger or division of the Company passed by a Shareholders' general meeting may request the Company to acquire his/her/its shares; utilizing the Shares for conversion of corporate bonds issued by the Company which are convertible into Shares; or it is necessary for the Company to maintain corporate value and Shareholders' interests; or in circumstances permitted by law or administrative regulations.

The Listing Rules permit shareholders of a joint stock limited company duly incorporated in the PRC to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting.

As the H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars, the amount payable by the Company upon any repurchase of its H Shares will, therefore, be paid in Hong Kong dollars, the approvals of State Administration of Foreign Exchange and other relevant government authorities are required for any repurchase of H Shares.

In accordance with the requirements of Article 173 of the Articles of Association applicable to capital reduction, the Company must prepare a balance sheet and a property inventory when reducing its registered capital. The Company shall notify its creditors within ten days from the

LETTER FROM THE BOARD

date of the resolution on the registered capital reduction and shall publish an announcement on the newspaper(s) within 30 days. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days from the date of the announcement, to request the Company to pay its debts or to provide corresponding guarantee for such debts. The registered capital of the Company after its reduction shall not be less than the statutory minimum amount.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the Repurchase Mandate. In accordance with the aforesaid requirements of law, the Listing Rules and the Articles of Association, a special resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, i.e. a conditional general mandate to repurchase H Shares during the Relevant Period (as defined below) up to a maximum of 10% of the total number of H Shares in issue of the Company (excluding any Treasury Shares) as at the date of passing of such special resolution at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 18,000,000 H Shares. Assuming the Repurchase Mandate is approved at the AGM, the exercise in full of the Repurchase Mandate would result in up to 1,800,000 H Shares (assuming there is no issue or repurchase of additional H Shares from the Latest Practicable Date up to the date of the AGM) being repurchased by the Company during the Relevant Period (as defined below).

Conditions to Repurchase H Shares

The Repurchase Mandate will be conditional upon:

- (a) the passing of the special resolution approving the grant of the Repurchase Mandate at the AGM;
- (b) the obtaining of the approvals of the relevant regulatory authorities in the PRC (if applicable) as required by the laws, rules and regulations of the PRC; and
- (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them pursuant to the notification procedure under Article 173 of the Articles of Association.

If the Company determines to repay any amount to any of its creditors in the circumstances described under condition (b) above, it expects to do so out of its internal generated fund. If the conditions are not fulfilled, the Repurchase Mandate will not be exercised by the Directors.

LETTER FROM THE BOARD

Details of the Repurchase Mandate

In the event that approval is obtained from all relevant regulatory authorities in the PRC for the repurchase of such H Shares (if applicable) and in the event that the Board conducts the repurchase of H Shares pursuant to the Repurchase Mandate, the Board or its authorized person(s) is/are hereby authorized to approve, execute, do, procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the repurchase, including but not limited to:

- (a) formulate and implement specific repurchase plans, including but not limited to repurchase price, number of Shares to be repurchased, etc., and to determine the timing and period of repurchase;
- (b) notify the creditors and publish announcements in accordance with the provisions of relevant laws, regulations and regulatory documents and the Articles of Association;
- (c) open a foreign stock account and complete the corresponding registration procedure of the change in foreign exchange;
- (d) fulfil the relevant approval, filing and/or disclosure procedures (if necessary) in accordance with the requirements of laws, regulations, the Articles of Association, the securities regulatory authorities and the places where the Company's Shares are listed and any other relevant governmental or regulatory authorities in the PRC;
- (e) complete the procedure for the transfer of the H Shares bought back into Treasury Shares or cancellation thereof according to the actual repurchase situation, to amend the Articles of Association in relation to the total share capital and shareholding structure and complete the change of registration procedures, and to execute other documents and matters related to the repurchase of Shares (if any); and
- (f) sign and execute other documents and complete other matters related to the repurchase of Shares.

Period of the Repurchase Mandate

The above Repurchase Mandate shall not exceed the Relevant Period. “**Relevant Period**” refers to the period commencing from the date on which this resolution is passed at the AGM as a special resolution to the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution;

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- (b) the expiration of a 12-month period following the passing of this resolution at the AGM; or
- (c) the date on which the authorization set out in this resolution is revoked or amended by a special resolution by the Shareholders in the general meeting.

Explanatory Statement

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix V to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

The above resolution has been considered and approved by the Board on 6 June 2025 and is hereby submitted to the AGM for consideration and approval by way of special resolution.

3. AGM

The Company will hold its AGM at the Room 220, Building 12B, Zilang Technology City, Chongchuan District, Nantong, Jiangsu Province, the PRC at 10:30 a.m. on Friday, 27 June 2025 to consider and approve the resolutions set out in the notice of AGM. The notice of AGM is set out on page AGM-1 to page AGM-4 of this circular. An announcement on the poll results will be published by the Company after the conclusion of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For the purpose of determining the entitlement of the Shareholders to attend and vote at the AGM, the registration of Share transfers will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both days inclusive), during which no Share transfers will be made. To be eligible to attend and vote at the AGM, all completed transfer forms together with the relevant Share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, (in respect of H Shareholders) or the Company's Board Office at Building 1, No. 150 Jici Road, Science and Technology Town, Gaoxin District, Suzhou, Jiangsu Province, the PRC (in respect of Unlisted Domestic Shareholders) not later than 4:30 p.m. on Monday, 23 June 2025 for registration. Shareholders whose names appear on the Company's register of members on Friday, 27 June 2025 are entitled to attend and vote at the AGM.

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If you wish to appoint a proxy to attend the AGM, you must complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to us. If the instrument appointing the proxy is signed by an attorney of the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarially certified and shall be delivered together with the form of proxy. The form of proxy, together with a notarially certified copy of the power of attorney or other authorization document, must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shareholders), or the Company's Board Office at Building 1, No. 150 Jici Road, Science and Technology Town, Gaoxin District, Suzhou, Jiangsu Province, the PRC (in respect of Unlisted Domestic Shareholders) not later than 24 hours before the time designated for holding the AGM or any adjournment thereof (as the case may be), i.e. by 10:30 a.m. on Thursday, 26 June 2025 to be valid. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

4. TO VOTE BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by Shareholders at the general meetings must be taken by poll. Therefore, the resolutions proposed at the AGM shall be voted by way of poll.

Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by the Shareholders (including proxies thereof) attending the AGM. Special resolutions shall be passed by votes representing more than two-thirds of the voting rights held by the Shareholders (including proxies thereof) attending the AGM.

To the best knowledge, information and belief of the Directors after all reasonable inquiries, as at the Latest Practicable Date, no Shareholder was required to abstain from voting on the resolutions to be proposed at the AGM.

5. DISCLAIMER

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

LETTER FROM THE BOARD

6. RECOMMENDATIONS

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

7. OTHER INFORMATION

Your attention is drawn to this circular and the other information contained in the notice of AGM.

Yours Sincerely
By order of the Board
BaTeLab Co., Ltd.
Mr. Li Zhen
Chairman

Suzhou, the PRC, 6 June 2025

Candidates for Executive Director

Mr. Li Zhen, born in February 1986, is our co-founder. He was appointed as our executive Director on 12 November 2010 and appointed as the chairman of the Board on 15 December 2015. Mr. Li Zhen also serves as the Chairman of the Strategy Committee. Mr. Li Zhen served as the head of our R&D department from November 2010 to January 2023. After obtaining his master’s degree in the United States, Mr. Li Zhen returned to China in 2010 to start his own business, exploring and leading the continuous innovation of efficient analog IC design and patterned wafer delivery business model. Led by Mr. Li Zhen, our management team possesses a wealth of experience in enterprise management, product development and marketing. Mr. Li Zhen studied in the Basic Science Class of Tsinghua University in the PRC in 2004, majoring in mathematics and physics of the department of physics. He was later admitted as a regular student for fall term 2005–2006 from Tsinghua University to Massachusetts Institute of Technology in the United States in 7 September 2005, and obtained his bachelor’s degree in electronic science and engineering in June 2009 and his master’s degree in electrical engineering and computer science in February 2010. Mr. Li Zhen was recognized as Leading Talent in Science and Technology Innovation and Entrepreneurship of Suzhou New District (Class A) by the CPC Working Committee of Suzhou New District in September 2010 and Leading Talent in Innovation and Entrepreneurship of Gusu District by Suzhou Municipal People’s Government in July 2012. Mr. Li Zhen is a cousin of Mr. Li Yi (who serves as an executive Director, a deputy general manager, the secretary of the Board of Directors, the head of the finance department and a joint company secretary of the Company).

As at the Latest Practicable Date, Mr. Li Zhen, Mr. Li Yi, Suzhou Backward Electronic Co., Ltd. (“**Backward Electronic**”) and Suzhou Backward Investment Partnership (Limited Partnership) (“**Backward Partnership**”) held in aggregate 15,436,645 Unlisted Domestic Shares, representing approximately 24.50% of the Company’s total share capital. As of the Latest Practicable Date, Backward Partnership was owned as to 41.63% by Backward Electronic as general partner, which in turn was owned as to 53.50% by Mr. Li Zhen. Each of Backward Electronic and Backward Partnership is an investment holding entity with no business activity.

Pursuant to the acting in concert agreement dated 31 March 2022 and executed by Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi (the “**Concert Party Agreement**”), Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi (the “**Concert Parties**”) agreed and confirmed, among others, that from the date when they became direct and/or indirect Shareholders to such date when all of them cease to be directly or indirectly interested in the Company, they had been and would continue to be acting in concert. Pursuant to the Concert Party Agreement, the Concert Parties had consulted and would consult with each other and reach a unanimous consensus among themselves before the decision, implementation and agreement on material operation and development affairs and/or all voting at Board meetings and the general meetings. In the event that they are unable to reach consensus on any matter presented, it shall be resolved by a simple majority vote, with each Concert Party entitled to one vote. For details of the Concert Party Agreement, please see the section headed “History, Development and Corporate Structure” of the prospectus of the Company dated 18 December 2023. By virtue of the SFO, each of Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi together with their respective investment holding companies (being Backward Electronic and Backward Partnership) are deemed to be interested in the Shares held by each other.

Mr. Zhang Guangping, born in June 1985, is our co-founder. He was the Supervisor from November 2010 to September 2013. He served as our sales director from November 2010 to January 2021. Mr. Zhang was appointed as our Director on 15 December 2015 and our general manager on 15 January 2021. He was re-designated as our executive Director on 27 April 2023. Mr. Zhang is also a member of the Remuneration Committee and the Strategy Committee of our Company. Mr. Zhang is primarily responsible for the overall operation and management of our Company. Mr. Zhang obtained his bachelor's degree in mathematics and physics from Tsinghua University in the PRC in July 2008. For the interest or deemed interest in the Shares held by Mr. Zhang, please see the biographical details of Mr. Li Zhen above.

Mr. Li Yi, born in March 1979, is our co-founder. He served as our general manager from November 2010 to January 2021. He has been serving as our Director since 15 December 2015, the deputy general manager and the head of our financial department since 15 January 2021, the secretary of the Board since 12 November 2021. He was re-designated as our executive Director on 27 April 2023. Mr. Li Yi is also a member of the Nomination Committee, and a member of the Strategy Committee of our Company. Mr. Li Yi was appointed as a joint company secretary of the Company on 1 June 2023. Mr. Li Yi is primarily responsible for the financial management and company secretarial matters of our Company and assisting the operation of the Board. From August 2002 to July 2003, Mr. Li Yi worked at Jiangsu Vocational College of Business (formerly known as Jiangsu Nantong Vocational Supply and Marketing School), where he was primarily responsible for education and teaching. From March 2004 to September 2008, he worked at Jiangsu Suzhou Steel Group Co., Ltd., an industrial company, where he was primarily responsible for accounting affairs. Mr. Li Yi obtained his bachelor's degree in accounting from Shanxi University of Finance and Economics in the PRC in July 2002. Mr. Li Yi is a cousin of Mr. Li Zhen (who serves as the executive Director and the chairman of the Board of our Company). For the interest or deemed interest in the Shares held by Mr. Li Yi, please see the biographical details of Mr. Li Zhen above.

Candidate for Non-Executive Director

Mr. Kong Jianhua, born in October 1983, was appointed as our Director on 15 December 2015 and re-designated as our non-executive Director on 27 April 2023. Mr. Kong is primarily responsible for the provision of guidance for the overall development of our Company. Mr. Kong served as a staff of business development division at Jiangsu Branch of China Export & Credit Insurance Corporation, an insurance company. From August 2010 to March 2012, he served as the investment manager at Suzhou High-Tech Venture Capital Group Co., Ltd., an investment company, where he was primarily responsible for investment management. He served consecutively as the investment director, the deputy general manager and the general manager from March 2012 to April 2019, and has been serving as the director of Suzhou High-tech Venture Capital Group Ronglian Management Co., Ltd., an investment company, since August 2015, where he was primarily responsible for investment management, the overall strategic planning and management and supervision of the daily affairs. Since December 2017, he has served as the director and general manager at Suzhou High-tech Venture Capital Group Rongxiang Investment Management Co., Ltd., a venture capital company, where he is primarily responsible for the overall management. Mr. Kong also holds directorship in several technology, manufacture and other companies concurrently, including Shanghai Yingshuang Electric Machinery Co., Ltd. and Jiangsu Tiangong Information Technology Co., Ltd., etc., where he is primarily responsible for the overall management of the aforementioned companies. Mr. Kong obtained his bachelor's degree in English from China University of Mining and Technology in the PRC in July 2005 and his master's degree in laws from Peking University in the PRC in July 2008.

As at the Latest Practicable Date, Suzhou Rongxiang Beiyong Venture Capital Partnership (Limited Partnership) (蘇州融享貝贏創業投資合夥企業(有限合夥)) (“**Rongxiang Beiyong**”) held 2,846,352 Unlisted Domestic Shares, representing approximately 4.52% of the Company’s total share capital. The general partner of Rongxiang Beiyong was Suzhou Hi-tech Venture Capital Group Rongxiang Investment Management Co., Ltd. (蘇州高新創業投資集團融享投資管理有限公司), which was ultimately controlled by Mr. Kong. By virtue of the SFO, Mr. Kong is deemed to be interested in the Shares held by Rongxiang Beiyong.

Candidates for Independent Non-Executive Director

Mr. Zhao Heming, born in August 1957, was appointed as our independent Director on 12 November 2021 and re-designated as our independent non-executive Director on 27 April 2023. Mr. Zhao is also the chairman of the Nomination Committee and a member of the Audit Committee of our Company. Mr. Zhao is primarily responsible for the provision of independent advice to the Board. Mr. Zhao joined Soochow University in 1993 and served as the assistant professor from 1993 to 1999. He was then appointed as the professor in 1999 and the doctoral supervisor in 2002, and currently serves as the professor, the doctoral supervisor and the dean of the department of information engineering. He has been engaged in teaching and scientific research in the field of speech signal processing, intelligent computing, and digital signal processing systems. Mr. Zhao served as a member of the Jiangsu Provincial People’s Political Consultative Conference from February 2003 to January 2018. Mr. Zhao is currently a member of the National Signal Processing Society, a standing director of Jiangsu Electronic Society, and the president of Suzhou Electronic Society. In addition, he is also an editorial board member of the “Acta Acustica”, the “Journal of Electronics & Information Technology” and the “Journal of Signal Processing”. In addition to the aforesaid working experiences, Mr. Zhao served as an independent director of New SEA UNION Technology Group Co., Ltd., a technology company listed on the Shenzhen Stock Exchange (stock code: 002089), from March 2007 to May 2013, served as an independent director of Suzhou TFC Optical Communication Co., Ltd., a technology company listed on the Shenzhen Stock Exchange (stock code: 300394), from December 2011 to November 2017, served as an independent Director of Suzhou Anjie Technology Co., Ltd., a technology company listed on the Shenzhen Stock Exchange (stock code: 002635), from September 2014 to June 2019 and since June 2022, and provided independent advice to the Board of Directors. Mr. Zhao obtained his bachelor’s degree in physics from Soochow University (formerly known as Jiangsu Normal College in the PRC in January 1982. He has obtained the independent director qualification certificate from Shenzhen Stock Exchange in April 2008.

Mr. Wen Chengge, born in May 1969, was appointed as our independent Director on 12 November 2021 and re-designated as our independent non-executive Director on 27 April 2023. Mr. Wen is also the chairman of the Remuneration Committee, a member of the Audit Committee, and a member of the Nomination Committee of our Company. Mr. Wen is primarily responsible for the provision of independent advice to the Board. Mr. Wen has been serving as the associate professor of the School of Business in Suzhou University of Science and Technology since June 2000, where he is primarily responsible for scientific research and teaching. Mr. Wen obtained his bachelor’s degree in electromechanical foreign trade from Chongqing University in the PRC in July 1990. He obtained a master’s degree in business administration in July 1999 and a doctor’s degree in enterprise management in June 2007 from Renmin University of China in the PRC.

Mr. Ma Ming, born in September 1977, was appointed as our independent Director on 12 November 2021 and re-designated as our independent non-executive Director on 27 April 2023. Mr. Ma is also the chairman of the Audit Committee and a member of the Remuneration Committee of our Company. Mr. Ma is primarily responsible for the provision of independent advice to the Board. Mr. Ma joined Ningxia Tianhua Accounting Firm (Co., Ltd.) (“**Ningxia Tianhua**”) in October 2003, where he served as the director and deputy chief accountant from May 2018 to April 2022. Ningxia Tianhua was transferred into a partnership enterprise and renamed as Tianhua (Ningxia) Accounting Firm (Special General Partnership) in May 2022 and Mr. Ma has been serving as the managing partner and deputy chief accountant since then. Apart from the aforementioned working experience, he also has been the director of Ningxia Zhengyutong Management Consulting Co., Ltd., a management consulting company, since May 2018 and Ningxia Construction Investment Group Co., Ltd., a company principally engaged in housing construction, project contracting of municipal infrastructure and investment management, from March 2017 to September 2023, where he was primarily responsible for the provision of guidance for the overall business development. Mr. Ma obtained his bachelor’s degree in accounting from Shanxi University of Finance and Economics in the PRC in June 2002. Mr. Ma has obtained the certified public accountant certificate from the Chinese Institute of Certified Public Accountants in October 2004 and the legal professional qualification certificate issued by the Ministry of Justice of the PRC in March 2012.

Ms. Kang Yuanshu, born in March 1986, was appointed as our independent non-executive Director on 1 December 2023. Ms. Kang is primarily responsible for the provision of independent advice to the Board. Ms. Kang joined Q8 Aviation in 2008. Q8 Aviation is one of the world’s leading jet fuel marketers, providing fuel to airlines at airports across Europe, Africa, the Middle East and the Far East. She consecutively served as the new business analyst from October 2008 to February 2011, the aviation business coordinator from March 2011 to May 2014, the assistant account manager from June 2014 to December 2014, the account manager from January 2015 to February 2022 and the senior account manager since March 2022, where she is primarily responsible for directing marketing and sales affairs in throughout Asia and Australasia areas. Ms. Kang obtained her bachelor’s degree in arts from the University of Sheffield in the United Kingdom in June 2007. She obtained her master’s degree in science from the City University of London in the United Kingdom in February 2009.

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original provisions	Amended provisions
<p>Article 1 These articles of association (hereinafter referred to as the “Articles of Association”) are formulated in accordance with the provisions of the Company Law of the People’s Republic of China (hereinafter referred to as the “PRC”) (hereinafter referred to as the “Company Law”), the Securities Law of the PRC (hereinafter referred to as the “Securities Law”), the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), and relevant laws and regulations for the purposes of safeguarding the legitimate rights and interests of BaTeLab Co., Ltd. (蘇州貝克微電子股份有限公司) (hereinafter referred to as the “Company”), its shareholders and creditors and regulating the organization and conduct of the Company.</p>	<p>Article 1 These articles of association (hereinafter referred to as the “Articles of Association”) are formulated in accordance with the provisions of the Company Law of the People’s Republic of China (hereinafter referred to as the “PRC”) (hereinafter referred to as the “Company Law”), the Securities Law of the PRC (hereinafter referred to as the “Securities Law”), the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), and relevant laws and regulations for the purposes of safeguarding the legitimate rights and interests of BaTeLab Co., Ltd. (蘇州貝克微電子股份有限公司) (hereinafter referred to as the “Company”), its shareholders, employees and creditors and regulating the organization and conduct of the Company.</p>
<p>Article 3 Registered name in Chinese of the Company: 蘇州貝克微電子股份有限公司.</p> <p>Name in English: BaTeLab Co., Ltd.</p>	<p>Article 3 Registered name in Chinese of the Company:</p> <p><u>Name in Chinese:</u> 蘇州貝克微電子股份有限公司.</p> <p>Name in English: BaTeLab Co., Ltd.</p>

Original provisions	Amended provisions
<p>Article 7 The chairman of the board of directors (hereinafter referred to as the “Board” or “Board of Directors”) is the legal representative of the Company.</p>	<p>Article 7 The chairman of the board of directors (hereinafter referred to as the “Board” or “Board of Directors”) <u>is director who represents the Company in conducting its affairs shall be</u> the legal representative of the Company <u>and is elected and replaced by the Board of Directors with a majority of vote.</u></p> <p><u>The resignation of a director who serves as the legal representative shall be deemed to have resigned as the legal representative at the same time.</u></p> <p><u>If the legal representative resigns, the Company will determine a new legal representative within thirty days from the date of the resignation of the legal representative.</u></p>
<p>Newly added</p>	<p>Article 8 <u>The legal consequences of the civil activities engaged in by the legal representative in the name of the Company shall be borne by the Company.</u></p> <p><u>Restrictions on the authority of the legal representative imposed by the Articles of Association or the shareholders’ meeting shall not be imposed against bona fide counterparts.</u></p> <p><u>If the legal representative causes damage to others in the course of his/her duties, the Company shall assume the civil liability. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the provisions of the law or the Articles of Association.</u></p>

Original provisions	Amended provisions
<p>Article 8 All of the assets of the Company are divided into shares of equal par value. The shareholders shall be liable for the Company to the extent of the shares they subscribed, and the Company shall be liable for the Company’s debts to the extent of all of its assets.</p>	<p>Article 8 <u>Article 9</u> All of the assets of the Company are divided into shares of equal par value. The shareholders shall be liable for the Company to the extent of the shares they subscribed, and the Company shall be liable for the Company’s debts to the extent of all of its <u>assets property</u>.</p>
<p>Article 9 From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the organization and conduct of the Company, the rights and obligations between the Company and its shareholders and among shareholders, and is binding upon the Company, its shareholders, directors, supervisors, and senior management personnel. Pursuant to the Articles of Association, shareholders may initiate litigation against shareholders, directors, supervisors, general manager and other senior management personnel of the Company; shareholders may initiate litigation against the Company, and the Company may also initiate litigation against the shareholders, directors, supervisors, general manager and other senior management personnel.</p>	<p>Article 10 From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the organization and conduct of the Company, the rights and obligations between the Company and its shareholders and among shareholders, and is binding upon the Company, its shareholders, directors, supervisors, and senior management personnel. Pursuant to the Articles of Association, shareholders may initiate litigation against shareholders, directors, supervisors, general manager and other senior management personnel of the Company; shareholders may initiate litigation against the Company, and the Company may also initiate litigation against the shareholders, directors, <u>and supervisors, general manager and other</u> senior management personnel.</p>
<p>Article 10 The other senior management personnel mentioned in the Articles of Association refer to the deputy general manager, secretary to the Board of Directors and the person in charge of finance of the Company.</p>	<p>Article 10 <u>Article 11</u> The other senior management personnel mentioned in the Articles of Association refer to the <u>general manager</u>, deputy general manager, secretary to the Board of Directors and the person in charge of finance of the Company.</p>
<p>Article 14 The shares of the Company shall take the form of registered share certificates.</p>	<p>Article 14 <u>Article 15</u> The shares of the Company shall take the form of registered share certificates.</p>

Original provisions	Amended provisions
<p>Article 15 The shares of the Company shall be issued in a transparent, fair and equal manner, and shall rank pari passu with the shares of the same class.</p> <p>For shares issued at the same time and within the same class, the conditions and price per share must be the same; for the shares subscribed by an entity or an individual, the price per share paid must be the same.</p>	<p>Article 15 Article 16 The shares of the Company shall be issued in a transparent, fair and equal manner, and shall rank pari passu with the shares of the same class.</p> <p>For shares issued at the same time and within the same class, the conditions and price per share must be the same; for the shares subscribed by an entity or an individual the subscriber, the price per share paid must be is the same.</p>
<p>Article 16 All the shares issued by the Company are denominated in RMB, with a nominal value of RMB1 per share.</p>	<p>Article 16 Article 17 All the shares shares with par value issued by the Company are denominated in RMB, with a nominal value of RMB1 per share.</p>
<p>Article 17 The promoters of the Company, the number of shares subscribed, the method of capital contribution and the time of contribution are as follows: ...</p> <p>Jiangsu Minyi Intelligent Manufacturing Industry Fund (Limited Partnership) (江蘇敏一智能製造產業基金(有限合夥)) ...</p> <p>Anji Chenfeng Enterprise Management Partnership (Limited Partnership) (安吉辰豐企業管理合夥企業(有限合夥)) ...</p>	<p>Article 17 Article 18 <u>The total number of shares issued upon the establishment of the Company is 12,371,100 shares, with a par value of RMB1 per share.</u> The promoters of the Company, the number of shares subscribed, <u>their shareholding ratios,</u> the method of capital contribution and the time of contribution are as follows: ...</p> <p>Jiangsu Minyi Intelligent Manufacturing Industry Fund (Limited Partnership) (江蘇敏一智能製造產業基金(有限合夥)) ...</p> <p>Anji Chenfeng Enterprise Management Partnership (Limited Partnership) (安吉辰豐企業管理合夥企業(有限合夥)) ...</p>

Original provisions	Amended provisions
<p>Article 18 The shares issued by the Company but not listed or quoted for trading on domestic trading venues shall be collectively referred to as unlisted domestic share(s). The shares issued by the Company, which are listed for trading and circulation on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “HKEX”), shall be collectively referred to as H share(s). The unlisted domestic shares of the Company shall be registered and deposited centrally with the domestic securities registration and settlement institutions, while the H shares of the Company shall be mainly deposited with the securities registration and settlement companies in Hong Kong and may be held by the shareholders in their own names. Both unlisted domestic shares and H shares are ordinary shares.</p> <p>...</p>	<p>Article 18 Article 19 The shares issued by the Company but not listed or quoted for trading on domestic trading venues shall be collectively referred to as unlisted domestic share(s). The shares issued by the Company, which are listed for trading and circulation on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “HKEX”), shall be collectively referred to as H share(s). The unlisted domestic shares of the Company shall be registered and deposited centrally with the domestic securities registration and settlement institutions, while the H shares of the Company shall be mainly deposited with the securities registration and settlement companies in Hong Kong and may be held by the shareholders in their own names. Both unlisted domestic shares and H shares are ordinary shares.</p> <p>...</p>
<p>Article 19 The total number of shares of the Company is 60,000,000 shares, all of which are Renminbi-denominated ordinary shares.</p> <p>Upon completion of the initial public offering and listing of H shares of the Company on HKEX, the equity structure of the Company will be: 60,000,000 ordinary shares, including 45,000,000 unlisted domestic shares, representing 75% of the total number of ordinary shares of the Company; 15,000,000 H shares, representing 25% of the total number of ordinary shares of the Company.</p>	<p>Article 19 Article 20 The total number of shares issued of the Company is 60,000,000 <u>63,000,000</u> shares, all of which are Renminbi-denominated ordinary shares.</p> <p>Upon completion of the initial public offering and listing of H shares of the Company on HKEX, †The equity structure of the Company will be: 60,000,000 ordinary shares, including 45,000,000 unlisted domestic shares, representing 75 <u>71.43</u>% of the total number of ordinary shares of the Company; 15,000,000 <u>18,000,000</u> H shares, representing 25 <u>28.57</u>% of the total number of ordinary shares of the Company.</p>

Original provisions	Amended provisions
<p>Article 20 The Company or its subsidiaries (including the Company’s affiliated enterprises) shall not provide any financial assistance, in the form of gift, advance, guarantee, compensation or loans, to any person that purchases or plans to purchase the shares of the Company.</p>	<p>Article 20 Article 21 The Company or its subsidiaries (including the Company’s affiliated enterprises) shall not provide any financial assistance, in the form of gift, advance, guarantee, compensation or loans, to any person that purchases or plans to purchase the shares of the Company. <u>The Company shall not provide financial assistance for the acquisition of shares in the Company or its parent company, except for the Company implementing an employee share ownership plan.</u></p> <p><u>Notwithstanding the above, the Company may, in the interests of the Company and upon a resolution of the shareholders’ meeting or a resolution of the board of directors made in accordance with these Articles of Association or the authorization of the shareholders’ meeting, provide financial assistance for the acquisition of shares in the Company or its parent company. However, the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the board of directors shall require the approval of not less than two-thirds of all directors.</u></p>

Original provisions	Amended provisions
<p>Article 21 The Company may, upon resolution by the general meeting of shareholders, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the provisions of laws and regulations:</p> <p>(I) public offering of shares;</p> <p>(II) non-public offering of shares;</p> <p>(III) distribution of bonus shares to existing shareholders;</p> <p>(IV) conversion of the common reserve fund to additional share capital;</p> <p>(V) other means as permitted by laws, administrative regulations and approved by the securities regulatory authority of the place where the Company's shares are listed, HKEX and CSRC.</p>	<p>Article 21 Article 22 The Company may, upon resolution by the general meeting of shareholders, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the provisions of laws and regulations:</p> <p>(I) public offering of shares issue shares to <u>non-specific</u> persons;</p> <p>(II) non-public offering of shares issue shares to <u>specific</u> persons;</p> <p>(III) distribution of bonus shares to existing shareholders;</p> <p>(IV) conversion of the common reserve fund to additional share capital;</p> <p>(V) other means as permitted prescribed by laws, administrative regulations and approved by the securities regulatory authority of the place where the Company's shares are listed, HKEX, and, CSRC <u>and the securities regulatory authority of the company's stock listing venue.</u></p>

Original provisions	Amended provisions
<p>Article 23 The Company shall not acquire the shares of the Company, however, except for any of the following circumstances:</p> <p>(I) cancellation of shares to reduce the registered capital of the Company;</p> <p>(II) merging with other companies holding the shares of the Company;</p> <p>(III) the shares are to be used for employee stock ownership plan or equity incentives;</p> <p>(IV) a shareholder who objects to the resolution on merger or division of the Company passed by a general meeting of shareholders may request the Company to acquire his/her/its shares;</p> <p>(V) the shares are to be used to convert corporate bonds issued by the Company that can be converted to shares;</p> <p>(VI) it is necessary for the Company to maintain corporate value and shareholders’ interests;</p> <p>(VII) other circumstances in which the shares of the Company can be acquired pursuant to the laws, administrative regulations, departmental rules, normative documents and the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed.</p> <p>Except for the circumstances set out above, the Company shall not acquire the shares of the Company.</p>	<p>Article 23 Article 24 The Company shall not acquire the shares of the Company, however, except for any of the following circumstances:</p> <p>(I) cancellation of shares to reduce the registered capital of the Company;</p> <p>(II) merging with other companies holding the shares of the Company;</p> <p>(III) the shares are to be used for employee stock ownership plan or equity incentives;</p> <p>(IV) a shareholder who objects to the resolution on merger or division of the Company passed by a shareholders’ meeting general meeting of shareholders may request the Company to acquire his/her/its shares;</p> <p>(V) the shares are to be used to convert corporate bonds issued by the Company that can be converted to shares;</p> <p>(VI) it is necessary for the Company to maintain corporate value and shareholders’ interests;</p> <p>(VII) other circumstances in which the shares of the Company can be acquired pursuant to the laws, administrative regulations, departmental rules, normative documents and the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed.</p> <p>Except for the circumstances set out above, the Company shall not acquire the shares of the Company.</p>

Original provisions	Amended provisions
<p>Article 24 The Company’s acquisition of the shares of the Company can be made by public and centralized transaction, or other methods recognized by laws, administrative regulations, CSRC and the securities regulatory authority of the place where the Company’s shares are listed.</p> <p>Where the Company acquires its own shares due to the circumstances stipulated in item (III), (V) or (VI) of Article 23 hereof, it should be made by public and centralized transaction.</p>	<p>Article 24 Article 25 The Company’s acquisition of the shares of the Company can be made by public and centralized transaction, or other methods recognized by laws, administrative regulations, CSRC and the securities regulatory authority of the place where the Company’s shares are listed.</p> <p>Where the Company acquires its own shares due to the circumstances stipulated in item (III), (V) or (VI) of the first paragraph of Article 234 hereof, it should be made by public and centralized transaction.</p>

Original provisions	Amended provisions
<p>Article 25 The Company’s acquisition of the shares of the Company due to the circumstances stipulated in item (I) or (II) of Article 23 hereof shall be subject to a resolution of the general meeting of shareholders. The Company’s acquisition of the shares of the Company due to the circumstances stipulated in item (III), (V) or (VI) of Article 23 hereof may, pursuant to the Articles of Association or the authorization of the general meeting of shareholders, be subject to a resolution of a Board meeting at which more than two-thirds of directors are present.</p> <p>Under the circumstance stipulated in item (I), the shares of the Company so acquired in accordance with Article 23 shall be canceled within ten days from the date of acquisition; under the circumstances stipulated in either item (II) or (IV) of Article 23, the shares of the Company so acquired shall be transferred or canceled within six months; under the circumstances stipulated in item (III), (V) or (VI), the total shares of the Company held by the Company shall not exceed 10% of the Company’s total outstanding shares, and shall be transferred or canceled within three years.</p> <p>If it is otherwise provided in the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed regarding the relevant matters of the repurchase of the shares, the latter shall prevail.</p>	<p>Article 25 Article 26 The Company’s acquisition of the shares of the Company due to the circumstances stipulated in item (I) or (II) <u>of the first paragraph</u> of Article 2334 hereof shall be subject to a resolution of the <u>shareholders’ meeting</u> general meeting of shareholders.; The Company’s acquisition of the shares of the Company due to the circumstances stipulated in item (III), (V) or (VI) <u>of the first paragraph</u> of Article 2334 hereof may, pursuant to the Articles of Association or the authorization of <u>the shareholders’ meeting</u> the general meeting of shareholders, be subject to a resolution of a Board meeting at which more than two-thirds of directors are present.</p> <p>Under the circumstance stipulated in item (I), the shares of the Company so acquired in accordance with Article 2334 shall be canceled within ten days from the date of acquisition; under the circumstances stipulated in either item (II) or (IV) <u>of the first paragraph</u> of Article 2334, the shares of the Company so acquired shall be transferred or canceled within six months; under the circumstances stipulated in item (III), (V) or (VI), the total shares of the Company held by the Company shall not exceed 10% of the Company’s total outstanding shares, and shall be transferred or canceled within three years.</p> <p>If it is otherwise provided in the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed regarding the relevant matters of the repurchase of the shares, the latter shall prevail.</p>
<p>Article 26 Shares of the Company may be transferred legally. ...</p>	<p>Article 26 Article 27 Shares of the Company may shall be transferred legally. ...</p>
<p>Article 27 The Company does not accept its own shares as the collateral of pledge.</p>	<p>Article 27 Article 28 The Company does not accept its own shares as the collateral of pledge.</p>

Original provisions	Amended provisions
<p>Article 28 Shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. Shares issued prior to the public offering of shares by the Company shall not be transferred within one year from the day on which the shares of the Company are listed and traded on the stock exchange.</p> <p>The directors, supervisors and senior management personnel of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total shares of the same class held by them in the Company per annum during their terms of office; the shares they hold in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The shares they held in the Company also cannot be transferred within half a year after such persons have left office.</p> <p>If it is otherwise provided in the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed regarding the relevant matters of the limitation of H shares transfer, the latter shall prevail.</p>	<p>Article 28 Article 29 Shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. Shares issued prior to the public offering of shares by the Company shall not be transferred within one year from the day on which the shares of the Company are listed and traded on the stock exchange.</p> <p>The directors, supervisors and senior management personnel of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total shares of the same class held by them in the Company per annum <u>during their term of office as determined upon appointment during their terms of office</u>; the shares they hold in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The shares they held in the Company also cannot be transferred within half a year after such persons have left office.</p> <p>If it is otherwise provided in the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed regarding the relevant matters of the limitation of H shares transfer, <u>Where laws, administrative regulations, the China Securities Regulatory Commission, or the regulatory rules of the company’s stock listing venue otherwise provide for the transfer of shares held by shareholders in the Company,</u> the latter shall prevail.</p>

Original provisions	Amended provisions
Section 1 Shareholders	Section 1 <u>General Provisions on</u> Shareholders
<p>Article 29 The Company shall make a register of members in accordance with evidentiary documents provided by the securities registration authorities, and such register of members shall be the sufficient evidence substantiating that the shareholders hold the shares of the Company. Shareholders enjoy rights and undertake obligations according to the class and percentage of shares they hold. Holders of the same class shall enjoy the same rights and bear the same obligations.</p> <p>The Company shall make available a copy of the full register of members at a specified address in Hong Kong for inspection by members, provided that the Company may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). ...</p>	<p>Article 29 Article 30 The Company shall make a register of members in accordance with evidentiary documents provided by the securities registration authorities, and such register of members shall be the sufficient evidence substantiating that the shareholders hold the shares of the Company. Shareholders enjoy rights and undertake obligations according to the class and percentage of shares they hold. Holders of the same class shall enjoy the same rights and bear the same obligations.</p> <p>The Company shall make available a copy of the full register of members at a specified address in Hong Kong for inspection by members, provided that <u>the Company may suspend shareholder registration procedures in accordance with the regulatory rules of the stock listing venue of the Company's shares.</u> the Company may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). ...</p>

Original provisions	Amended provisions
<p>Article 31 The shareholders of the Company shall enjoy the following rights:</p> <p>(I) obtaining dividends and any other form of profit distribution based on the number of shares held by them;</p> <p>(II) requiring, convening, chairing, attending or appointing a proxy to attend a general meeting of shareholders pursuant to the law and exercising the corresponding rights to speak and vote;</p> <p>(III) supervising the Company’s operations, proposing recommendations or raising questions;</p> <p>(IV) transferring, donating or pledging shares held by them pursuant to laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed and the Articles of Association;</p> <p>(V) inspecting the Articles of Association, share register, counterfoil of corporate bonds, meeting minutes of a general meeting of shareholders, resolutions of the Board meetings, resolutions of the meetings of the Supervisory Committee and financial and accounting reports;</p> <p>(VI) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;</p> <p>(VII) a shareholder who objects to the resolution on merger or division of the Company passed by a general meeting of shareholders may request the Company to acquire his/her/its shares;</p>	<p>Article 31 Article 32 The shareholders of the Company shall enjoy the following rights:</p> <p>(I) obtaining dividends and any other form of profit distribution based on the number of shares held by them;</p> <p>(II) To lawfully request the convening, convene, requiring, convening, chairing, attending or appointing a proxy to attend a shareholders’ meeting general meeting of shareholders pursuant to the law and exercising the corresponding rights to speak and vote;</p> <p>(III) supervising the Company’s operations, proposing recommendations or raising questions;</p> <p>(IV) transferring, donating or pledging shares held by them pursuant to laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed and the Articles of Association;</p> <p>(V) inspecting and copying the Articles of Association, share register, counterfoil of corporate bonds, meeting minutes of a shareholders’ meeting general meeting of shareholders, resolutions of the Board meetings, resolutions of the meetings of the Supervisory Committee and financial and accounting reports; eligible shareholders may inspect the Company’s accounting books and accounting vouchers;</p> <p>(VI) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;</p>

Original provisions	Amended provisions
<p>(VIII) any other rights stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association.</p>	<p>(VII) a shareholder who objects to the resolution on merger or division of the Company passed by a shareholders’ meeting general meeting of shareholders shareholders may request the Company to acquire his/her/its shares;</p> <p>(VIII) any other rights stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association.</p>
<p>Article 32 If any shareholder proposes to inspect the relevant information mentioned in the preceding Article or asks for information, the said shareholder shall provide the Company with written documents bearing evidence of the class and number of shares of the Company held by him/her/it, and the Company shall provide the information as required by the said shareholder upon verification of his/her/its identity.</p>	<p>Article 32 Article 33 If any shareholder request proposes to inspect and copy relevant materials of the company, the said shareholder shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law. the relevant information mentioned in the preceding Article or asks for information, the said shareholder shall provide the Company with written documents bearing evidence of the class and number of shares of the Company held by him/her/it, and the Company shall provide the information as required by the said shareholder upon verification of his/her/its identity.</p>

Original provisions	Amended provisions
<p>Article 33 If the content of a resolution passed at the Company’s general meeting of shareholders or Board meeting violates laws or administrative regulations, shareholders shall have the right to petition the people’s court to invalidate the resolution.</p> <p>If the procedures for convening, or the method of voting at, a general meeting of shareholders or Board meeting violate laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders shall have the right to petition the people’s court to revoke the resolution within 60 days from the date of the adoption of such resolution.</p>	<p>Article 33 Article 34 If the content of a resolution passed at the Company’s <u>shareholders’ meeting</u> general meeting of shareholders or Board meeting violates laws or administrative regulations, shareholders shall have the right to petition the people’s court to invalidate the resolution. If the procedures for convening, or the method of voting at, a <u>shareholders’ meeting</u> general meeting of shareholders or Board meeting violate laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders shall have the right to petition the people’s court to revoke the resolution within 60 days from the date of the adoption of such resolution, <u>except for the procedures for convening the general meeting or Board meeting or the manner of voting are only slightly defective and cause no substantial impact on the resolution.</u></p> <p><u>Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the people’s court. Before the people’s court makes a judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.</u></p> <p><u>Where the people’s court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange where the shares of the Company are listed, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.</u></p>

Original provisions	Amended provisions
Newly added	<p>Article 35 <u>Resolutions of the general meeting or Board meeting of the Company shall not be valid under any of the following circumstances:</u></p> <p><u>(I) no general meetings or Board meetings has been convened to pass a resolution;</u></p> <p><u>(II) the resolution is not voted on at the general meeting or Board meeting;</u></p> <p><u>(III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;</u></p> <p><u>(IV) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.</u></p>

Original provisions	Amended provisions
<p>Article 34 Where the directors and senior management personnel violate the laws, administrative regulations or the Articles of Association in performance of duties to the Company resulting in any loss to the Company, the shareholder(s) severally or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request in writing the Supervisory Committee to initiate proceedings in the people’s court. Where the Supervisory Committee violates the laws, administrative regulations or the Articles of Association in performance of duties to the Company resulting in any loss to the Company, the aforementioned shareholders may request in writing the Board of Directors to initiate proceedings in the people’s court.</p> <p>Upon receipt of shareholders’ written request stipulated in the preceding paragraph, if the Supervisory Committee or the Board of Directors refuses to file a lawsuit or does not file a lawsuit within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if lawsuit is not filed immediately, the shareholders stipulated in the preceding paragraph shall have the right to file a lawsuit directly with the people’s court in their own names for the interest of the Company.</p> <p>For other parties who infringe the lawful interests of the Company resulting in loss to the Company, the shareholders stipulated in the first paragraph of this article may institute litigation at a people’s court in accordance with the provisions of the preceding two paragraphs.</p>	<p>Article 34 Article 36 Where the directors and senior management personnel <u>other than members of the audit committee</u> violate the laws, administrative regulations or the Articles of Association in performance of duties to the Company resulting in any loss to the Company, the shareholder(s) severally or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request in writing the Supervisory Committee <u>audit committee</u> to initiate proceedings in the people’s court. Where the Supervisory Committee <u>violates members of the audit committee</u> violate the laws, administrative regulations or the Articles of Association in performance of duties to the Company resulting in any loss to the Company, the aforementioned shareholders may request in writing the Board of Directors to initiate proceedings in the people’s court.</p> <p>Upon receipt of shareholders’ written request stipulated in the preceding paragraph, if the Supervisory Committee <u>audit committee</u> or the Board of Directors refuses to file a lawsuit or does not file a lawsuit within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if lawsuit is not filed immediately, the shareholders stipulated in the preceding paragraph shall have the right to file a lawsuit directly with the people’s court in their own names for the interest of the Company.</p> <p>For other parties who infringe the lawful interests of the Company resulting in loss to the Company, the shareholders stipulated in the first paragraph of this article may institute litigation at a people’s court in accordance with the provisions of the preceding two paragraphs.</p>

Original provisions	Amended provisions
	<p><u>Where the directors, supervisors or senior management personnel of any wholly-owned subsidiary of the Company violate the laws, administrative regulations or the Articles of Association in performance their duties resulting in any loss to the Company, or where other parties infringe upon the legal rights and interests of any wholly-owned subsidiary of the Company resulting in any loss thereto, the shareholder(s) severally or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request in writing the supervisory committee or board of directors of the wholly-owned subsidiary of the Company pursuant to the Company Law to initiate proceedings with the people’s court, or may directly initiate such proceedings with the people’s court in their own name.</u></p> <p><u>If a wholly-owned subsidiary of the Company does not have a supervisory committee or supervisors but sets up an audit committee, the provisions of the first and second paragraphs of this article shall apply.</u></p>

Original provisions	Amended provisions
<p>Article 36 The shareholders of the Company shall assume the following obligations:</p> <p>(I) complying with laws, administrative regulations and the Articles of Association;</p> <p>(II) paying capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) not withdrawing the investment, except for circumstances stipulated by laws and regulations;</p> <p>(IV) not abusing the shareholders’ rights to impair the interest of the Company or other shareholders, not abusing the legal person’s independent status of the Company and the shareholders’ limited liability to impair the interest of creditors of the Company;</p> <p>Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders’ rights in accordance with law.</p> <p>Shareholders of the Company who abuse the independent legal person status of the Company and the shareholders’ limited liability to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.</p> <p>(V) other obligations for the shareholders prescribed by laws, administrative regulations and the requirements of the Articles of Association.</p>	<p>Article 36 Article 38 The shareholders of the Company shall assume the following obligations:</p> <p>(I) complying with laws, administrative regulations and the Articles of Association;</p> <p>(II) paying capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) not withdrawing the investment share capital, except for circumstances stipulated by laws and regulations;</p> <p>(IV) not abusing the shareholders’ rights to impair the interest of the Company or other shareholders, not abusing the legal person’s independent status of the Company and the shareholders’ limited liability to impair the interest of creditors of the Company;</p> <p>Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders’ rights in accordance with law.</p> <p>Shareholders of the Company who abuse the independent legal person status of the Company and the shareholders’ limited liability to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.</p> <p>(V) other obligations for the shareholders prescribed by laws, administrative regulations and the requirements of the Articles of Association.</p>

Original provisions	Amended provisions
<p>Newly added</p>	<p><u>Article 39</u> <u>Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law. Shareholders of the Company who abuse the independent legal person status of the Company and the shareholders' limited liability to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.</u></p>
<p>Article 37 Shareholders holding 5% or more of the shares with voting right in the Company shall submit a written report to the Company when creating a pledge over its shares on the date thereof.</p>	<p>Deleted</p>
<p>Article 38 The controlling shareholder(s) or the de facto controller(s) of the Company shall not impair the interests of the Company by making use of their connected relationship. They shall be liable for making compensation for any loss suffered by the Company arising from their violation of rules.</p> <p>The controlling shareholder and the de facto controllers of the Company shall bear the fiduciary duty toward the Company and public shareholders. The controlling shareholder shall exercise his or her rights as an investor in strict compliance with relevant laws. It may not use such means as profit distribution, asset restructuring, external investment, capital occupation, loan guarantee, etc., to damage the legitimate rights and interests of the Company and public shareholders, as well as not to make use of its controlling status to damage the interests of the Company and public shareholders.</p>	<p>Deleted</p>

Original provisions	Amended provisions
Newly added	<u>Section 2 Controlling Shareholders and De Facto Controllers</u>
Newly added	<u>Article 40 The controlling shareholder and the de facto controllers of the Company shall exercise their rights and fulfil their obligations in accordance with the provisions of laws, administrative regulations, the regulatory rules of the CSRC and the securities regulatory authority of the place where the Company’s shares are listed, and safeguard the interests of the listed company.</u>
Newly added	<u>Article 41 The controlling shareholder and the de facto controllers of the Company shall comply with the following provisions:</u> <u>(I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their related party relationship to prejudice the legitimate interests of the Company or other shareholders;</u> <u>(II) to strictly implement the public statements and commitments made and shall not change or exempt them without authorization;</u> <u>(III) to strictly perform information disclosure obligations in accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are about to occur;</u> <u>(IV) the Company’s funds shall not be occupied in any way;</u> <u>(V) the Company and its related personnel shall not be forced, instructed or required to provide guarantees in violation of laws and regulations;</u>

Original provisions	Amended provisions
	<p><u>(VI) the Company’s undisclosed important information shall not be used to seek benefits, and the Company’s undisclosed important information related to the Company shall not be disclosed in any way, and the Company shall not engage in insider trading, short-term trading, market manipulation and other illegal and irregular activities;</u></p> <p><u>(VII) The Company and other shareholders’ legitimate rights and interests shall not be damaged by any means such as unfair connected transactions, profit distribution, asset restructuring, and foreign investment;</u></p> <p><u>(VIII) the Company’s assets shall be intact, personnel, financial, institutional and business independence shall be guaranteed, and the Company’s independence shall not be affected in any way;</u></p> <p><u>(IX) other provisions prescribed by laws, administrative regulations, regulations of the CSRC, relevant rules of the securities regulatory authority and stock exchange at the places where the Company’s shares are listed and the Articles of Association.</u></p> <p><u>If the Company’s controlling shareholder or actual controller does not serve as a director of the Company but actually executes the Company’s affairs, the provisions of the Articles of Association regarding the directors’ duty of loyalty and duty of diligence shall apply.</u></p>

Original provisions	Amended provisions
	<u>If the Company’s controlling shareholder or actual controller instructs a director or senior manager to engage in conduct that harms the interests of the Company or shareholders, he/she shall bear joint and several liability with the director or senior manager.</u>
Newly added	<u>Article 42 If a controlling shareholder or actual controller pledges the Company’s stocks held or actually controlled by him/her, he/she shall maintain the Company’s control and production and operation stability.</u>
Newly added	<u>Article 43 If a controlling shareholder or actual controller transfers the shares of the Company held by him, he/she shall comply with the restrictive provisions on share transfers in laws, administrative regulations, the regulations of the CSRC and the securities regulatory authority and the stock exchange where the Company’s shares are listed, as well as the commitments made on restricting share transfers.</u>

Original provisions	Amended provisions
Section 2 General Provisions of General Meeting of Shareholders	Section 2 Section 3 General Provisions of General Meeting of Shareholders Shareholders' Meeting
<p>Article 39 The general meeting of shareholders shall be the authority of power of the Company and shall exercise the following functions and powers according to laws:</p> <p>(I) to determine the Company's operating principles and investment plans;</p> <p>(II) to elect and replace directors and supervisors who are not employee representatives, and to decide on the remuneration matters of the relevant directors and supervisors;</p> <p>(III) to consider and approve the reports of the Board of Directors;</p> <p>(IV) to consider and approve the reports of the Supervisory Committee;</p> <p>(V) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(VI) to consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(VII) to pass resolutions on increase or reduction of registered capital of the Company;</p> <p>(VIII) to pass resolutions on the issuance of the Company's bond;</p> <p>(IX) to pass resolutions on merger, division, dissolution and liquidation or change in corporate form of the Company;</p> <p>(X) to amend the Articles of Association;</p> <p>(XI) to pass resolutions on the engagement, dismissal, or discontinuation of the appointment of the accounting firm by the Company;</p>	<p>Article 39 Article 44 <u>The Shareholders' Meeting of the Company comprises all shareholders.</u> The general meeting of shareholders shareholders' meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to laws:</p> <p>(I) to determine the Company's operating principles and investment plans;</p> <p>(II) (I) to elect and replace directors and supervisors who are not employee representatives, and to decide on the remuneration matters of the relevant directors and supervisors;</p> <p>(III) (II) to consider and approve the reports of the Board of Directors;</p> <p>(IV) to consider and approve the reports of the Supervisory Committee;</p> <p>(V) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(VI) (III) to consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(VII) (IV) to pass resolutions on increase or reduction of registered capital of the Company;</p> <p>(VIII) (V) to pass resolutions on the issuance of the Company's bond;</p> <p>(IX) (VI) to pass resolutions on merger, division, dissolution and liquidation or change in corporate form of the Company;</p> <p>(X) (VII) to amend the Articles of Association;</p>

Original provisions	Amended provisions
<p>(XII) to consider and approve the guarantee matters stipulated in Article 40 hereof;</p> <p>(XIII) to consider matters regarding the purchase and sale of material assets by the Company within one year for an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(XIV) to consider and approve matters relating to changes in the use of raised funds;</p> <p>(XV) to consider equity incentive plans and employee stock ownership plans;</p> <p>(XVI) to consider any other matter to be decided on by the general meeting of shareholders as stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association.</p> <p>The above-mentioned functions and powers of the general meeting of shareholders shall not be delegated through authorization to the Board or any other body or individual.</p>	<p>(XII) <u>(VIII)</u> to pass resolutions on the engagement or dismissal of the accounting firm undertaking the Company’s audit business;</p> <p>(XIII) <u>(IX)</u> to consider and approve the guarantee matters stipulated in Article 40 hereof;</p> <p>(XIV) <u>(X)</u> to consider matters regarding the purchase and sale of material assets by the Company within one year for an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(XV) <u>(XI)</u> to consider and approve matters relating to changes in the use of raised funds;</p> <p>(XVI) <u>(XII)</u> to consider equity incentive plans and employee stock ownership plans;</p> <p>(XVII) <u>(XIII)</u> to consider any other matter to be decided on by the general meeting of shareholders shareholders’ meeting as stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association.</p> <p><u>The shareholders’ meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.</u></p> <p><u>Unless otherwise stipulated by laws, administrative regulations, the regulations of the CSRC and the securities regulatory authority and the stock exchange where the Company’s shares are listed, The above-mentioned functions and powers of the general meeting of shareholders shareholders’ meeting shall not be delegated through authorization to the Board or any other body or individual.</u></p>

Original provisions	Amended provisions
	<p><u>Without violating the laws and regulations of the PRC and the mandatory provisions of the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, the shareholders’ meeting may authorize or entrust the Board to handle the matters authorized or entrusted thereby.</u></p>
<p>Article 40 Without violating the laws and regulations of the PRC and the mandatory provisions of the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, the general meeting of shareholders may authorize or entrust the Board to handle the matters authorized or entrusted thereby. The following external guarantees of the Company shall be submitted to the general meeting of shareholders for consideration after being considered and approved by the Board of Directors:</p> <p>...</p> <p>When the general meeting of shareholders is considering a proposal to provide guarantee to any shareholder, de facto controller and his/her/its related party(ies), the said shareholder or shareholder(s) controlled by the said de facto controller shall abstain from voting on the said proposal, and the proposal shall be subject to approval by more than half of the voting rights held by other attending shareholders. If a guarantee is provided to a controlling shareholder, de facto controller and his/her/its related party(ies) by the Company, such controlling shareholder, de facto controller and his/her/its related party(ies) shall provide a counter-guarantee.</p>	<p>Article 40 <u>Article 45</u> Without violating the laws and regulations of the PRC and the mandatory provisions of the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, the general meeting of shareholders may authorize or entrust the Board to handle the matters authorized or entrusted thereby. The following external guarantees of the Company shall be submitted to the general meeting of shareholders for consideration after being considered and approved by the Board of Directors:</p> <p>...</p> <p>When the general meeting of shareholders <u>shareholders’ meeting</u> is considering a proposal to provide guarantee to any shareholder, de facto controller and his/her/its related party(ies), the said shareholder or shareholder(s) controlled by the said de facto controller shall abstain from voting on the said proposal, and the proposal shall be subject to approval by more than half of the voting rights held by other attending shareholders. If a guarantee is provided to a controlling shareholder, de facto controller and his/her/its related party(ies) by the Company, such controlling shareholder, de facto controller and his/her/its related party(ies) shall provide a counter-guarantee.</p>

Original provisions	Amended provisions
<p>Article 41 General meetings of shareholders include annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once a year and be held within 6 months after the end of the previous accounting year.</p>	<p>Article 41 Article 46 General meetings of shareholders Shareholders’ meeting include annual general meetings shareholders’ meeting and extraordinary general meetings shareholders’ meeting. The annual general meetings shareholders’ meeting shall be convened once a year and be held within 6 months after the end of the previous accounting year.</p>
<p>Article 42 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) when the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number specified in the Articles of Association;</p> <p>(II) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(III) when shareholders who severally or jointly hold more than 10% of the Company’s shares request to do so;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) the Supervisory Committee proposes to convene the meeting;</p> <p>(VI) other circumstances stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association.</p>	<p>Article 42 Article 47 An extraordinary general meeting shareholders’ meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) when the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number specified in the Articles of Association;</p> <p>(II) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(III) when shareholders who severally or jointly hold more than 10% of the Company’s shares request to do so;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) the Supervisory Committee audit committee proposes to convene the meeting;</p> <p>(VI) other circumstances stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association.</p>

Original provisions	Amended provisions
<p>In the case of (III) above, the number of shares held shall be calculated based on shares of the Company held by shareholders at the date on which the shareholders submit the written request.</p>	<p>In the case of (III) above, the number of shares held shall be calculated based on shares of the Company held by shareholders at the date on which the shareholders submit the written request.</p>
<p>Article 43 The place where the Company convenes a general meeting of shareholders shall be the domicile of the Company or other places designated by the convener of the general meeting of shareholders. A venue shall be set for a general meeting of shareholders which shall be held onsite. The Company will also, as appropriate, provide other means (where applicable) for its shareholders to conveniently participate in general meetings of shareholders in accordance with the provisions of laws, administrative regulations, the securities regulatory authority of the place where the Company's shares are listed, the Hong Kong Listing Rules or the Articles of Association. Shareholders participating in general meetings of shareholders by any aforesaid means shall be deemed as having attended the on-site meetings.</p> <p>The time and venue chosen for the on-site general meeting of shareholders shall be appropriate to facilitate shareholders' participation. After issuing the notice of the general meeting of shareholders, the venue for convening the on-site general meeting of shareholders shall not be altered without justified reasons. If such alteration is required, the convener shall make an announcement and give reasons therefor at least 2 business days prior to the convening date of the on-site meeting.</p>	<p>Article 43 Article 48 The place where the Company convenes a general meeting of shareholders shareholders' meeting shall be the domicile of the Company or other places designated by the convener of the general meeting of shareholders shareholders' meeting. A venue shall be set for a general meeting of shareholders shareholders' meeting which shall be held onsite. The Company will also, as appropriate, provide electronic communication or other means (where applicable) for its shareholders to conveniently participate in general meeting of shareholders shareholders' meeting in accordance with the provisions of laws, administrative regulations, the securities regulatory authority of the place where the Company's shares are listed, the Hong Kong Listing Rules or the Articles of Association. Shareholders participating in general meeting of shareholders by any aforesaid means shall be deemed as having attended the on-site meetings. The time and venue chosen for the on-site general meeting of shareholders shareholders' meeting shall be appropriate to facilitate shareholders' participation. After issuing the notice of the general meeting of shareholders shareholders' meeting, the venue for convening the on-site general meeting of shareholders shareholders' meeting shall not be altered without justified reasons. If such alteration is required, the convener shall make an announcement and give reasons therefor at least 2 business days prior to the convening date of the on-site meeting.</p>

Original provisions	Amended provisions
<p>Section 3 Convening of General Meetings of Shareholders</p>	<p>Section 3 Section 4 Convening of General Meetings of Shareholders Shareholders’ Meeting</p>
<p>Article 44 A general meeting of shareholders shall be convened by the Board of Directors or any other convener pursuant to laws.</p> <p>Independent non-executive directors are entitled to propose to the Board of Directors to convene an extraordinary general meeting, and such proposals shall be made in writing to the Board of Directors. Where independent non-executive directors propose to convene an extraordinary general meeting, the Board of Directors shall, pursuant to the provisions of laws, administrative regulations, departmental rules, normative documents, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary general meeting within 10 days upon the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary general meeting is adopted by the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it shall state the reasons and make an announcement.</p>	<p>Article 44 Article 49 A general meeting of shareholders shall be convened by the Board of Directors or any other convener pursuant to laws. <u>The board of directors shall convene the shareholders’ meeting on time within the prescribed time limit.</u></p> <p><u>With the consent of a majority of all independent directors,</u> independent non-executive directors are entitled to propose to the Board of Directors to convene an extraordinary general meeting shareholders’ meeting, and such proposals shall be made in writing to the Board of Directors. Where independent non-executive directors propose to convene an extraordinary general meeting shareholders’ meeting, the Board of Directors shall, pursuant to the provisions of laws, administrative regulations, departmental rules, normative documents, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary general meeting shareholders’ meeting within 10 days upon the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting shareholders’ meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary general meeting shareholders’ meeting is adopted by the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting shareholders’ meeting, it shall state the reasons and make an announcement.</p>

Original provisions	Amended provisions
<p>Article 45 The Supervisory Committee is entitled to propose to the Board of Directors to convene an extraordinary general meeting, and such proposals shall be made in writing to the Board of Directors. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary general meeting within 10 days upon the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary general meeting is adopted by the Board of Directors. Any changes to the original proposal in the notice require the consent of the Supervisory Committee.</p> <p>If the Board of Directors disagrees to convene an extraordinary general meeting or fails to give a response within 10 days after receipt of such proposal, the Board of Directors shall be deemed as unable or refusing to fulfill the obligation to convene the general meeting of shareholders, and the Supervisory Committee may convene and preside over the meeting on its own initiative.</p>	<p>Article 45 Article 50 The Supervisory Committee audit committee is entitled to propose to the Board of Directors to convene an extraordinary general meeting shareholders’ meeting, and such proposals shall be made in writing to the Board of Directors. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary general meeting shareholders’ meeting within 10 days upon the receipt of the proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting shareholders’ meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary general meeting shareholders’ meeting is adopted by the Board of Directors. Any changes to the original proposal in the notice require the consent of the Supervisory Committee audit committee.</p> <p>If the Board of Directors disagrees to convene an extraordinary general meeting shareholders’ meeting or fails to give a response within 10 days after receipt of such proposal, the Board of Directors shall be deemed as unable or refusing to fulfill the obligation to convene the general meeting shareholders’ meeting, and the Supervisory Committee audit committee may convene and preside over the meeting on its own initiative.</p>

Original provisions	Amended provisions
<p>Article 46 Shareholder(s) severally or jointly holding more than 10% of the shares of the Company is/are entitled to request the Board of Directors to convene an extraordinary general meeting, and such request shall be made in writing to the Board of Directors. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary general meeting within 10 days upon the receipt of the request.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary general meeting is adopted by the Board of Directors. Any changes to the original request in the notice require the consent of relevant shareholder(s).</p> <p>If the Board of Directors disagrees to convene an extraordinary general meeting or fails to give a response within 10 days after receipt of such request, shareholder(s) severally or jointly holding more than 10% of the shares of the Company shall be entitled to propose to the Supervisory Committee to convene an extraordinary general meeting, and such request shall be made in writing to the Supervisory Committee.</p> <p>If the Supervisory Committee agrees to convene an extraordinary general meeting, a notice to convene such meeting shall be issued within 5 days upon receipt of such request. Any changes to the original request in the notice require the consent of relevant shareholder(s).</p>	<p>Article 46 Article 51 Shareholder(s) severally or jointly holding more than 10% of the shares of the Company is/are entitled to request the Board of Directors to convene an extraordinary general meeting shareholders’ meeting, and such request shall be made in writing to the Board of Directors. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary general meeting shareholders’ meeting within 10 days upon the receipt of the request.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting shareholders’ meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary general meeting shareholders’ meeting is adopted by the Board of Directors. Any changes to the original request in the notice require the consent of relevant shareholder(s).</p> <p>If the Board of Directors disagrees to convene an extraordinary general meeting shareholders’ meeting or fails to give a response within 10 days after receipt of such request, shareholder(s) severally or jointly holding more than 10% of the shares of the Company shall be entitled to propose to the Supervisory Committee audit committee to convene an extraordinary general meeting shareholders’ meeting, and such request shall be made in writing to the Supervisory Committee audit committee.</p>

Original provisions	Amended provisions
<p>Where the Supervisory Committee fails to issue a notice of the general meeting of shareholders within the prescribed time limit, it shall be deemed that the Supervisory Committee will not convene and preside over the general meeting of shareholders, and the shareholder(s) severally or jointly holding more than 10% of the shares of the Company for 90 consecutive days or more may convene and preside over the meeting on their own initiative.</p>	<p>If the Supervisory Committee <u>audit committee</u> agrees to convene an extraordinary general meeting <u>shareholders' meeting</u>, a notice to convene such meeting shall be issued within 5 days upon receipt of such request. Any changes to the original request in the notice require the consent of relevant shareholder(s).</p> <p>Where the Supervisory Committee <u>audit committee</u> fails to issue a notice of the general meeting of shareholders <u>shareholders' meeting</u> within the prescribed time limit, it shall be deemed that the Supervisory Committee <u>audit committee</u> will not convene and preside over the general meeting of shareholders <u>shareholders' meeting</u>, and the shareholder(s) severally or jointly holding more than 10% of the shares of the Company for 90 consecutive days or more may convene and preside over the meeting on their own initiative.</p>
<p>Article 47 Where the Supervisory Committee or shareholders decide(s) to convene a general meeting of shareholders on its/their own initiative, it/they shall notify the Board of Directors in writing.</p>	<p>Article 47 Article 52 Where the Supervisory Committee <u>audit committee</u> or shareholders decide(s) to convene a general meeting of shareholders <u>shareholders' meeting</u> on its/their own initiative, it/they shall notify the Board of Directors in writing.</p> <p><u>The shareholder(s) entitled to convening the shareholders' meeting must hold no less than ten percent (10%) of shares in the Company before the resolution of such meeting is announced.</u></p>

Original provisions	Amended provisions
<p>Article 48 For a general meeting of shareholders convened by the Supervisory Committee or shareholders on its/their own initiative, the Board of Directors and the secretary to the Board of Directors shall provide cooperation. The Board of Directors shall provide the share register as at the record date. The share register obtained by the convener shall not be used for purposes other than convening of the general meeting of shareholders.</p>	<p>Article 48 Article 53 For a general meeting of shareholders <u>shareholders' meeting</u> convened by the Supervisory Committee <u>audit committee</u> or shareholders on its/their own initiative, the Board of Directors and the secretary to the Board of Directors will shall provide cooperation. The Board of Directors shall provide the share register as at the record date. The share register obtained by the convener shall not be used for purposes other than convening of the general meeting of shareholders <u>shareholders' meeting</u>.</p>
<p>Article 49 Expenses necessary for a general meeting of shareholders convened by the Supervisory Committee or shareholders on its/their own initiative shall be borne by the Company.</p>	<p>Article 49 Article 54 Expenses necessary for a general meeting of shareholders <u>shareholders's meeting</u> convened by the Supervisory Committee <u>audit committee</u> or shareholders on its/their own initiative shall be borne by the Company.</p>

Original provisions	Amended provisions
<p>Section 4 Proposals and Notices of General Meetings of Shareholders</p>	<p>Section 4 Section 5 Proposals and Notices of General Meetings of Shareholders Shareholders's Meeting</p>
<p>Article 51 When the Company convenes a general meeting of shareholders, the Board of Directors, the Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% of the shares of the Company shall be entitled to put forward proposals to the Company.</p> <p>The shareholder(s) severally or jointly holding more than 3% of the shares of the Company may raise interim proposals and submit them in writing to the convener 10 days prior to the convening of the general meeting of shareholders. The convener shall, within 2 days after the receipt of such proposals, issue a supplemental notice of the general meeting of shareholders and announce the contents of the interim proposals. If it is otherwise provided in the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, the latter shall prevail. The convening of the general meeting of shareholders must be postponed if such postponement results from the publication of a supplemental notice thereof, as required by the provisions of the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.</p>	<p>Article 51 Article 56 When the Company convenes a general meeting of shareholders shareholders' meeting, the Board of Directors, the Supervisory Committee audit committee, and shareholder(s) severally or jointly holding more than 3% 31% of the shares of the Company shall be entitled to put forward proposals to the Company.</p> <p>The shareholder(s) severally or jointly holding more than 3% 31% of the shares of the Company may raise interim proposals and submit them in writing to the convener 10 days prior to the convening of the general meeting of shareholders shareholders' meeting. The convener shall, within 2 days after the receipt of such proposals, issue a supplemental notice of the general meeting of shareholders shareholders' meeting, announce the contents of the interim proposals, and submit the new proposals to the shareholders' meeting for discussion, except for a proposal that violates any law, administrative regulation, or the Articles of Association or does not fall within the scope of powers of the shareholders' meeting. If it is otherwise provided in the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, the latter shall prevail. The convening of the general meeting of shareholders shareholders' meeting must be postponed if such postponement results from the publication of a supplemental notice thereof, as required by the provisions of the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.</p>

Original provisions	Amended provisions
<p>Except as prescribed in the preceding paragraph, the convener, after issuing the notice and announcement of the general meeting of shareholders, shall neither revise the proposals stated in the notice of general meeting of shareholders nor add new proposals.</p> <p>For the proposal where the notice of the general meeting of shareholders does not set out or does not meet the provisions of Article 50 hereof, the general meeting of shareholders shall not conduct a vote or make any resolution.</p>	<p>Except as prescribed in the preceding paragraph, the convener, after issuing the notice and announcement of the general meeting of shareholders <u>shareholders' meeting</u>, shall neither revise the proposals stated in the notice of general meeting of shareholders <u>shareholders' meeting</u> nor add new proposals.</p> <p>For the proposal where the notice of the general meeting of shareholders <u>shareholders' meeting</u> does not set out or does not meet the provisions of Article 50 hereof, the general meeting of shareholders <u>shareholders' meeting</u> shall not conduct a vote or make any resolution.</p>

Original provisions	Amended provisions
<p>Article 53 The notice of the general meeting of shareholders shall be in writing and include the following contents:</p> <p>(I) the time, venue, and duration of the meeting;</p> <p>(II) the matters and proposals to be discussed at the meeting;</p> <p>(III) a prominent statement stating that all shareholders are entitled to attend the general meeting of shareholders and appoint a proxy by written to attend and vote on his/her behalf, and such proxy need not be a shareholder of the Company;</p> <p>(IV) the record date of shareholders entitled to attend the general meeting of shareholders;</p> <p>(V) the name and phone number of the contact person in connection with the meeting;</p> <p>(VI) the voting time and voting procedures online or by other means.</p> <p>Notices and supplementary notices of general meetings of shareholders shall adequately and completely disclose all the specific contents of all proposals. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings of shareholders are issued.</p>	<p>Article 53 Article 58 The notice of the general meeting of shareholders <u>shareholders' meeting</u> shall be in writing and include the following contents:</p> <p>(I) the time, venue, and duration of the meeting;</p> <p>(II) the matters and proposals to be discussed at the meeting;</p> <p>(III) a prominent statement stating that all shareholders are entitled to attend the general meeting of shareholders <u>shareholders' meeting</u> and appoint a proxy by written to attend and vote on his/her behalf, and such proxy need not be a shareholder of the Company;</p> <p>(IV) the record date of shareholders entitled to attend the general meeting of shareholders <u>shareholders' meeting</u>;</p> <p>(V) the name and phone number of the contact person in connection with the meeting;</p> <p>(VI) the voting time and voting procedures online or by other means.</p> <p>Notices and supplementary notices of general meeting of shareholders <u>shareholders' meeting</u> shall adequately and completely disclose all the specific contents of all proposals. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings of shareholders are issued.</p>

Original provisions	Amended provisions
<p>Article 54 If the election of directors or supervisors is proposed to be discussed at the general meeting of shareholders, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors or supervisors, which shall at least include the following contents:</p> <p>(I) personal particulars, including educational background, work experience and part-time jobs, etc.;</p> <p>(II) whether one has any connected relationships with the Company or its controlling shareholders and de facto controllers;</p> <p>(III) the number of shares held in the Company;</p> <p>(IV) whether one has been punished by the CSRC and other relevant authorities or been reprimanded by any stock exchange.</p> <p>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.</p>	<p>Article 54 Article 59 If the election of directors or supervisors is proposed to be discussed at the general meeting of shareholders <u>shareholders' meeting</u>, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors or supervisors, which shall at least include the following contents:</p> <p>(I) personal particulars, including educational background, work experience and part-time jobs, etc.;</p> <p>(II) whether one has any <u>affiliated connected</u> relationships with the Company or its controlling shareholders and de facto controllers;</p> <p>(III) the number of shares held in the Company;</p> <p>(IV) whether one has been punished by the CSRC and other relevant authorities or been reprimanded by any stock exchange.</p> <p>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.</p>
<p>Section 5 Holding of General Meetings of Shareholders</p>	<p>Section 5 Section 6 Holding of General Meetings of Shareholders <u>Shareholders' Meeting</u></p>
<p>Article 56 The Company's Board of Directors and other conveners shall take necessary measures to ensure the normal order of the general meeting of shareholders. For any acts that interfere with the general meeting of shareholders, provoke troubles, and infringe upon the legitimate rights and interests of shareholders, the Company's Board of Directors and other conveners shall take measures to stop and report the same to relevant departments for investigation and punishment in a timely manner.</p>	<p>Article 56 Article 61 The Company's Board of Directors and other conveners shall take necessary measures to ensure the normal order of the general meeting of shareholders <u>shareholders' meeting</u>. For any acts that interfere with the general meeting of shareholders <u>shareholders' meeting</u>, provoke troubles, and infringe upon the legitimate rights and interests of shareholders, the Company's Board of Directors and other conveners shall take measures to stop and report the same to relevant departments for investigation and punishment in a timely manner.</p>

Original provisions	Amended provisions
<p>Article 57 All shareholders in the register as at the record date or their proxies shall have the right to attend the general meeting of shareholders and exercise voting rights pursuant to relevant laws, regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association.</p> <p>Shareholders may attend the general meeting of shareholders in person or appoint one or more persons as their proxy/proxies to attend the meeting and exercise their voting rights on their behalf, and such proxy/proxies need not be a shareholder of the Company.</p>	<p>Article 57 Article 62 All shareholders in the register as at the record date or their proxies shall have the right to attend the general meeting of shareholders shareholders' meeting and exercise voting rights pursuant to relevant laws, regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, and the Articles of Association.</p> <p>Shareholders may attend the general meeting of shareholders shareholders' meeting in person or appoint one or more persons as their proxy/proxies to attend the meeting and exercise their voting rights on their behalf, and such proxy/proxies need not be a shareholder of the Company.</p>
<p>Article 58 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents or certificates for identification and stock account card; proxies attending the meeting shall present their valid personal identity cards and the authorization letters from the shareholders.</p> <p>.....</p> <p>Where a shareholder is an unincorporated organization, the person in charge of the organization or a proxy authorized by the person in charge shall attend the meeting. Such person in charge of the organization attending the meeting shall present his/her personal identity card and valid document that can prove his/her identity as the person in charge. Such proxy authorized to attend the meeting shall present his/her personal identity card and the written authorization letter legally issued by the person in charge of the organization (except in case of a recognized clearing house or agent thereof).....</p>	<p>Article 58 Article 63 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents or certificates for identification and stock account card; proxies attending the meeting shall present their valid personal identity cards and the authorization letters from the shareholders.</p> <p>.....</p> <p>Where a shareholder is an unincorporated organization, the person in charge of the organization or a proxy authorized by the person in charge shall attend the meeting. Such person in charge of the organization attending the meeting shall present his/her personal identity card and valid document that can prove his/her identity as the person in charge. Such proxy authorized to attend the meeting shall present his/her personal identity card and the written authorization letter legally issued by the person in charge of the organization (except in case of a recognized clearing house or agent thereof).....</p>

Original provisions	Amended provisions
<p>Article 59 The authorization letter issued by shareholders to authorize others to attend the general meeting of shareholders shall contain the following contents:</p> <p>(I) the name of the proxy;</p> <p>(II) whether or not he/she is entitled to vote;</p> <p>(III) separate instructions to vote for, against, or abstain from voting in respect of each of the matters on the agenda to be considered at the general meeting of shareholders;</p> <p>(IV) date of issue and validity period of the authorization letter;</p> <p>(V) signature (or seal) of the appointing shareholder. Where the appointing shareholder is a legal person, such authorization letter shall be affixed with the legal person’s official seal; where the appointing shareholder is an unincorporated organization, such authorization letter shall be affixed with the official seal of such unincorporated organization.</p>	<p>Article 59 Article 64 The authorization letter issued by shareholders to authorize others to attend the general meeting of shareholders shareholders’ meeting shall contain the following contents:</p> <p><u>(I) the name of the principal, and the type and quantity of shares held by the principal in the Company;</u></p> <p><u>(II)</u> (I) the name of the proxy;</p> <p>(III) whether or not he/she is entitled to vote;</p> <p><u>(III)</u> (II) <u>the specific instructions of the shareholder, including: separate</u> instructions to vote for, against, or abstain from voting in respect of each of the matters on the agenda to be considered at the general meeting of shareholders;</p> <p>(IV) date of issue and validity period of the authorization letter;</p> <p>(V) signature (or seal) of the appointing shareholder. Where the appointing shareholder is a legal person, such authorization letter shall be affixed with the legal person’s official seal; where the appointing shareholder is an unincorporated organization, such authorization letter shall be affixed with the official seal of such unincorporated organization.</p>
<p>Article 60 The power of attorney shall contain a statement that if the proxy may vote as he/she deems fit in the absence of the shareholder’s instruction.</p>	<p>Deleted</p>

Original provisions	Amended provisions
<p>Article 61 Where the voting proxy power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization instruments authorized to be signed shall be notarized. The notarized power of attorney or other authorization instruments, together with the voting proxy power of attorney, shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting.</p> <p>Where the appointing shareholder is a legal person, its legal representative or the person authorized by the resolutions of its board of directors or other decision-making body shall be entitled to attend the general meeting of shareholders of the Company as a representative of the appointing shareholder.</p> <p>Where the appointing shareholder is an unincorporated organization, the person in charge of the organization or the person authorized by the resolutions of its decision-making body shall be entitled to attend the general meeting of shareholders of the Company as a representative of the appointing shareholder.</p>	<p>Article 61 Article 65 Where the voting proxy power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization instruments authorized to be signed shall be notarized. The notarized power of attorney or other authorization instruments, together with the voting proxy power of attorney, shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting.</p> <p>Where the appointing shareholder is a legal person, its legal representative or the person authorized by the resolutions of its board of directors or other decision-making body shall be entitled to attend the general meeting of shareholders of the Company as a representative of the appointing shareholder.</p> <p>Where the appointing shareholder is an unincorporated organization, the person in charge of the organization or the person authorized by the resolutions of its decision-making body shall be entitled to attend the general meeting of shareholders of the Company as a representative of the appointing shareholder.</p>
<p>Article 62 The Company shall be responsible for preparing the meeting’s register which shall include, among other things, the name of attendee (or institution), the ID number, the domicile, the number of shares with voting rights held or represented by the attendee, and the name of the principal (or institution).</p>	<p>Article 62 Article 66 The Company shall be responsible for preparing the meeting’s register which shall include, among other things, the name of attendee (or institution), the ID number, the domicile, the number of shares with voting rights held or represented by the attendee, and the name of the principal (or institution).</p>

Original provisions	Amended provisions
<p>Article 63 The convener shall join the verification of the legality of shareholders’ qualifications based on the share register provided by the securities registration and settlement institution, and register the names of the shareholders and the number of voting shares they hold. The registration of the meeting shall be terminated prior to the announcement by the presider of the meeting of the number of shareholders and proxies attending the meeting and the total number of their voting shares.</p>	<p>Article 63 Article 67 The convener shall join the verification of the legality of shareholders’ qualifications based on the share register provided by the securities registration and settlement institution, and register the names of the shareholders and the number of voting shares they hold. The registration of the meeting shall be terminated prior to the announcement by the presider of the meeting of the number of shareholders and proxies attending the meeting and the total number of their voting shares.</p>
<p>Article 64 When a general meeting of shareholders is held, all the directors, supervisors and secretary to the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management personnel shall also be present at the meeting.</p>	<p>Article 64 Article 68 <u>Where the shareholders’ meeting requires the Directors and senior managers to be present, the Directors, and senior managers shall be in attendance at the meeting and answer questions from the shareholders.</u> When a general meeting of shareholders is held, all the directors, supervisors and secretary to the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management personnel shall also be present at the meeting.</p>

Original provisions	Amended provisions
<p>Article 65 A general meeting of shareholders shall be chaired by the chairman of the Board of Directors. In the event that the chairman of the Board of Directors is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall chair the meeting.</p> <p>A general meeting of shareholders convened by the Supervisory Committee on its own initiative shall be chaired by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is unable to or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall chair the meeting.</p> <p>A general meeting of shareholders convened by shareholders on their own initiative shall be presided over by the representative nominated by the convener.</p> <p>If the presider of the general meeting of shareholders breaches the procedural rules, which makes it unable to proceed with the general meeting of shareholders, subject to the consent of more than half of shareholders with voting rights attending the general meeting of shareholders, the general meeting of shareholders may nominate a person to act as the presider of the meeting and such meeting may continue.</p>	<p>Article 65 Article 69 A general meeting of shareholders <u>shareholders' meeting</u> shall be chaired by the chairman of the Board of Directors. In the event that the chairman of the Board of Directors is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall chair the meeting.</p> <p>A general meeting of shareholders <u>shareholders' meeting</u> convened by the audit committee Supervisory Committee on its own initiative shall be chaired by the <u>convener of the audit committee chairman of the Supervisory Committee</u>. In the event that the chairman of the Supervisory Committee is unable to or fails to perform his/her duties, a <u>member of the audit committee supervisor</u> jointly elected by more than half of the <u>members of the audit committee supervisors</u> shall chair the meeting.</p> <p>A general meeting of shareholders <u>shareholders' meeting</u> convened by shareholders on their own initiative shall be presided over by the convener <u>or</u> the representative nominated <u>by the convener</u>.</p> <p>If the presider of the general meeting of shareholders <u>shareholders' meeting</u> breaches the procedural rules, which makes it unable to proceed with the general meeting of shareholders <u>shareholders' meeting</u>, subject to the consent of more than half of shareholders with voting rights attending the general meeting of shareholders <u>shareholders' meeting</u>, the general meeting of shareholders <u>shareholders' meeting</u> may nominate a person to act as the presider of the meeting and such meeting may continue.</p>

Original provisions	Amended provisions
<p>Article 66 The Company shall formulate the rules of procedure for general meetings of shareholders, which shall specify the convening and voting procedures for the general meeting of shareholders, including the notice, registration, consideration of the proposals, voting, vote counting, announcement of voting results, the formation of meeting resolution, meeting minutes and their signing and announcement, etc., as well as the principles for authorization by the general meeting of shareholders to the Board of Directors (the authorization shall be specific and in detail). The rules of procedure for general meetings of shareholders shall serve as an appendix to the Articles of Association, and shall be formulated by the Board and approved at the general meeting of shareholders.</p>	<p>Article 66 Article 70 The Company shall formulate the rules of procedure for general meeting of shareholders shareholders’ meeting, which shall specify the convening, holding and voting procedures for the general meeting of shareholders shareholders’ meeting, including the notice, registration, consideration of the proposals, voting, vote counting, announcement of voting results, the formation of meeting resolution, meeting minutes and their signing and announcement, etc., as well as the principles for authorization by the general meeting of shareholders to the Board of Directors (the authorization shall be specific and in detail). The rules of procedure for general meetings of shareholders shall serve as an appendix to the Articles of Association, and shall be formulated by the Board and approved at the general meeting of shareholders.</p>
<p>Newly added</p>	<p>Article 71 <u>The rules of procedure for shareholders’ meetings shall be attached as an annex to the articles of association, prepared by the board of directors and approved by the shareholders’ meeting.</u></p>
<p>Article 67 At the annual general meeting, the Board of Directors and the Supervisory Committee shall report their work in the previous year to the general meeting of shareholders. Every independent non-executive director shall also make his/her work reports.</p>	<p>Article 67 Article 72 At the annual general meeting shareholders’ meeting, the Board of Directors and the Supervisory Committee shall report their work in the previous year to the general meeting of shareholders shareholders’ meeting. Every independent non-executive director shall also make his/her work reports.</p>
<p>Article 68 Except for the matters relating to the Company’s business secrets that cannot be disclosed at the general meeting of shareholders, directors, supervisors and senior management personnel shall make explanations and clarifications in relation to the inquiries and recommendations made by the shareholders at the general meeting of shareholders.</p>	<p>Article 68 Article 73 Except for the matters relating to the Company’s business secrets that cannot be disclosed at the general meeting of shareholders shareholders’ meeting, directors; supervisors and senior management personnel shall make explanations and clarifications in relation to the inquiries and recommendations made by the shareholders at the general meeting of shareholders shareholders’ meeting.</p>

Original provisions	Amended provisions
<p>Article 70 The general meeting of shareholders shall have meeting minutes, which shall be in the charge of the secretary to the Board of Directors. The meeting minutes shall contain the following contents:</p> <p>(I) the time, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the name of the presider of the meeting and the directors, supervisors, general manager and other senior management personnel attending or present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company, including the number of the shareholders of unlisted domestic shares (including proxies) and the H shareholders (including proxies) attending the general meeting of shareholders, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company, respectively;</p> <p>(IV) the deliberation process of each proposal, summaries of the speeches and the voting results (including the voting results of the shareholders of unlisted domestic shares and the H shareholders on each proposal);</p> <p>(V) details of the inquiries or recommendations of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) the names of the counter and the scrutineer;</p> <p>(VII) other contents that should be recorded in the meeting minutes as provided in the Articles of Association.</p>	<p>Article 70 Article 75 The general meeting of shareholders shareholders' meeting shall have meeting minutes, which shall be in the charge of the secretary to the Board of Directors. The meeting minutes shall contain the following contents:</p> <p>(I) the time, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the name of the presider of the meeting and the directors, supervisors, general manager and other senior management personnel attending or present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company, including the number of the shareholders of unlisted domestic shares (including proxies) and the H shareholders (including proxies) attending the general meeting of shareholders shareholders' meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company, respectively;</p> <p>(IV) the deliberation process of each proposal, summaries of the speeches and the voting results (including the voting results of the shareholders of unlisted domestic shares and the H shareholders on each proposal);</p> <p>(V) details of the inquiries or recommendations of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) the names of the counter and the scrutineer;</p> <p>(VII) other contents that should be recorded in the meeting minutes as provided in the Articles of Association.</p>

Original provisions	Amended provisions
<p>Article 71 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors and the secretary to the Board of Directors attending the meeting, the convener or representative thereof, and the presider of the meeting shall sign the meeting minutes. The meeting minutes shall be kept for a term of 10 years together with the book of signatures of the shareholders attending the meeting, the power of attorney of the attending proxies, and the valid information on voting through other methods.</p>	<p>Article 71 Article 76 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors and the secretary to the Board of Directors attending or present at the meeting, the convener or representative thereof, and the presider of the meeting shall sign the meeting minutes. The meeting minutes shall be kept for a term of 10 years together with the book of signatures of the shareholders attending the meeting, the power of attorney of the attending proxies, and the valid information on voting through online and other methods.</p>
<p>Article 72 The convener shall ensure that the general meeting of shareholders is held continuously until final resolutions have been reached. In the event that the general meeting of shareholders is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or directly terminate the meeting, and the relevant announcement shall be made in a timely manner in accordance with the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.</p>	<p>Article 72 Article 77 The convener shall ensure that the general meeting of shareholders shareholders' meeting is held continuously until final resolutions have been reached. In the event that the general meeting of shareholders shareholders' meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or directly terminate the meeting, and the relevant announcement shall be made in a timely manner in accordance with the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.</p>

Original provisions	Amended provisions
<p>Section 6 Voting and Resolutions at General Meetings of Shareholders</p>	<p>Section 6 Section 7 Voting and Resolutions at General Meetings of Shareholders Shareholders' Meeting</p>
<p>Article 73 Resolutions of a general meeting of shareholders shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by the shareholders (including proxies) attending the general meeting of shareholders.</p> <p>Special resolutions shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including proxies) attending the general meeting of shareholders.</p>	<p>Article 73 Article 78 Resolutions of a general meeting of shareholders shareholders' meeting shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by the shareholders (including proxies) attending the general meeting of shareholders shareholders' meeting.</p> <p>Special resolutions shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including proxies) attending the general meeting of shareholders shareholders' meeting.</p>

Original provisions	Amended provisions
<p>Article 74 The following matters shall be approved by ordinary resolutions at a general meeting of shareholders:</p> <p>(I) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(III) appointment and dismissal of members of the Board of Directors and the Supervisory Committee, and their remunerations and the method of payment;</p> <p>(IV) the annual financial budgets and final accounts of the Company;</p> <p>(V) the annual report of the Company;</p> <p>(VI) other matters other than those which are required by laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association to be approved by a special resolution.</p>	<p>Article 74 Article 79 The following matters shall be approved by ordinary resolutions at a general meeting of shareholders <u>shareholders’ meeting</u>:</p> <p>(I) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(III) appointment and dismissal of members of the Board of Directors and the Supervisory Committee, and their remunerations and the method of payment;</p> <p>(IV) the annual financial budgets and final accounts of the Company;</p> <p>(V) the annual report of the Company;</p> <p>(VI) (IV) other matters other than those which are required by laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association to be approved by a special resolution.</p>

Original provisions	Amended provisions
<p>Article 75 The following matters shall be approved by special resolutions at a general meeting of shareholders:.....</p> <p>(IV) the amount of purchase or disposal of material assets or providing guarantee within one year, which exceeds 30% of the latest audited total assets of the Company;</p> <p>(V) any equity incentive plans;</p> <p>(VI) any matters required by laws, administrative regulations, the regulatory rules of HKEX and the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association; any matters considered to have a substantial impact on the Company and to require approval by a special resolution by the general meeting of shareholders in an ordinary resolution;</p>	<p>Article 75 Article 80 The following matters shall be approved by special resolutions at a general meeting of shareholders <u>shareholders’ meeting</u>:.....</p> <p>(IV) the amount of purchase or disposal of material assets or providing guarantee <u>to others</u> within one year, which exceeds 30% of the latest audited total assets of the Company;</p> <p>(V) any equity incentive plans;</p> <p>(VI) any matters required by laws, administrative regulations, the regulatory rules of HKEX and the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association; any matters considered to have a substantial impact on the Company and to require approval by a special resolution by the general meeting of shareholders <u>shareholders’ meeting</u> in an ordinary resolution;.</p>
<p>Article 76 Shareholders (including proxies) shall exercise voting rights based on the number of shares with voting rights represented by them, and each share shall have one vote.....</p>	<p>Article 76 Article 81 Shareholders (including proxies) shall exercise voting rights based on the number of shares with voting rights represented by them, and each share shall have one vote.....</p>
<p>Article 78 The Company shall provide convenience for shareholders to attend the general meeting of shareholders by various means and ways, provided that the general meeting of shareholders is held legally and validly.</p>	<p>Deleted</p>

Original provisions	Amended provisions
<p>Article 79 Unless the Company is in a crisis or any special circumstance, the Company shall not enter into any contract with anyone other than the directors, general manager and other senior management personnel to have all or significant part of the Company’s business in the care of such person, unless otherwise approved by the general meeting of shareholders with a special resolution.</p>	<p>Article 79 Article 83 Unless the Company is in a crisis or any special circumstance, the Company shall not enter into any contract with anyone other than the directors, general manager and other senior management personnel to have all or significant part of the Company’s business in the care of such person, unless otherwise approved by the general meeting of shareholders shareholders’ meeting with a special resolution.</p>
<p>Article 80 The list of candidates for directors or supervisors shall be submitted by way of proposal to the general meeting of shareholders for consideration. An accumulative voting system may be adopted when the general meeting of shareholders votes on the election of directors and supervisors pursuant to the provisions of the Articles of Association or a resolution of the general meeting of shareholders.</p> <p>The accumulative voting system described in the preceding paragraph refers to that, when the general meeting of shareholders elects directors or supervisors, each share has the same voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders can be used collectively. The Board of Directors shall announce to the shareholders the resumes and basic information of the candidates for directors and supervisors.</p>	<p>Article 80 Article 84 The list of candidates for directors or supervisors shall be submitted by way of proposal to the general meeting of shareholders shareholders’ meeting for consideration.</p> <p>An accumulative voting system may be adopted when the general meeting of shareholders shareholders’ meeting votes on the election of directors and supervisors pursuant to the provisions of the Articles of Association or a resolution of general meeting of shareholders shareholders’ meeting. <u>The cumulative voting system shall be adopted when the proportion of shares beneficially owned by a single shareholder and its persons acting in concert reaches 30% or above; The cumulative voting system shall be implemented when the shareholders’ meeting elects more than two independent directors.</u></p> <p>The accumulative voting system described in the preceding paragraph refers to that, when the general meeting of shareholders shareholders’ meeting elects directors or supervisors, each share has the same voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders can be used collectively. The Board of Directors shall announce to the shareholders the resumes and basic information of the candidates for directors and supervisors.</p>

Original provisions	Amended provisions
<p>Article 81 Except for the cumulative voting system, the general meeting of shareholders will vote on all proposals one by one. If there are different proposals on the same matter, the voting will be carried out in the order in which the proposals were submitted. Except for the suspension of the general meeting of shareholders or the inability to make resolutions due to special reasons such as force majeure, the general meeting of shareholders will not set aside or refrain from voting on proposals.</p>	<p>Article 81 Article 85 Except for the cumulative voting system, the general meeting of shareholders <u>shareholders' meeting</u> will vote on all proposals one by one. If there are different proposals on the same matter, the voting will be carried out in the order in which the proposals were submitted. Except for the suspension of the general meeting of shareholders <u>shareholders' meeting</u> or the inability to make resolutions due to special reasons such as force majeure, the general meeting of shareholders <u>shareholders' meeting</u> will not set aside or refrain from voting on proposals.</p>
<p>Article 82 No amendments shall be made to a proposal when it is considered at a general meeting of shareholders, otherwise, the relevant amendments shall be deemed as a new proposal and shall not be voted on at the general meeting of shareholders.</p>	<p>Article 82 Article 86 No amendments shall be made to a proposal when it is considered at a general meeting of shareholders <u>shareholders' meeting</u>, otherwise, the relevant amendments shall be deemed as a new proposal and shall not be voted on at the general meeting of shareholders <u>shareholders' meeting</u>.</p>
<p>Article 83 The same voting right can only be exercised in one form: onsite or otherwise. Where the same voting right is exercised more than once, the result of the first vote shall prevail.</p>	<p>Article 83 Article 87 The same voting right can only be exercised in one form: onsite, <u>online</u> or otherwise. Where the same voting right is exercised more than once, the result of the first vote shall prevail.</p>

Original provisions	Amended provisions
<p>Article 85 Before voting on a proposal at the general meeting of shareholders, two (2) shareholder representatives shall be elected to participate in counting and scrutinizing of votes. Where any shareholder is connected with/related to any matter considered, the said shareholder and proxy thereof shall not participate in the counting and scrutinizing of votes.</p> <p>When proposals are voted on at the general meeting of shareholders, the shareholder representatives and the supervisor representatives shall be jointly responsible for the counting and scrutinizing of the votes and shall announce the voting results on the spot, of which the voting results shall be recorded in the meeting minutes.</p>	<p>Article 85 Article 89 Before voting on a proposal at the general meeting of shareholders shareholders’ meeting, two (2) shareholder representatives shall be elected to participate in counting and scrutinizing of votes. Where any shareholder is connected with/related to any matter considered, the said shareholder and proxy thereof shall not participate in the counting and scrutinizing of votes.</p> <p>When proposals are voted on at the general meeting of shareholders shareholders’ meeting, the shareholder representatives and the supervisor representatives shall be jointly responsible for the counting and scrutinizing of the votes and shall announce the voting results on the spot, of which the voting results shall be recorded in the meeting minutes.</p> <p><u>Shareholders of the Company or their proxies who cast their votes via the internet or otherwise shall have the right to check their voting results by the corresponding voting system.</u></p>
<p>Newly added</p>	<p><u>Article 90 An on-site shareholders’ meeting shall not end earlier than that conducted online or via any other method; the Chairman of the meeting shall announce the voting status and result for each proposal on site and announce in accordance with the voting result whether the proposal is passed.</u></p> <p><u>Prior to official announcement of the voting results, the relevant parties involved in the on-site shareholders’ meeting, online and any other voting methods, such as the Company, the counting agent(s), the scrutineer(s), shareholders and internet service provider, shall be obliged to keep confidentiality of the voting results.</u></p>

Original provisions	Amended provisions
<p>Article 86 Shareholders attending the general meeting of shareholders shall present one of the following views on the proposals submitted for voting: for, against or abstention.....</p>	<p>Article 86 Article 91 Shareholders attending the general meeting of shareholders shareholders' meeting shall present one of the following views on the proposals submitted for voting: for, against or abstention. <u>The securities registration and settlement institutions, being the nominal holders of shares under the Mainland China-Hong Kong Stock Connect Program, may express opinions according to the intentions of actual holders.....</u></p>
<p>Article 90 Where a proposal on election of directors or supervisors is passed at the general meeting of shareholders, the directors or supervisors elected shall take office on the date when the resolution on election of such directors or supervisors is passed at the general meeting of shareholders.</p> <p>Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at the general meeting of shareholders, the Company shall implement the specific scheme within 2 months after the conclusion of the general meeting of shareholders.</p>	<p>Article 90 Article 95 Where a proposal on election of directors or supervisors is passed at the general meeting of shareholders shareholders' meeting, the directors or supervisors elected shall take office on the date when the resolution on election of such directors or supervisors is passed at the general meeting of shareholders shareholders' meeting.</p> <p>Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at the general meeting of shareholders, the Company shall implement the specific scheme within 2 months after the conclusion of the general meeting of shareholders.</p>
<p>Newly added</p>	<p>Article 96 <u>Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at the shareholders' meeting, the Company shall implement the specific scheme within 2 months after the conclusion of the general meeting of shareholders.</u></p>

Original provisions	Amended provisions
CHAPTER 5 BOARD OF DIRECTORS	CHAPTER 5 <u>DIRECTORS AND</u> THE BOARD OF DIRECTORS
Section 1 Directors	Section 1 <u>General Provisions on</u> Directors
<p>Article 91 A director of the Company shall be a natural person. Any person involved in any of the following circumstances shall not serve as a director of the Company:</p> <p>(I) devoid of or with restricted civil conduct ability;</p> <p>(II) within five years after serving sentence for embezzlement, bribery, infringement or misappropriation of property, or for jeopardizing socialist market economic order, or within five years after serving sentence and being deprived of political rights for crime;</p> <p>(III) within three years after insolvency and liquidation of such company or enterprise where the person acted as a director, factory manager or business manager and has been held accountable for the insolvency;</p> <p>(IV) within three years after such company or enterprise where the person acted as legal representative is revoked of business license and ordered to shut down for violating law on which the person is held accountable;</p> <p>(V) liable to large amount of unliquidated mature debts;</p> <p>(VI) being prohibited from participating in securities market by the CSRC and such period has not elapsed;</p> <p>(VII) any other circumstances stipulated in the laws, administrative regulations, departmental rules or the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed.</p>	<p>Article 91 <u>Article 97</u> A director of the Company shall be a natural person, Any person involved in any of the following circumstances shall not serve as a director of the Company:</p> <p>(I) devoid of or with restricted civil conduct ability;</p> <p>(II) within five years after serving sentence for embezzlement, bribery, infringement or misappropriation of property, or for jeopardizing socialist market economic order, or within five years after serving sentence and being deprived of political rights for crime,<u>or who is sentenced to probation and it has not been more than 2 years since the expiration of the probation period;</u></p> <p>(III) within three years after insolvency and liquidation of such company or enterprise where the person acted as a director, factory manager or business manager and has been held accountable for the insolvency;</p> <p>(IV) within three years after such company or enterprise where the person acted as legal representative is revoked of business license and <u>ordered to closed down</u> for violating law on which the person is held accountable;</p> <p>(V) liable to large amount of unliquidated mature debts <u>a person who is being listed as dishonest persons subject to enforcement by the people’s court for a relatively large amount of debts due and outstanding;</u></p> <p>(VI) being prohibited from participating in securities market by the CSRC and such period has not elapsed;</p>

Original provisions	Amended provisions
<p>If the election or appointment of a director violates this article, such election, appointment or engagement shall be invalid. If any of the circumstances described in this article occurs during the term of office of a director, the Company shall dismiss the duties of such director.</p>	<p><u>(VII) a person who has been publicly declared by the securities regulatory authority and the stock exchange where the Company’s shares are listed to be unsuitable for serving as the directors and senior managements of any listed company and the time limit has not expired;</u></p> <p>(VII) <u>(VIII)</u> any other circumstances stipulated in the laws, administrative regulations, departmental rules or the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed.</p> <p>If the election or appointment of a director violates this article, such election, appointment or engagement shall be invalid. If any of the circumstances described in this article occurs during the term of office of a director, the Company shall dismiss the duties of such director <u>and stop the director from performing his/her duty.</u></p>

Original provisions	Amended provisions
<p>Article 92 Directors shall be elected or replaced at the general meeting of shareholders and may be removed before the expiration of the term of office at the general meeting of shareholders. Subject to compliance with the relevant provisions of laws and administrative regulations, the general meeting of shareholders may remove any director whose tenure has not expired by ordinary resolutions (without prejudice to any claim which might be put forward in accordance with any contract). The term of office of a director shall be three years, and he/she may serve consecutive terms if re-elected upon the expiration of his/her term of office.</p> <p>The tenure of a director shall start from the date on which the said director assumes office to the expiration of the current Board. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiration of his/her term of office.</p> <p>Without violating the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy on the Board of Directors, such appointed director shall hold office until the first annual general meeting after his or her appointment and the said director shall be qualified for re-election and renewal thereat.</p>	<p>Article 92 Article 98 Directors shall be elected or replaced at the general meeting of shareholders shareholders’ meeting and may be removed before the expiration of the term of office at the general meeting of shareholders shareholders’ meeting. Subject to compliance with the relevant provisions of laws and administrative regulations, the general meeting of shareholders may remove any director whose tenure has not expired by ordinary resolutions (without prejudice to any claim which might be put forward in accordance with any contract). The term of office of a director shall be three years, and he/she may serve consecutive terms if re-elected upon the expiration of his/her term of office.</p> <p>The tenure of a director shall start from the date on which the said director assumes office to the expiration of the current Board. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiration of his/her term of office.</p> <p>Without violating the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy on the Board of Directors, such appointed director shall hold office until the first annual general meeting shareholders’ meeting after his or her appointment and the said director shall be qualified for re-election and renewal thereat.</p>

Original provisions	Amended provisions
<p>The general manager or any other senior management personnel may hold the position of director concurrently, provided that the total number of directors who hold the position of general manager or any other senior management personnel concurrently and directors who are employee representatives shall not exceed half of the total number of directors of the Company.</p>	<p>The general manager or any other senior management personnel may hold the position of director concurrently, <u>provided that</u> the total number of directors who hold the position of general manager or any other senior management personnel concurrently and directors who are employee representatives shall not exceed half of the total number of directors of the Company.</p>
<p>Article 93 Directors shall comply with laws, administrative regulations and the Articles of Association, and carry out the following duties of loyalty to the Company:</p> <p>(I) not to abuse their authority in accepting bribes or other unlawful income or misappropriate the Company’s property;</p> <p>(II) not to embezzle the Company’s funds;</p> <p>(III) not to deposit the Company’s assets or funds into accounts under their own names or the names of other individuals;</p> <p>(IV) not to loan the Company’s funds to others or provide guarantees in favor of others supported by the Company’s property in violation of the Articles of Association or without approval of the general meeting of shareholders or the Board of Directors;</p> <p>(V) not to enter into contracts or transactions with the Company in violation of the Articles of Association or without approval of the general meeting of shareholders;</p>	<p>Article 90 Article 99 Directors shall abide by laws, administrative regulations, and the provisions of these articles of association, <u>assume duties of loyalty to the Company, adopt measures to avoid conflicts between their own interests and the interests of the Company, and shall not take advantage of their powers to seek any improper interests.</u></p> <p><u>Directors</u> shall owe the following duties of loyalty to the company:</p> <p>(I) not to abuse their authority in accepting bribes or other unlawful income or misappropriate the Company’s property;[‡]</p> <p>(H) not to embezzle the Company’s funds;</p> <p>(II) (HH) not to deposit the Company’s assets or funds into accounts under their own names or the names of other individuals;</p> <p><u>(III) not to accept any bribery or other illegal income by using his powers and position;</u></p> <p>(IV) not to loan the Company’s funds to others or provide guarantees in favor of others supported by the Company’s property in violation of the Articles of Association or without approval of the general meeting of shareholders or the Board of Directors;</p>

Original provisions	Amended provisions
<p>(VI) not to use their position to procure business opportunities for themselves or others that should have otherwise been available to the Company or operate businesses similar to that of the Company for their own benefit or on behalf of others without approval of the general meeting of shareholders;</p> <p>(VII) not to accept commissions from transactions between others and the Company for their own benefit;</p> <p>(VIII) not to disclose confidential information of the Company without authorization;</p> <p>(IX) not to impair the interests of the Company by making use of their connected relationship;</p> <p>(X) other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed and the Articles of Association.</p> <p>Income generated by directors in violation of this article shall be returned to the Company. Directors shall be liable for making compensation for any loss suffered by the Company arising therefrom.</p>	<p><u>(IV) (V)</u> not to <u>directly or indirectly</u> enter into contracts or transactions with the Company <u>in violation of the Articles of Association or without approval of the general meeting of shareholders without reporting to the board of directors or the shareholders' general meeting and adoption by the resolution of the board of directors or the shareholders' meeting in accordance with the provisions of the Articles of Association;</u></p> <p><u>(V) (VI)</u> not to use their position to procure business opportunities for themselves or others that should <u>have otherwise been</u> be available to the Company <u>or operate businesses similar to that of the Company for their own benefit or on behalf of others without approval of the general meeting of shareholders; except if the situation is reported to the board of directors or the shareholders' meeting and adopted by the resolution of the shareholders' meeting, or if the Company is unable to take advantage of such business opportunities in accordance with the laws, administrative regulations or the provisions of the Articles of Association;</u></p> <p><u>(VI) not to run the same businesses as those of the Company for himself or for others without reporting to the board of directors or the shareholders' meeting and adoption by the resolution of the shareholders' meeting;</u></p> <p>(VII) not to accept commissions from transactions between <u>others</u> and the Company for their own benefit;</p> <p>(VIII) not to disclose confidential information of the Company without authorization;</p> <p>(IX) not to impair the interests of the Company by making use of their <u>related connected</u> relationship;</p>

Original provisions	Amended provisions
	<p>(X) other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed and the Articles of Association.</p> <p>Income generated by directors in violation of this article shall be returned to the Company. Directors shall be liable for making compensation for any loss suffered by the Company arising therefrom.</p> <p><u>Where a close relative of a director or senior management personnel, an enterprise directly or indirectly controlled by a director, senior management personnel or a close relative of him or her, or an affiliated party that is otherwise affiliated to a director or senior management personnel enters into a contract or conducts a transaction with the Company, the provision of subparagraph (4) of paragraph 2 of this article shall apply.</u></p>

Original provisions	Amended provisions
<p>Article 94 Directors shall comply with laws, administrative regulations and the Articles of Association, and have the following duties of diligence towards the Company:</p> <p>...</p> <p>(V) to truthfully furnish with relevant facts and information to the Supervisory Committee without obstructing the exercise of functions and powers by the Supervisory Committee or supervisors;</p> <p>(VI) to fulfill any other duties of diligence stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed and the Articles of Association.</p>	<p>Article 94 Article 100 Directors shall comply with <u>the provisions of</u> laws, administrative regulations and the Articles of Association, and shall owe a duty of diligence to the Company. In the performance of their duties, they shall exercise the reasonable care ordinarily expected of a manager for the best interests of the Company.</p> <p>Directors have the following duties of diligence towards the Company:</p> <p>...</p> <p>(V) to truthfully furnish with relevant facts and information to the Supervisory Committee audit committee without obstructing the exercise of functions and powers by the Supervisory Committee or supervisors audit committee;</p> <p>(VI) to fulfill any other duties of diligence stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed and the Articles of Association.</p>

Original provisions	Amended provisions
<p>Article 96 A director may resign before the expiration of his/her term of office, provided that a written resignation report in respect of his/her resignation shall be submitted to the Board and the Board will disclose the relevant information within 2 days.</p> <p>In the event that the resignation of any director results in the number of members of the Board of Directors of the Company to be less than the statutory minimum requirement, or the resignation of any independent non-executive director results in the number of independent non-executive directors to be less than one-third of the number of the members of the Board of Directors or absence of accounting professional in the independent non-executive directors, the said director shall continue to perform his/her duties as a director pursuant to the laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director takes office.</p> <p>Save for the circumstances stated in the preceding paragraph, the resignation of a director shall become effective upon receipt of the resignation report by the Board of Directors.</p>	<p>Article 96 Article 102 A director may resign before the expiration of his/her term of office, provided that a written resignation report in respect of his/her resignation shall be submitted to the Board Company and the resignation shall take effect on <u>the date on which the Company receives the resignation report</u>. The Board Company will disclose the relevant information within 2 <u>business days</u>.</p> <p>In the event that the resignation of any director results in the number of members of the Board of Directors of the Company to be less than the statutory minimum requirement, or the resignation of any independent non-executive director results in the number of independent non-executive directors to be less than one-third of the number of the members of the Board of Directors or absence of accounting professional in the independent non-executive directors, the said director shall continue to perform his/her duties as a director pursuant to the laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director takes office.</p> <p>Save for the circumstances stated in the preceding paragraph, the resignation of a director shall become effective upon receipt of the resignation report by the Board of Directors.</p>

Original provisions	Amended provisions
<p>Article 97 If resignation of a director takes effect or if his/her term of office expires, the said director shall go through all handover formalities with the Board of Directors, and his/her duties of loyalty to the Company and shareholders shall not be necessarily discharged upon expiration of his/her term of office, and shall remain valid within 12 months after the resignation takes effect or the term of office expires. The duration of other duties shall be determined based on the fair principle, taking into account factors such as the nature, importance, time of impact of the relevant matters and relationship with such director.</p>	<p>Article 97 Article 103 <u>The Company shall establish a management system for the resignation of directors, clarifying the protective measures regarding accountability and compensation for unfulfilled public undertakings and other outstanding matters.</u> If resignation of a director takes effect or if his/her term of office expires, the said director shall go through all handover formalities with the Board of Directors, and his/her duties of loyalty to the Company and shareholders shall not be necessarily discharged upon expiration of his/her term of office, and shall remain valid within 12 months after the resignation takes effect or the term of office expires. The duration of other duties shall be determined based on the fair principle, taking into account factors such as the nature, importance, time of impact of the relevant matters and relationship with such director. <u>The liabilities that a director shall assume for performing duties during his/her term of office shall not be exempted or terminated due to resignation.</u></p>
<p>Newly added</p>	<p>Article 104 <u>The general meeting of shareholders may resolve to remove a director, and the removal shall take effect on the date of the resolution.</u></p> <p><u>If a director is removed without just cause before the expiration of his/her term, the director may seek compensation from the Company.</u></p>

Original provisions	Amended provisions
<p>Article 99 Where a director violates the laws, administrative regulations, departmental rules or the Articles of Association in performance of duties to the Company and results in any loss to the Company, such director shall be liable for making compensation.</p>	<p>Article 99 Article 106 <u>Where a director causes damage to others in performing his/her duties, the Company shall assume liability for compensation; provided that the director shall also assume liability for compensation if there is intent or gross negligence on his/her part.</u></p> <p>Where a director violates the laws, administrative regulations, departmental rules or the Articles of Association in performance of duties to the Company and results in any loss to the Company, such director shall be liable for making compensation.</p>
<p>Article 100 The independent non-executive directors shall be subject to the relevant provisions of the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed. At least one independent non-executive director of the Company shall be an accounting professional. Independent nonexecutive directors shall perform their duties honestly and faithfully, protect the Company’s interests and in particular, prevent encroachment of the lawful rights and interests of public shareholders, so as to ensure the sufficient representation of the interests of all shareholders.</p>	<p>Deleted</p>

Original provisions	Amended provisions
<p>Article 101 The Company shall set up a Board of Directors which shall be accountable to the general meeting of shareholders.</p>	<p>Article 101 Article 107 The Company shall set up a Board of Directors which shall be accountable to the general meeting of shareholders. <u>The Board of Directors consists of eight directors, four of which are independent directors. The number of independent directors shall be not less than one-third of the total number of the Board of Directors. The Board of Directors shall have one chairman. The chairman shall be elected by the Board of Directors with a majority of vote of all directors. The composition and number of the Board of Directors shall comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed.</u></p>
<p>Article 102 The Board of Directors consists of eight directors, four of which are independent non-executive directors. The number of independent non-executive directors shall be not less than one-third of the total number of the Board of Directors.</p>	<p>Deleted</p>
<p>Article 103 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) convening the general meeting of shareholders and submitting work reports to the general meeting of shareholders;</p> <p>(II) implementing resolutions of the general meeting of shareholders;</p> <p>(III) deciding on the business plans and investment plans of the Company;</p> <p>(IV) formulating the Company's annual financial budgets and final accounts;</p> <p>(V) formulating the Company's profit distribution plans and loss recovery plans;</p>	<p>Article 103 Article 108 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) convening the general meeting of shareholders <u>shareholders' meeting</u> and submitting work reports to the general meeting of shareholders <u>shareholders' meeting</u>;</p> <p>(II) implementing resolutions of the general meeting of shareholders <u>shareholders' meeting</u>;</p> <p>(III) deciding on the business plans and investment plans of the Company;</p> <p>(IV) formulating the Company's annual financial budgets and final accounts;</p> <p>(V) formulating the Company's profit distribution plans and loss recovery plans;</p>

Original provisions	Amended provisions
<p>(VI) formulating the Company’s plans for increase or reduction of registered capital, issuance of bonds or other securities, and listing plan;</p> <p>(VII) drafting plans for the Company’s major acquisition, purchase of the Company’s shares or merger, division, dissolution, and change in the corporate form of the Company under circumstances as stipulated in items (I) and (II) of Article 23 hereof;</p> <p>(VIII) determining, within the scope of the authorization granted by the general meeting of shareholders, the Company’s external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions and external donation, etc.;</p> <p>(IX) resolving on the establishment of the Company’s internal management bodies;</p> <p>(X) determining the appointment or dismissal of the general manager of the Company, the secretary to the Board of Directors of the Company and other senior management personnel, and determining their emoluments, rewards and penalties; determining the appointment or dismissal of senior management personnel including deputy general manager and person in charge of finance of the Company based on the nominations of the general manager, and determining their emoluments, rewards and penalties;</p> <p>(XI) formulating the Company’s basic management rules;</p> <p>(XII) formulating plans for amendment of the Articles of Association;</p>	<p>(VI) <u>(V)</u> formulating the Company’s plans for increase or reduction of registered capital, issuance of bonds or other securities, and listing plan;</p> <p>(VII) <u>(VI)</u> drafting plans for the Company’s major acquisition, purchase of the Company’s shares or merger, division, dissolution, and change in the corporate form of the Company under circumstances as stipulated in items (I) and (II) of Article 23 hereof;</p> <p>(VIII) <u>(VII)</u> determining, within the scope of the authorization granted by the general meeting of shareholders <u>shareholders’ meeting</u>, the Company’s external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions and external donation, etc.;</p> <p>(IX) <u>(VIII)</u> resolving on the establishment of the Company’s internal management bodies;</p> <p>(X) <u>(IX)</u> determining the appointment or dismissal of the general manager of the Company, the secretary to the Board of Directors of the Company and other senior management personnel, and determining their emoluments, rewards and penalties; determining the appointment or dismissal of senior management personnel including deputy general manager and person in charge of finance of the Company based on the nominations of the general manager, and determining their emoluments, rewards and penalties;</p> <p>(XI) <u>(X)</u> formulating the Company’s basic management rules;</p>

Original provisions	Amended provisions
<p>(XIII) managing information disclosure by the Company;</p> <p>(XIV) proposing the engagement or change of the accounting firms auditing for the Company to the general meeting of shareholders;</p> <p>(XV) listening to work reports submitted by the general manager of the Company and reviewing his/her work;</p> <p>(XVI) passing resolutions concerning the acquisition of the Company’s shares under the circumstances as stipulated in item (III) of Article 23 hereof;</p> <p>(XVII) other functions and powers conferred by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association and granted by the general meeting of shareholders.</p> <p>The Board of Directors of the Company shall establish special committees, including the audit committee, the nomination committee, and the remuneration and evaluation committee, and the strategy committee as necessary. The special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. The proposals of the committees shall be submitted to the Board of Directors for approval. All members of the special committees shall be directors, among which audit committee shall only be non-executive directors and consist of at least three members.</p>	<p>(XIII) <u>(XI)</u> formulating plans for amendment of the Articles of Association;</p> <p>(XIV) <u>(XII)</u> managing information disclosure by the Company;</p> <p>(XV) <u>(XIII)</u> proposing the engagement or change of the accounting firms auditing for the Company to the general meeting of shareholders shareholders’ meeting;</p> <p>(XVI) <u>(XIV)</u> listening to work reports submitted by the general manager of the Company and reviewing his/her work;</p> <p>(XVII) passing resolutions concerning the acquisition of the Company’s shares under the circumstances as stipulated in item (III) of Article 23 hereof;</p> <p>(XVIII) <u>(XV)</u> other functions and powers conferred by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association and or granted by the general meeting of shareholders shareholders’ meeting.</p> <p>The Board of Directors of the Company shall establish special committees, including the audit committee, the nomination committee, and the remuneration and evaluation committee, and the strategy committee as necessary. The special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. The proposals of the committees shall be submitted to the Board of Directors for approval. All members of the special committees shall be directors, among which audit committee shall only be non-executive directors and consist of at least three members.</p>

Original provisions	Amended provisions
<p>The majority of its members shall be independent non-executive directors, at least one of whom shall be an independent non-executive director with the appropriate professional qualifications as provided for in the Hong Kong Listing Rules or the appropriate accounting or relevant financial management expertise, and its convener, or chairman, shall be an independent non-executive director. The majority of the members of the remuneration and evaluation committee must be independent non-executive directors and its convener, or chairman, must be an independent non-executive director. The convener, or chairman, of the nomination committee must be the chairman of the Board or an independent non-executive director, and the majority of the members also must be independent non-executive directors. In accordance with its requirements, the Board may also set up other committees and reshuffle existing committees. The Board of Directors is responsible for formulating the rules of the special committees to regulate their operation.</p> <p>Matters exceeding the scope of the authority of the general meeting of shareholders shall be submitted to the general meeting of shareholders for consideration.</p>	<p>The majority of its members shall be independent non-executive directors, at least one of whom shall be an independent non-executive director with the appropriate professional qualifications as provided for in the Hong Kong Listing Rules or the appropriate accounting or relevant financial management expertise, and its convener, or chairman, shall be an independent non-executive director. The majority of the members of the remuneration and evaluation committee must be independent non-executive directors and its convener, or chairman, must be an independent non-executive director. The convener, or chairman, of the nomination committee must be the chairman of the Board or an independent non-executive director, and the majority of the members also must be independent non-executive directors. In accordance with its requirements, the Board may also set up other committees and reshuffle existing committees. The Board of Directors is responsible for formulating the rules of the special committees to regulate their operation.</p> <p>Matters exceeding the scope of the authority of the general meeting of shareholders <u>shareholders' meeting</u> shall be submitted to the general meeting of shareholders <u>shareholders' meeting</u> for consideration.</p>

Original provisions	Amended provisions
<p>Article 107 Unless the Board of Directors has the right to approve other external guarantees other than those that shall be approved by the general meeting of shareholders as stipulated in Article 40 hereof. If the laws, administrative regulations, rules, other normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed require submission to the general meeting of shareholders for consideration, such provisions shall prevail.</p> <p>When the Board of Directors decides on external guarantee, it shall be consented by more than two-thirds of the directors present at the Board meeting or be approved by the general meeting of shareholders. Without approval of the Board of Directors or the general meeting of shareholders with approval authority, the Company shall not provide external guarantees.</p>	<p>Article 107 Article 112 Unless the Board of Directors has the right to approve other external guarantees other than those that shall be approved by the general meeting of shareholders shareholders' meeting as stipulated in Article 405 hereof. If the laws, administrative regulations, rules, other normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed require submission to the general meeting of shareholders shareholders' meeting for consideration, such provisions shall prevail.</p> <p>When the Board of Directors decides on external guarantee, it shall be consented by more than two-thirds 2/3 of the directors present at the Board meeting or be approved by the general meeting of shareholders shareholders' meeting. Without approval of the Board of Directors or the general meeting of shareholders shareholders' meeting with approval authority, the Company shall not provide external guarantees.</p>
<p>Article 108 The Board of Directors shall appoint a chairman, who shall be elected by more than half of all the directors of the Board of Directors.</p>	<p>Deleted</p>

Original provisions	Amended provisions
<p>Article 109 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meeting of shareholders and convene and preside over the meetings of the Board of Directors;</p> <p>(II) to supervise and inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) to nominate candidates for the general manager and the secretary to the Board of Directors of the Company;</p> <p>(IV) other functions and powers conferred by the Board of Directors.</p>	<p>Article 109 Article 113 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meeting of shareholders shareholders' meeting and convene and preside over the meetings of the Board of Directors;</p> <p>(II) to supervise and inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) to nominate candidates for the general manager and the secretary to the Board of Directors of the Company; to nominate candidates for the general manager and the secretary to the Board of Directors of the Company;</p> <p>(IV) other functions and powers conferred by the Board of Directors.</p>
<p>Article 110 Where the chairman is unable to or fails to perform his/her duties, a director elected by more than half of the directors shall perform his/her duties.</p>	<p>Article 110 Article 114 Where the chairman is unable to or fails to perform his/her duties, a director elected by more than half of the directors shall perform his/her duties.</p>
<p>Article 111 Regular meetings of the Board of Directors shall be convened at least four times a year, about one meeting each quarter, and convened by the chairman. Written notice of meeting shall be given to all directors and supervisors 14 days before the meeting.</p>	<p>Article 111 Article 115 Regular meetings of the Board of Directors shall be convened at least four times a year, about one meeting each quarter, and convened by the chairman. Written notice of meeting shall be given to all directors and supervisors 14 days before the meeting.</p>
<p>Article 112 Interim Board meetings may be proposed to be convened by shareholders representing more than one-tenth of the voting rights, more than one-third of the directors or the Supervisory Committee. The chairman shall convene the meeting within 10 days of receiving such proposal, and preside over the Board meeting.</p>	<p>Article 112 Article 116 Interim Board meetings may be proposed to be convened by shareholders representing more than one-tenth of the voting rights, more than one-third of the directors or the Supervisory Committee audit committee. The chairman shall convene the meeting within 10 days of receiving such proposal, and preside over the Board meeting.</p>

Original provisions	Amended provisions
<p>Article 113 Notice of interim Board meetings convened by the Board of Directors shall be sent by personal delivery, fax, express delivery or other electronic means of communication in writing. If the notice is not delivered by hand, a subsequent telephone call shall be made for confirmation and corresponding records shall be made. In the case of an emergency where an interim Board meeting is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, which is limited to 5 days before the convening of the interim Board meeting.</p>	<p>Article 113 Article 117 Notice of interim Board meetings convened by the Board of Directors shall be sent by personal delivery, fax, express delivery or other electronic means of communication in writing. If the notice is not delivered by hand, a subsequent telephone call shall be made for confirmation and corresponding records shall be made. In the case of an emergency where an interim Board meeting is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, which is limited to 53 days before the convening of the interim Board meeting.</p>
<p>Article 115 Meeting of the Board of Directors shall be held only if more than one half of the directors are present. Resolutions of the Board of Directors shall be passed by more than one half of all directors. The Board of Directors will vote on a one-person-one-vote basis.</p>	<p>Article 115 Article 119 Meeting of the Board of Directors shall be held only if more than one half of the directors are present. Resolutions of the Board of Directors shall be passed by more than one half of all directors. The Board of Directors will vote on a one-person-one-vote basis.</p>
<p>Article 116 If any director is connected/related with the enterprises that are involved in the matters to be resolved at the Board meetings, such director shall not exercise his/her voting rights for such matters, nor shall he/she exercise voting rights on behalf of other directors. Such Board meetings may only be held in the presence of more than one-half of the non-connected/non-related directors, and the resolutions made at such Board meetings shall be passed by more than one-half of the non-connected/non-related directors. If the number of non-connected/non-related directors present at such meetings is less than three, the matter shall be submitted to the general meeting of shareholders for consideration.</p>	<p>Article 116 Article 120 If any director is connected/related with the enterprises <u>or individual</u> that are involved in the matters to be resolved at the Board meetings, <u>the Director shall promptly report in writing to the Board of Directors. The Director who has a connected relationship such director</u> shall not exercise his/her voting rights for such matters, nor shall he/she exercise voting rights on behalf of other directors. Such Board meetings may only be held in the presence of more than one-half of the non-connected/non-related <u>relationship</u> directors, and the resolutions made at such Board meetings shall be passed by more than one-half of the non-connected/non-related directors. If the number of non-connected/non-related directors present at such meetings is less than three, the matter shall be submitted to the <u>general meeting of shareholders shareholders' meeting</u> for consideration.</p>

Original provisions	Amended provisions
<p>Article 117 The manner of voting of the resolution of the Board of Directors shall be open ballot. The Board meeting may be convened by means of written materials, video conference, telephone conference, fax or through the communication devices with which all the directors can communicate under the premise of safeguarding the full expression of the opinions of the directors, and shall be signed by the attending directors, but the resolutions and records of the Board of Directors shall be signed afterwards.</p>	<p>Article 117 Article 121 The manner of voting of the resolution of shall be open ballot. The convening of meetings and voting of the Board of Directors shall be conducted by means of open name or show of hands. The Board meeting may be convened by means of written materials, video conference, telephone conference, fax or through the communication devices with which all the directors can communicate under the premise of safeguarding the full expression of the opinions of the directors, and shall be signed by the attending directors, but the resolutions and records of the Board of Directors shall be signed afterwards.</p>
<p>Article 118 Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he/she may issue a written power of attorney to authorize another director to attend the meeting on behalf thereof, and the power of attorney shall specify the name of the proxy, the matters to be handled in proxy, the scope of authorization and validity period, and shall bear the signature or seal of the principal. The director attending the meeting on behalf of another director shall exercise the rights of director within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a proxy to attend on his/her behalf, such director shall be deemed to have waived his/her right to vote at such meeting.</p>	<p>Article 118 Article 122 Directors shall attend Board meetings in person; if if any director cannot attend the meeting for any reason, he/she may issue a written power of attorney to authorize another director to attend the meeting on behalf thereof, and the power of attorney shall specify the name of the proxy, the matters to be handled in proxy, the scope of authorization and validity period, and shall bear the signature or seal of the principal. The director attending the meeting on behalf of another director shall exercise the rights of director within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a proxy to attend on his/her behalf, such director shall be deemed to have waived his/her right to vote at such meeting.</p>

Original provisions	Amended provisions
Newly added	<u>Section 3 Independent Director</u>
Newly added	<u>Article 125 The independent directors shall perform their duties by participating in decision-making, supervision and balance, and professional consultation in the Board of Directors in accordance with the laws, administrative regulations, the CSRC regulations, the stock exchange where the shares of the Company are listed and the Articles of Association, and shall protect the interests of the Company and safeguard the rights and interests of minority shareholders.</u>
Newly added	<p><u>Article 126 Independent directors shall maintain their independence. The following personnel shall not serve as independent directors:</u></p> <p><u>(I) Personnel employed by the Company or its affiliated enterprises, as well as their spouses, parents, children and major social relations therewith;</u></p> <p><u>(II) Natural person shareholders who directly or indirectly hold more than 1% of the shares issued by the Company or are among the top ten shareholders of the Company, as well as their spouses, parents and children.;</u></p> <p><u>(III) Shareholders who directly or indirectly hold more than 5% of the shares issued by the Company, or hold positions among in the top five shareholders of the Company, as well as their spouses, parents and children;</u></p> <p><u>(IV) Personnel employed in the affiliated enterprises of the Company’s controlling shareholder or actual controller, as well as their spouses, parents and children;</u></p>

Original provisions	Amended provisions
	<p><u>(V) Personnel who have significant business transactions with the Company and its controlling shareholder, actual controller or their respective affiliated enterprises, or who hold positions in entities with significant business transactions and their controlling shareholder or actual controller;</u></p> <p><u>(VI) Personnel providing financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary institutions providing services, review personnel at all levels, personnel affixing signatures to the reports, partners, directors, senior executives and main responsible persons;</u></p> <p><u>(VII) Personnel who fall under any of the circumstances listed in subparagraphs (I) to (VI) within the most recent twelve months;</u></p> <p><u>(VIII) Other personnel who do not have independence as stipulated by laws, administrative regulations, the CSRC regulations, the business rules of the stock exchange and the Articles of Association.</u></p> <p><u>The affiliated enterprises of the Company’s controlling shareholder or actual controller as mentioned in subparagraphs (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company and have not formed an affiliated relationship with the Company in accordance with the relevant regulations.</u></p>

Original provisions	Amended provisions
	<p><u>Independent directors shall conduct self-examination of their independence every year and submit the self-examination results to the board of directors. The board of directors shall assess the independence of incumbent independent directors every year and issue special opinions, which shall be disclosed concurrently with the annual report.</u></p>
Newly added	<p><u>Article 127 Anyone who serves as an independent director of the Company shall meet the following conditions:</u></p> <p><u>(I) In accordance with laws, administrative regulations and other relevant provisions, he/she is qualified to serve as a director of a listed company;</u></p> <p><u>(II) He/she complies with the requirements for independence as stipulated in this Articles of Association;</u></p> <p><u>(III) He/she possesses basic knowledge on operation of listed companies and is familiar with relevant laws, regulations and rules;</u></p> <p><u>(IV) He/she has more than five years of working experience in law, accounting or economics, etc. necessary to perform the duties of an independent director;</u></p> <p><u>(V) He/she has sound personal character and no major records of bad faith or other bad records;</u></p> <p><u>(VI) Other conditions as stipulated by laws, administrative regulations, the rules of the China Securities Regulatory Commission, the business rules of the stock exchange and this Articles of Association.</u></p>

Original provisions	Amended provisions
Newly added	<p><u>Article 128 As members of the board of directors, independent directors shall be loyal and diligent to the Company and all shareholders, and shall perform the following duties prudently:</u></p> <p><u>(I) Participating in the decision-making of the board of directors and expressing clear opinions on the matters deliberated;</u></p> <p><u>(II) Supervising potential major conflicts of interest between the Company and its controlling shareholder, actual controller, directors and senior executives, and protecting the lawful rights and interests of minority shareholders;</u></p> <p><u>(III) Providing professional and objective suggestions for the Company's operation and development to promote the improvement of the decision-making level of the board of directors;</u></p> <p><u>(IV) Other duties as stipulated by laws, administrative regulations, CSRC regulations, rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.</u></p>

Original provisions	Amended provisions
Newly added	<p><u>Article 129 Independent directors shall exercise the following special powers:</u></p> <p><u>(I) Independently engaging intermediary institutions to audit, consult or verify specific matters of the Company;</u></p> <p><u>(II) Putting forward a proposal to the board of directors to convene an interim shareholders' meeting;</u></p> <p><u>(III) Putting forward a proposal to convene a meeting of the board of directors;</u></p> <p><u>(IV) Publicly soliciting shareholders' rights from shareholders in accordance with the law;</u></p> <p><u>(V) Expressing independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;</u></p> <p><u>(VI) Other powers as prescribed by laws, administrative regulations, CSRC regulations, rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.</u></p> <p><u>Independent directors exercising the powers listed from subparagraphs (I) to (III) of the preceding paragraph shall obtain the consent of more than half of all independent directors.</u></p> <p><u>If an independent director exercises the powers listed in paragraph 1, the Company shall disclose it in a timely manner. If the aforesaid powers cannot be exercised normally, the Company shall disclose the specific circumstances and Reasons.</u></p>

Original provisions	Amended provisions
Newly added	<p><u>Article 130 The following matters shall be submitted to the board of directors for deliberation after being approved by more than half of all independent directors of the Company:</u></p> <p><u>(I) Affiliated transactions that shall be disclosed;</u></p> <p><u>(II) Plans for the Company and affiliated parties to change or waive their commitments;</u></p> <p><u>(III) The decisions made and measures adopted by the board of directors of the acquired listed company regarding the acquisition;</u></p> <p><u>(IV) other matters as stipulated by laws, administrative regulations, CSRC regulations, and the Articles of Association.</u></p>
Newly added	<p><u>Article 131 The Company shall establish a special meeting mechanism attended entirely by independent directors. When the board of directors deliberates matters such as affiliated transactions, they shall be approved in advance by a special meeting of independent directors.</u></p> <p><u>The Company shall hold special meetings for independent directors on a regular or irregular basis. The matters listed from subparagraphs (I) to (III) of paragraph 1 of Article 129 and Article 200 of this Articles of Association shall be deliberated by a special meeting of independent directors.</u></p> <p><u>The special meetings of independent directors may study and discuss other matters of the Company as needed</u></p>

Original provisions	Amended provisions
	<p><u>The special meetings of the independent directors may study and discuss other matters of the Company as needed. A special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of independent directors. When the convener fails to or is unable to perform his duties, two or more independent directors may convene a meeting and elect one representative to preside over the meeting on their own initiative.</u></p> <p><u>Meeting minutes shall be prepared for a special meeting of independent directors as prescribed, and the opinions of independent directors shall be stated in the meeting minutes. Independent directors shall affix signatures to the meeting minutes for confirmation.</u></p> <p><u>The Company shall provide convenience and support for the convening of special meetings of independent directors.</u></p>
Newly added	<u>Section 4 Special Committees of the Board</u>
Newly added	<u>Article 132 The Board of the Company shall establish an audit committee to exercise the functions and powers of the supervisory committee as stipulated in the Company Law.</u>
Newly added	<u>Article 133 The audit committee shall consist of three members, all of whom shall be non-executive directors not holding senior management positions in the Company, and 3 of whom shall be independent directors. The committee shall be convened by an independent director possessing accounting profession skills.</u>

Original provisions	Amended provisions
Newly added	<p><u>Article 134 The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work, as well as internal control. The following matters shall be submitted to the Board for consideration upon approval by more than half of the members of the audit committee:</u></p> <p><u>(I) disclosure of financial information contained in financial accounting reports and periodic reports, and internal control evaluation report;</u></p> <p><u>(II) appointment or dismissal of the accounting firm responsible for the Company's audit work;</u></p> <p><u>(III) appointment or dismissal of the officer in charge of financial affairs of the Company;</u></p> <p><u>(IV) changes in accounting policies and accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(V) other matters as prescribed by laws, administrative regulations, the CSRC regulations, and the Articles of Association.</u></p>

Original provisions	Amended provisions
Newly added	<p><u>Article 135 The audit committee shall convene at least one meeting every quarter.</u></p> <p><u>An extraordinary meeting may be convened when it is proposed by two or more members, or when it is deemed necessary by the convener. Meetings of the audit committee shall be held only if more than two-thirds of the members are present.</u></p> <p><u>The audit committee shall pass a resolution upon the approval of more than half of its members.</u></p> <p><u>The voting on the resolutions of the audit committee shall be one person, one vote.</u></p> <p><u>Minutes shall be prepared for the resolutions of the audit committee as required and shall be signed by the members of the audit committee present at the meetings.</u></p> <p><u>The Board shall be responsible for establishing the rules of procedure for the audit committee, which sets out the terms of reference required by the securities regulatory rules of the stock exchange where the Company's shares are listed.</u></p>

Original provisions	Amended provisions
Newly added	<p><u>Article 136 The Board of the Company has established the strategy committee, the nomination committee and the remuneration and appraisal committee and other specialized committee, all of which shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Proposals of special committees shall be submitted to the Board for consideration and decision. The working procedures of the special committees shall be formulated by the Board, which sets out the terms of reference required by the securities regulatory rules of the stock exchange where the Company's shares are listed.</u></p>
Newly added	<p><u>Article 137 The nomination committee is responsible for formulating the criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board on the following matters:</u></p> <p><u>(I) nomination, appointment or removal of directors;</u></p> <p><u>(II) appointment or dismissal of senior management personnel;</u></p> <p><u>(III) other matters as stipulated by laws, administrative regulations, the CSRC regulations, and the Articles of Association.</u></p> <p><u>If the Board does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same.</u></p>

Original provisions	Amended provisions
Newly added	<p><u>Article 138 The remuneration and appraisal committee is responsible for setting appraisal standards for directors and senior management and conducting appraisals, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and programs for directors and senior management, and making recommendations to the Board on the following matters:</u></p> <p><u>(I) remuneration of directors and senior management;</u></p> <p><u>(II) formulation or change of the share incentive plan, employee stock ownership plan, granting of incentives to scheme participants, and fulfilment of the conditions for exercising the rights;</u></p> <p><u>(III) arrangement of stock ownership plans by directors and senior management in the subsidiaries to be spun off;</u></p> <p><u>(IV) other matters as stipulated by laws, administrative regulations, the CSRC regulations, and the Articles of Association.</u></p> <p><u>If the Board does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinion of the remuneration and appraisal committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same.</u></p>

Original provisions	Amended provisions
<p>CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL</p>	<p>CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL</p>
<p>Article 121 The Company shall have one general manager and one deputy general manager to be appointed or dismissed by the Board of Directors.</p> <p>The Company’s general manager, deputy general manager, person in charge of finance and the secretary to the Board of Directors shall be the Company’s senior management personnel.</p>	<p>Article 121 Article 139 The Company shall have one general manager and one deputy general manager to be appointed or dismissed by the Board of Directors.</p> <p>The Company’s general manager, deputy general manager, person in charge of finance and the secretary to the Board of Directors shall be the Company’s senior management personnel.</p> <p><u>The Company shall have certain general managers, whose appointment or dismissal is decided by the Board of Directors.</u></p>
<p>Article 122 The circumstances under which a person is not qualified to serve as a director, as stipulated in Article 91 hereof, shall also apply to the senior management personnel.</p> <p>The provisions regarding the duties of loyalty of directors under Article 93 and the duties of diligence of directors under items (IV), (V) and (VI) of Article 94 hereof, shall also apply to the senior management personnel.</p>	<p>Article 122 Article 140 The circumstances under which a person is not qualified to serve as a director, the <u>management system for resignations</u> as stipulated in Article 91 hereof, shall also apply to the senior management personnel.</p> <p>The provisions regarding the duties of loyalty of directors under Article 93 and the duties of diligence of directors under items (IV), (V) and (VI) of Article 94 hereof, shall also apply to the senior management personnel.</p>
<p>Article 125 The general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>(VIII) other functions and powers conferred by the Articles of Association or the Board of Directors.</p>	<p>Article 125 Article 143 The general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>(VIII) other functions and powers conferred by the Articles of Association or the Board of Directors.</p>
<p>Article 126 The Company shall formulate working rules for the general manager and submit them to the Board of Directors for approval and implementation.</p>	<p>Article 126 Article 144 The Company <u>general manager</u> shall formulate working rules for the general manager and submit them to the Board of Directors for approval and implementation.</p>

Original provisions	Amended provisions
<p>Article 127 The working rules for the general manager shall include the following contents:</p> <p>(III) use of the Company’s funds and assets, scope of authorization to enter into material contracts, and reporting system to the Board of Directors and the Supervisory Committee;.....</p>	<p>Article 127 Article 145 The working rules for the general manager shall include the following contents:</p> <p>(III) use of the Company’s funds and assets, scope of authorization to enter into material contracts, and reporting system to the Board of Directors and the Supervisory Committee;.....</p>
<p>Article 128 The general manager may resign before the expiration of his/her term of office.</p> <p>The specific procedures and measures for the resignation of the general manager shall be stipulated in the employment contract between the general manager and the Company.</p>	<p>Article 128 Article 146 The general manager may resign before the expiration of his/her term of office.</p> <p>The specific procedures and measures for the resignation of the general manager shall be stipulated in the employment contract between the general manager and the Company.</p>
<p>Article 129 The deputy general manager shall assist the general manager to perform his/ her duties, take charge of the work according to the division of labor, be responsible to the general manager, and be entrusted by the general manager to be responsible for other aspects of work or special tasks.</p> <p>In the event that the general manager is unable to or fails to perform his/her duties, the director, deputy general manager or other senior management personnel designated by the Board of Directors shall exercise the functions and powers on his/her behalf.</p>	<p>Article 129 Article 147 The deputy general manager shall assist the general manager to perform his/ her duties, take charge of the work according to the division of labor, be responsible to the general manager, and be entrusted by the general manager to be responsible for other aspects of work or special tasks.</p> <p>In the event that the general manager is unable to or fails to perform his/her duties, the director, deputy general manager or other senior management personnel designated by the Board of Directors shall exercise the functions and powers on his/her behalf.</p>
<p>Newly added</p>	<p><u>Article 149</u> <u>If the senior management personnel causes damages to others in performing duties for the Company, the Company shall be liable for compensation; and if such damages are out of the intent or gross negligence of the senior management, he/she shall also be liable for compensation.</u></p>

Original provisions	Amended provisions
<p>Article 131 Where the general manager and other senior management personnel violate the laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association in the performance of duties to the Company and results in any loss to the Company, they shall be liable for making compensation.</p>	<p>Article 131 Article 150 Where the general manager and other senior management personnel violate the laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association in the performance of duties to the Company and results in any loss to the Company, they shall be liable for making compensation.</p>
<p>Article 132 Senior management personnel of the Company shall perform their duties honestly, and protect the best interests of the Company and all the shareholders. Senior management personnel of the Company shall be liable for compensation in accordance with the laws for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties honestly or violation of their fiduciary duties.</p>	<p>Article 132 Article 151 Senior management personnel of the Company shall perform their duties honestly, and protect the best interests of the Company and all the shareholders.</p> <p>Senior management personnel of the Company shall be liable for compensation in accordance with the laws for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties honestly or violation of their fiduciary duties.</p>
<p>CHAPTER 7 SUPERVISORY COMMITTEE</p>	<p>Deleted</p>
<p>Section 1 Supervisors</p>	<p>Deleted</p>
<p>Article 133 The circumstances disqualifying a person from serving as a director set out in Article 91 hereof shall also apply to the supervisors.</p> <p>Any directors, general manager and other senior management personnel shall not act concurrently as supervisors.</p>	<p>Deleted</p>

Original provisions	Amended provisions
<p>Article 134 Supervisors shall comply with laws, administrative regulations and the provisions of the Articles of Association, and carry out their duties of loyalty and diligence to the Company. They are prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the Company’s property.</p>	<p>Deleted</p>
<p>Article 135 The term of office of a supervisor shall be three years, and he/she may serve consecutive terms if re-elected upon the expiration of his/her term of office.</p>	<p>Deleted</p>
<p>Article 136 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the Articles of Association until a reelected supervisor takes office, if re-election is not conducted in a timely manner upon the expiration of his/her term of office or if the resignation of supervisors before his/her tenure ends results in the number of supervisors being less than the quorum.</p>	<p>Deleted</p>
<p>Article 137 Supervisors may be present at Board meetings and make inquiries or recommendations in respect of the resolutions of the Board of Directors.</p>	<p>Deleted</p>
<p>Article 138 The supervisors shall not impair the interests of the Company by making use of their connected/related relationship, and shall be liable for making compensation if they cause the Company to sustain a loss.</p>	<p>Deleted</p>
<p>Article 139 Where the supervisors violate the laws, administrative regulations, departmental rules or the Articles of Association in performance of duties to the Company and results in any loss to the Company, such supervisors shall be liable for making compensation.</p>	<p>Deleted</p>

Original provisions	Amended provisions
Section 2 Supervisory Committee	Deleted
Article 140 The Company has established a Supervisory Committee. The Supervisory Committee shall comprise three supervisors and shall have one chairman of the Supervisory Committee. The chairman of the Supervisory Committee shall be elected by more than half of the supervisors. The chairman of the Supervisory Committee shall convene and preside over Supervisory Committee meetings; where the chairman of the Supervisory Committee is unable to or fails to perform the duty thereof, more than half of the supervisors may jointly elect a supervisor to convene and preside over Supervisory Committee meetings. The Supervisory Committee shall include shareholder representatives and an appropriate percentage of employee representatives, and the ratio of employee representatives shall not be less than one-third. Employee representatives of the Supervisory Committee shall be democratically elected by the Company’s employees at the employee representative assembly, general employee meeting or otherwise.	Deleted
Article 141 The Supervisory Committee shall exercise the following functions and powers: (I) reviewing and giving written comments to regular reports of the Company prepared by the Board of Directors; (II) inspecting the financial position of the Company; (III) supervising performance of duties of the Company by directors and senior management personnel, and proposing the termination of appointment of directors and senior management personnel who have violated laws, administrative regulations, the Articles of Association or resolutions of the general meeting of shareholders;	Deleted

Original provisions	Amended provisions
<p>(IV) requiring the directors and senior management personnel to restore damages they have caused to the interests of the Company;</p> <p>(V) proposing the convening of the extraordinary general meeting, and to convene and preside over the general meeting of shareholders when the Board of Directors fails to perform the duty of convening and presiding over the general meeting of shareholders under the Company Law;</p> <p>(VI) making proposals to the general meeting of shareholders;</p> <p>(VII) bringing actions against directors and senior management personnel pursuant to the relevant provisions of the Company Law;</p> <p>(VIII) conducting investigation when noticed unusual operation condition of the Company, and if necessary, engaging professional organs such as accounting firm and law firm for assistance, fee of which shall be undertaken by the Company;</p> <p>(IX) other functions and powers conferred by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company’s shares are listed or the Articles of Association or granted by the general meeting of shareholders.</p>	

Original provisions	Amended provisions
<p>Article 142 Meetings of the Supervisory Committee shall be convened at least every six months. Supervisors may propose the convening of extraordinary meetings of the Supervisory Committee.</p> <p>Resolutions of the Supervisory Committee shall be passed by more than half of the supervisors.</p>	<p>Deleted</p>
<p>Article 143 The Supervisory Committee shall formulate the rules of procedure for meetings of the Supervisory Committee, specifying the discussion methods and voting procedures of the Supervisory Committee, so as to ensure the work efficiency and scientific decision making of the Supervisory Committee. The rules of procedure for meetings of the Supervisory Committee shall serve as an appendix to the Articles of Association, and shall be formulated by the Supervisory Committee and approved at the general meeting of shareholders.</p>	<p>Deleted</p>
<p>Article 144 The Supervisory Committee shall make minutes of the meeting’s decisions on the matters discussed at the meeting, and the supervisors attending the meeting shall sign the minutes.</p>	<p>Deleted</p>
<p>Article 145 A notice of meeting on a regular meeting convened by the Supervisory Committee shall be served in writing to all supervisors 10 days before the meeting.</p>	<p>Deleted</p>
<p>Article 146 A notice on the meeting of the Supervisory Committee shall include the following contents:</p> <p>(I) date, venue and duration of the meeting;</p> <p>(II) reasons and issues for discussion;</p> <p>(III) the date when the notice is given.</p>	<p>Deleted</p>

Original provisions	Amended provisions
CHAPTER 8 FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT	CHAPTER 8 7 FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT
Article 147 The Company shall formulate its financial accounting system pursuant to the provisions of laws, administrative regulations, departmental rules and the relevant State authorities.	Article 147 Article 152 The Company shall formulate its financial accounting system pursuant to the provisions of laws, administrative regulations, departmental rules and the relevant State authorities.
Article 149 The Company shall have no accounting books other than the statutory books. The Company's assets shall not be deposited in any account opened under the name of an individual.	Article 149 Article 154 The Company shall have no accounting books other than the statutory books. The Company's assets funds shall not be deposited in any account opened under the name of an individual.
Article 150 Where the general meeting of shareholders violates the provisions of the preceding paragraph in distributing profits to shareholders prior to the Company's making up for the losses and withdrawing statutory common reserve fund, the shareholders shall return the profits which are distributed in violation of the provisions to the Company. The shares of the Company held by the Company are not entitled to profit distribution.	Article 150 Article 155 Where the general meeting of shareholders shareholders' meeting violates the provisions of the Company Law the preceding paragraph in distributing profits to shareholders prior to the Company's making up for the losses and withdrawing statutory common reserve fund, the shareholders shall return the profits which are distributed in violation of the provisions to the Company; <u>;If it causes the Company to suffer a loss, the shareholders and responsible directors and senior management members shall be liable for compensation.</u> The shares of the Company held by the Company are not entitled to profit distribution.

Original provisions	Amended provisions
<p>Article 151 The common reserve fund of a company shall be applied to make up the Company’s losses, expand its production and operations or convert it into an increase in its registered capital. The capital reserve fund, however, shall not be used to make up the Company’s losses.</p> <p>Upon the transfer of the statutory common reserve fund into share capital, the balance of the fund shall not be less than 25% of the registered capital of the Company before such transfer.</p>	<p>Deleted</p>
<p>Newly added</p>	<p><u>Article 156</u> <u>The Company shall implement a continuous and stable profit distribution policy.</u></p> <p><u>The Company may refrain from profit distribution under any of the following circumstances: the most recent annual audit report contains a modified opinion or an unqualified opinion with a material uncertainty paragraph related to going concern; the asset – liability ratio exceeds 70%; the operating cash flow is insufficient to meet the normal production and operation needs of the Company; or other circumstances deemed by the Company as unsuitable for profit distribution.</u></p>

Original provisions	Amended provisions
<p>Article 152 After the profit distribution plan is adopted at the general meeting of shareholders of the Company, the Board of Directors of the Company shall finish distributing dividends (or shares) within 2 months after conclusion of the general meeting of shareholders.</p>	<p>Article 152 Article 157 After the profit distribution plan is adopted at the general meeting of shareholders shareholders’ meeting of the Company, or the Board of Directors of the Company has formulated a specific plan based on the conditions and cap for the following year’s interim dividend considered and approved by the annual shareholders’ meeting, shall finish distributing dividends (or shares) within 2 months after conclusion of the general meeting of shareholders.</p>
<p>Newly added</p>	<p>Article 158 <u>The Company’s reserve funds shall be used to make up the losses or expand the production operations, or be converted to increase the registered capital of the Company.</u></p> <p><u>To cover the Company’s losses, the discretionary reserve and legal reserve should first be utilized; if the losses still cannot be covered, the capital reserve may be utilized in accordance with the regulations.</u></p> <p><u>When statutory common reserve is converted into increased registered capital, the remaining balance of that reserve shall not fall below 25% of the registered capital of the Company before the conversion.</u></p>
<p>Article 153 The Company shall implement internal audit system and employ full-time audit personnel to carry out internal audit and supervision on the Company’s financial revenue and expenditure and economic activities.</p>	<p>Article 153 Article 159 The Company shall implement internal audit system, and employ full-time audit personnel to carry out internal audit and supervision on the Company’s financial revenue and expenditure and economic activities. <u>which specifies the leadership system, duties and responsibilities, staffing, financial security, use of audit results and accountability for internal audit work.</u></p> <p><u>The Company’s internal audit system is implemented after approval by the board of directors and is disclosed to the public.</u></p>

Original provisions	Amended provisions
<p>Article 154 The internal audit system of the Company and the duties of such auditing personnel shall be implemented upon approval from the Board of Directors. The officer in charge of audit shall be held accountable and report to the Board of Directors.</p>	<p>Article 154 <u>Article 160</u> The internal audit system <u>department</u> of the Company and the duties of such auditing personnel shall be implemented upon approval from the Board of Directors. The officer in charge of audit shall be held accountable and report to the Board of Directors. <u>Conducts supervision and inspection of the business activities, risk management, internal control, financial information and other matters of the Company.</u></p>
<p>Newly added</p>	<p><u>Article 161 The internal audit department shall be accountable to the Board.</u></p> <p><u>During the supervision and inspection of the Company’s business activities, risk management, internal control, and financial information, the internal audit institution shall be subject to the oversight and guidance of the audit committee. If the internal audit institution discovers any significant issues or leads, it shall immediately report directly to the audit committee.</u></p>
<p>Newly added</p>	<p><u>Article 162 The internal audit institution is responsible for the specific organization and implementation of the company’s internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the audit committee, as well as relevant materials, the Company shall issue its annual internal control evaluation report.</u></p>

Original provisions	Amended provisions
Newly added	<u>Article 163</u> When the audit committee communicates with external audit units such as accounting firms and national audit organizations, the internal audit organization shall actively cooperate and provide necessary support and collaboration.
Newly added	<u>Article 164</u> The audit committee participates in the evaluation of the person in charge of internal audit.
Article 155 The Company shall appoint an independent accounting firm that complies with the provisions of the Securities Law to audit its accounting statements, verify its net assets and provide other relevant advisory services, and the term of appointment of the accounting firm is 1 year and can be renewed.	Article 155 <u>Article 165</u> The Company shall appoint an independent accounting firm that complies with the provisions of the Securities Law to audit its accounting statements, verify its net assets and provide other relevant advisory services, and the term of appointment of the accounting firm is 1 year and can be renewed.
Article 156 The appointment of the accounting firm of the Company shall be determined by the general meeting of shareholders, and the Board shall not appoint an accounting firm before the decision of the general meeting of shareholders.	Article 156 <u>Article 166</u> The appointment and dismissal of the accounting firm of the Company shall be submitted to the Board of Directors for deliberation and decided by the general meeting of shareholders shareholders’ meeting after being approved by more than half of all members of the audit committee, and t The Board shall not appoint an accounting firm before the decision of the general meeting of shareholders shareholders’ meeting.
Article 159 If the Company proposes to dismiss the accounting firm or not to renew the engagement thereof, it shall notify the accounting firm 10 days in advance, and the accounting firm shall be allowed to state its opinions at the general meeting of shareholders of the Company where voting is conducted on dismissal of the accounting firm. 	Article 159 <u>Article 169</u> If the Company proposes to dismiss the accounting firm or not to renew the engagement thereof, it shall notify the accounting firm 10 days in advance , and the accounting firm shall be allowed to state its opinions at the general meeting of shareholders of the Company where voting is conducted on dismissal of the accounting firm.

Original provisions	Amended provisions
CHAPTER 9 NOTICES AND ANNOUNCEMENTS	CHAPTER 9 <u>8</u> NOTICES AND ANNOUNCEMENTS
Newly added	Section 1 Notice
Article 160 A notice of the Company shall be sent by the following means, subject to laws, regulations, rules and relevant regulations of the stock exchange where the Company's shares are listed:	Article 160 Article 170 A notice of the Company shall be sent by the following means, subject to laws, regulations, rules and relevant regulations of the stock exchange where the Company's shares are listed:
Article 164 Notices of meetings of the Supervisory Committee convened by the Company shall be delivered by personal or express delivery, or sent by fax, e-mail, telephone, text message or other ways.	Deleted
Article 166 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive notice shall not invalidate the meeting or the resolutions passed at the meeting.	Article 166 Article 175 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive notice shall not invalidate the meeting or the resolutions passed at the meeting.
Newly added	Section 2 Announcements
Newly added	Article 177 <u>The Company designates websites and newspapers that meet the regulatory requirements as the official media for publishing corporate announcements and other information subject to disclosure.</u>
CHAPTER 10 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION	CHAPTER 10 <u>9</u> MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION
Article 168 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.	Article 168 Article 178 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

Original provisions	Amended provisions
Newly added	<p><u>Article 179</u> <u>If the consideration paid by the Company for the merger does not exceed 10% of the Company's net assets, a resolution of the shareholders' meeting is not required, unless otherwise provided by the Articles of Association.</u></p> <p><u>Mergers conducted in accordance with the preceding paragraph without a resolution of the shareholders' meeting must be approved by a resolution of the Board.</u></p>
<p>Article 169 In case of a merger of the Company, the merging parties shall enter into a merger agreement and prepare a balance sheet and a property inventory. The Company shall notify its creditors within 10 days from the date of the resolution on the merger and shall publish an announcement in newspapers within 30 days.</p>	<p>Article 169 <u>Article 180</u> In case of a merger of the Company, the merging parties shall enter into a merger agreement and prepare a balance sheet and a property inventory. The Company shall notify its creditors within 10 days from the date of the resolution on the merger and shall publish an announcement <u>in newspapers on the designated media for information disclosure or National Enterprise Credit Information Publicity System</u> within 30 days.</p>
<p>Article 170 In case of a merger of the Company, the claims and debts of the merging parties shall be assumed by the surviving or the new company after the merger.</p>	<p>Article 170 <u>Article 181</u> In case of a merger of the Company, the claims and debts of the merging parties <u>shall</u> be assumed by the surviving or the new company after the merger.</p>
<p>Article 171 In case of a division of the Company, the Company's property shall be divided up accordingly.</p> <p>In case of a division of the Company, a balance sheet and a property inventory shall be prepared. The Company shall notify its creditors within 10 days from the date of the resolution on division and shall publish an announcement in newspapers within 30 days.</p>	<p>Article 171 <u>Article 182</u> In case of a division of the Company, the Company's property shall be divided up accordingly.</p> <p>In case of a division of the Company, a balance sheet and a property inventory shall be prepared. The Company shall notifies its creditors within 10 days from the date of the resolution on division and shall publish an announcement <u>in newspapers on the designated media for disclosure of information or National Enterprise Credit Information Publicity System.</u></p>

Original provisions	Amended provisions
<p>Article 173 When reducing its registered capital, the Company must prepare a balance sheet and a property inventory.</p> <p>The Company shall notify its creditors within 10 days from the date of the resolution on the registered capital reduction and shall publish an announcement in newspapers within 30 days. The creditors shall have the right to require the Company to repay its debts or provide corresponding guarantees for such debts within 30 days after the receipt of the notice, or within 45 days after the announcement if the creditors haven't received the notice.</p> <p>The registered capital of the Company after its reduction shall not be less than the statutory minimum amount.</p>	<p>Article 173 Article 184 When reducing its registered capital, the Company must shall prepare a balance sheet and a property inventory.</p> <p>The Company shall notify its creditors within 10 days from the date of the shareholders' meeting's resolution on the registered capital reduction and shall publish an announcement in newspapers within 30 days on the designated media for disclosure of information or the National Enterprise Credit Information Publicity System. The creditors shall have the right to require the Company to repay its debts or provide corresponding guarantees for such debts within 30 days after the receipt of the notice, or within 45 days after the announcement if the creditors haven't received the notice.</p> <p>The registered capital of the Company after its reduction shall not be less than the statutory minimum amount.</p> <p>In case of any reduction in registered capital, unless otherwise provided by laws or the Articles of Association, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shareholding of the shareholders.</p>

Original provisions	Amended provisions
Newly added	<p><u>Article 185 Where the Company still incurs losses after making up its losses in accordance with paragraph 2 of Article 158 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on shares.</u></p> <p><u>The provisions of the paragraph 2 of Article 184 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Company shall make an announcement on the designated media for disclosure of information or the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital at the shareholders' Meeting.</u></p> <p><u>After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory common reserve fund and discretionary common reserve fund reaches 50% of its registered capital.</u></p>

Original provisions	Amended provisions
Newly added	<u>Article 186</u> If the reduction of the registered capital is in violation of the Company Law or other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management personnel shall be liable for compensation.
Article 174 Where the merger or division of the Company involves changes in its registered particulars, such changes shall be registered with the company registration authority according to the laws. Where the Company is dissolved, it shall cancel its registration according to the laws. Where a new company is established, its establishment shall be registered according to the laws.	Article 174 <u>Article 188</u> Where the merger or division of the Company involves changes in its registered particulars, such changes shall be registered with the company registration authority according to the laws. Where the Company is dissolved, it shall cancel its registration according to the laws. Where a new company is established, its establishment shall be registered according to the laws. <u>The Company shall register the change with company registration authorities in accordance with the law for an increase or a reduction in registered capital.</u>
Article 175 If the Company increases or reduces registered capital, it shall complete the registration for changes with the company registration authority according to the laws.	Deleted

Original provisions	Amended provisions
<p>Article 176 The Company dissolves for the following reasons:</p> <p>(I) dissolved matters stipulated in the Articles of Association;</p> <p>(II) the general meeting of shareholders has resolved on dissolution of the Company;</p> <p>(III) merger or division of the Company entails dissolution;</p> <p>(IV) the business license of the Company is revoked or the Company is ordered to close down or to be dissolved in accordance with the laws;</p> <p>(V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through other channel, the Company is dissolved by a people’s court in response to the request of the shareholders holding more than 10% of the voting rights of all shareholders of the Company.</p>	<p>Article 176 Article 189 The Company dissolves for the following reasons:</p> <p>(I) <u>the business term</u> stipulated in the Articles of Association <u>expires, or other dissolution</u> causes stipulated <u>in the Articles of Association occur</u>;</p> <p>(II) the general meeting of shareholders <u>shareholders’ meeting</u> has resolved on dissolution of the Company;</p> <p>(III) merger or division of the Company entails dissolution;</p> <p>(IV) the business license of the Company is revoked or the Company is ordered to close down or to be dissolved in accordance with the laws;</p> <p>(V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through other channel, the Company is dissolved by a people’s court in response to the request of the shareholders holding more than 10% of the <u>voting rights of all shareholders</u> of the Company.</p> <p><u>Where the Company encounters any dissolution cause specified in the preceding paragraph, it shall publicize such dissolution cause through the National Enterprise Credit Information Publicity System within 10 days.</u></p>

Original provisions	Amended provisions
<p>Article 177 Where the Company is dissolved under the circumstances set forth in item (I) of Article 176 hereof, it may carry on its existence by amending the Articles of Association.</p> <p>The amendments to the Articles of Association in accordance with the provisions described above shall require the approval of more than two-thirds of voting rights of shareholders attending a general meeting of shareholders.</p>	<p>Article 177 Article 190 Where the Company falls is dissolved under the circumstances set forth in item (I), <u>item (II)</u> of Article 17689 hereof, <u>and has not yet distributed assets to shareholders</u>, it may carry on its existence by amending the Articles of Association <u>or through a resolution of a shareholders’ meeting</u>.</p> <p>The amendments to the Articles of Association <u>or a resolution adopted by a shareholders’ meeting</u> in accordance with the provisions described above shall require the approval of more than two-thirds of voting rights of shareholders attending a general meeting of shareholders <u>shareholders’ meeting</u>.</p>
<p>Article 178 Where the Company is dissolved under the circumstances set forth in items (I),(II), (IV) or (V) of Article 176 hereof, it should establish a liquidation committee to start liquidation within 15 days of the date on which the dissolution matters occur. The liquidation committee shall comprise members determined by the directors or the general meeting of shareholders. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people’s court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p>	<p>Article 178 Article 191 Where the Company is dissolved under the circumstances set forth in items (I),(II), (IV) or (V) of Article 17689 hereof, it shall <u>be liquidated. A director is the liquidation obligor of the Company and shall form should establish</u> a liquidation committee to <u>start carry out</u> liquidation within 15 days of the date on which the dissolution matters occur.</p> <p>The liquidation committee shall comprise members determined by the directors or the general meeting of shareholders, <u>except as otherwise provided in the Articles of Association or when the shareholders’ meeting resolves to select other persons</u>.</p> <p>If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people’s court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p><u>If the liquidation obligors fail to perform their liquidation obligations in a timely manner, causing losses to the Company or its creditors, they shall bear the liability for compensation.</u></p>

Original provisions	Amended provisions
<p>Article 179 The liquidation committee shall exercise the following functions and powers during the liquidation:</p> <p>(I) to inform creditors by notice or announcement;</p> <p>(II) to verify the Company’s property and to prepare a balance sheet and a property inventory;</p> <p>(III) to deal with any outstanding business of the Company in relation to the liquidation of the Company;</p> <p>(IV) to pay all outstanding taxes and the taxes arising during the liquidation process;</p> <p>(V) to settle claims and debts;</p> <p>(VI) to handle the Company’s remaining property after its debts have been paid off;</p> <p>(VII) to represent the Company in civil lawsuits.</p>	<p>Article 179 Article 192 The liquidation committee shall exercise the following functions and powers during the liquidation:</p> <p>(I) to inform creditors by notice or announcement; <u>to liquidate the properties of the Company, and preparing the balance sheets and asset checklists separately;</u></p> <p>(II) to verify the Company’s property and to prepare a balance sheet and a property inventory; <u>to inform creditors by a notice or announcement;</u></p> <p>(III) to deal with any outstanding business of the Company in relation to the liquidation of the Company;</p> <p>(IV) to pay all outstanding taxes and the taxes arising during the liquidation process;</p> <p>(V) to settle claims and debts;</p> <p>(VI) to handle allocate the Company’s remaining property after its debts have been paid off;</p> <p>(VII) to represent the Company in civil lawsuits.</p>

Original provisions	Amended provisions
<p>Article 180 The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements in newspapers within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.</p> <p>...</p>	<p>Article 180 Article 193 The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements <u>on the designated media for disclosure of information or the National Enterprise Credit Information Publicity System</u> in newspapers within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.</p> <p>...</p>
<p>Article 181 Upon liquidation of the Company's property and preparation of the balance sheet and property inventory, the liquidation committee shall draw up a liquidation plan and submit this plan to a general meeting of shareholders or a people's court for endorsement.</p> <p>...</p>	<p>Article 181 Article 194 Upon liquidation of the Company's property and preparation of the balance sheet and property inventory, the liquidation committee shall draw up a liquidation plan and submit this plan to a general meeting of shareholders shareholders' meeting or a people's court for endorsement.</p> <p>...</p>
<p>Article 182 Upon liquidation of the Company's property and preparation of the balance sheet and property inventory, if the liquidation committee becomes aware that the Company does not have sufficient property to pay off its liabilities, it must apply to a people's court for a declaration of bankruptcy in accordance with the laws.</p> <p>After the people's court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the people's court.</p>	<p>Article 182 Article 195 Upon liquidation of the Company's property and preparation of the balance sheet and property inventory, if the liquidation committee becomes aware that the Company does not have sufficient property to pay off its liabilities, it must apply to a people's court for a declaration of bankruptcy <u>liquidation</u> in accordance with the laws.</p> <p><u>Upon the people's court's acceptance of the bankruptcy application,</u> After the people's court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the <u>bankruptcy administrator designated by</u> people's court.</p>

Original provisions	Amended provisions
<p>Article 183 Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit it to the general meeting of shareholders or a people’s court for confirmation and the company registration authority to cancel the Company’s registration, and an announcement of its termination shall be published.</p>	<p>Article 183 Article 196 Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit it to the general meeting of shareholders shareholders’ meeting or a people’s court for confirmation and the company registration authority to cancel the Company’s registration; and an announcement of its termination shall be published.</p>
<p>Article 184 Members of the liquidation committee shall discharge their duties in good faith and perform their obligation of liquidation in compliance with laws.</p> <p>Members of the liquidation committee shall be prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the Company’s property.</p> <p>Members of the liquidation committee shall be liable to indemnify the Company or its creditors in respect of any loss arising from their willful or material default.</p>	<p>Article 184 Article 197 Members of the liquidation committee <u>perform the liquidation duties and owe the duty of loyalty and diligence.</u> shall discharge their duties in good faith and perform their obligation of liquidation in compliance with laws.</p> <p>Members of the liquidation committee shall be prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the Company’s property.</p> <p>Members of the liquidation committee <u>who neglects to perform the duties of liquidation and causes losses to the Company shall be liable for compensation, and</u> shall be liable to indemnify the Company or its creditors in respect of any loss arising from their willful or material default.</p>

Original provisions	Amended provisions
CHAPTER 11 AMENDMENTS TO THE ARTICLES OF ASSOCIATION	CHAPTER 11 CHAPTER 10 AMENDMENTS TO THE ARTICLES OF ASSOCIATION
CHAPTER 12 SUPPLEMENTARY PROVISIONS	CHAPTER 12 CHAPTER 11 SUPPLEMENTARY PROVISIONS
<p>Article 190 Definitions:</p> <p>(I) “Controlling shareholders” refers to the shareholders who meet one of the following conditions:</p> <ol style="list-style-type: none"> 1. a person who when acting alone or in concert with others may elect not less than half of the directors; 2. a person who when acting alone or in concert with others may exercise more than 30% of the voting rights of the Company or may control the exercise of more than 30% of the voting rights of the Company; 3. a person who when acting alone or in concert with others holds more than 30% of the outstanding shares of the Company; 4. a person who when acting alone or in concert with others is in de facto control of the Company in other manners. <p>“Act in concert” in the Articles of Association refers to an act or a fact that some investors, through agreements or other arrangements, act together with other investors to increase the quantity of voting rights of shares they hold in the Company at their disposal.</p>	<p>Article 190 Article 203 Definitions:</p> <p>(I) “Controlling shareholders” refers to the shareholders who meet one of the following conditions:</p> <ol style="list-style-type: none"> 4. a person who when acting alone or in concert with others may elect not less than half of the directors; 5. a person who when acting alone or in concert with others may exercise more than 30% of the voting rights of the Company or may control the exercise of more than 30% of the voting rights of the Company; 6. a person who when acting alone or in concert with others holds more than 30% of the outstanding shares of the Company; 4. a person who when acting alone or in concert with others is in de facto control of the Company in other manners. <p>“Act in concert” in the Articles of Association refers to an act or a fact that some investors, through agreements or other arrangements, act together with other investors to increase the quantity of voting rights of shares they hold in the Company at their disposal.</p> <p><u>A Controlling Shareholder means a shareholder who holds more than 50% of the Company’s total share capital; or a shareholder whose shareholding ratio, although not exceeding 50%, grants he/she/it sufficient voting rights to significantly influence resolutions of a general meeting.</u></p>

Original provisions	Amended provisions
<p>(II) De facto controller refers to the person who is not a shareholder of the Company but can effectively control the acts of the Company through an investment relationship, agreement or other arrangement.</p> <p>(III) Related party relationship refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior management personnel of the Company and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Company. However, the related party relationship between state-controlled enterprises is not solely because they are under the common control of the State.</p> <p>(IV) The terms, such as “connected”, “connected transaction” and “connected relationship”, mentioned in the Articles of Association, shall have the meaning as defined in the Hong Kong Listing Rules.</p> <p>(V) In the Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor” under the Hong Kong Listing Rules.</p>	<p>(II) De facto controller refers to the person who is not a shareholder of the Company but <u>can a natural person, legal person, or other organization that can</u> effectively control the acts of the Company through an investment relationship, agreement or other arrangement.</p> <p>(III) Related party relationship refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior management personnel of the Company and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Company. However, the related party relationship between state-controlled enterprises is not solely because they are under the common control of the State.</p> <p>(IV) The terms, such as “connected”, “connected transaction” and “connected relationship”, mentioned in the Articles of Association, shall have the meaning as defined in the Hong Kong Listing Rules; <u>for the purpose of the Articles of Association, the term “independent director” shall have the same meaning as “independent non-executive director” under the Hong Kong Listing Rules, and independent directors shall simultaneously comply with the independence requirements stipulated in the Hong Kong Listing Rules.</u></p> <p>(V) In the Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor” under the Hong Kong Listing Rules.</p>

Original provisions	Amended provisions
<p>Article 194 References to “above”, “within” and “below” herein shall include the actual figures, while references to “other than”, “less than” and “more than” shall exclude the actual figures. The relevant audited data referred to in the Articles of Association are the data of combined statements.</p>	<p>Article 194 Article 207 References to “above”, “within” and “below” herein shall include the actual figures, while references to “exceed”, “other than”, “less than” and “more than” and “more than” shall exclude the actual figures. The relevant audited data referred to in the Articles of Association are the data of combined statements.</p>
<p>Article 196 Appendixes to the Articles of Association include rules of procedure for general meetings of shareholders, rules of procedure for meetings of the Board of Directors and rules of procedure for meetings of the Supervisory Committee.</p>	<p>Article 196 Article 209 Appendixes to the Articles of Association include rules of procedure for general meeting of shareholders shareholders’ meeting; and rules of procedure for meetings of the Board of Directors and rules of procedure for meetings of the Supervisory Committee.</p>
<p>Article 197 Subject to consideration and approval at the general meeting of shareholders of the Company, the Articles of Association shall take effect and be implemented from the date on which the Company completes the initial public offering of H shares and lists on HKEX. The original articles of association of the Company shall automatically become null and void on the date the Articles of Association enters into effect.</p>	<p>Article 197 Article 210 Subject to consideration and approval at the general meeting of shareholders shareholders’ meeting of the Company, the Articles of Association shall take effect and be implemented from the date on which the Company completes the initial public offering of H shares and lists on HKEX. The original articles of association of the Company shall automatically become null and void on the date the Articles of Association enters into effect.</p>

Note: In addition to the above table, if the sequence numbers of clauses change due to the addition, deletion, or rearrangement of certain clauses, the sequence numbers of the clauses after the revision of this system shall be sequentially extended or decreased accordingly, and the sequence numbers of clauses involved in cross-references shall also be adjusted accordingly. At the same time, this revision uniformly amends the term “general meeting of shareholders” to “shareholders’ meeting”, which does not involve substantive revisions and will not be listed clause by clause.

The English version of the Articles of Association is an informal translation of the Chinese version. In case there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

**COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE SHAREHOLDERS' MEETINGS**

Original provisions	Amended provisions
<p>Article 2 The Company shall strictly convene general meeting of shareholders in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the Articles of Association of the Company, and the relevant provisions of these Rules to ensure that shareholders can exercise their rights in accordance with the law.</p> <p>The Company's board of directors shall earnestly perform its duties and organize general meeting of shareholders carefully and on schedule. The Company's Supervisory Committee shall earnestly perform its duties and, when necessary, convene and preside over extraordinary general meeting of shareholders. All directors and supervisors of the Company shall act diligently and responsibly to ensure the normal convening of general meeting of shareholders and the lawful exercise of their powers.</p>	<p>Article 2 The Company shall strictly convene general meeting of shareholders <u>shareholders' meeting</u> in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the Articles of Association of the Company, and the relevant provisions of these Rules to ensure that shareholders can exercise their rights in accordance with the law.</p> <p>The Company's board of directors shall earnestly perform its duties and organize general meeting of shareholders <u>shareholders' meeting</u> carefully and on schedule. The Company's Supervisory Committee <u>board of directors and audit committee</u> shall earnestly perform its duties and, when necessary, convene and preside over extraordinary general meeting of shareholders <u>shareholders' meeting</u>. All directors and supervisors of the Company shall act diligently and responsibly to ensure the normal convening of general meeting of shareholders <u>shareholders' meeting</u> and the lawful exercise of their powers.</p>
<p>Article 4 General Meeting of Shareholders are classified into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and held within six months after the end of the previous fiscal year. Extraordinary general meetings shall be convened irregularly. When any of the circumstances specified in Article 100 of the Company Law that require the convening of an extraordinary general meeting occurs, such meeting shall be convened within two months.</p>	<p>Article 4 General meeting of shareholders <u>Shareholders' meetings</u> are classified into annual general meetings <u>shareholders' meetings</u> and extraordinary general meetings <u>shareholders' meetings</u>. The annual general meetings <u>shareholders' meeting</u> shall be convened once a year and held within six months after the end of the previous fiscal year. Extraordinary general meetings <u>shareholders' meetings</u> shall be convened irregularly. When any of the circumstances specified in Article 100 <u>113</u> of the Company Law that require the convening of an extraordinary general meeting occurs, such meeting shall be convened within two months.</p>

Original provisions	Amended provisions
<p>Article 5 General Meeting of Shareholders shall be convened by the board of directors in accordance with the law and presided over by the chairman of the board. The board of directors shall convene general meeting of shareholders on schedule within the time limits stipulated in these Rules.</p> <p>If the board of directors fails or is unable to perform its duty to convene a general meeting of shareholders, the Supervisory Committee shall promptly convene and preside over such meeting. If the Supervisory Committee fails to convene and preside over the meeting, shareholders who have individually or jointly held no less than 10% of the company's shares for at least 90 consecutive days may convene and preside over the meeting themselves.</p>	<p>Article 5 General meeting of shareholders Shareholders' meetings shall be convened by the board of directors in accordance with the law and presided over by the chairman of the board. The board of directors shall convene general meeting of shareholders shareholders' meeting on schedule within the time limits stipulated in these Rules.</p> <p>If the board of directors fails or is unable to perform its duty to convene a general meeting of shareholders shareholders' meeting, the Supervisory Committee audit committee shall promptly convene and preside over such meeting. If the Supervisory Committee audit committee fails to convene and preside over the meeting, shareholders who have individually or jointly held no less than 10% of the company's shares for at least 90 consecutive days may convene and preside over the meeting themselves.</p>

Original provisions	Amended provisions
<p>Article 7 The Supervisory Committee shall have the right to propose convening an Extraordinary General Meeting of Shareholders to the Board of Directors and shall submit such proposal in writing to the Board. In accordance with laws, administrative regulations, and the Company’s Articles of Association, the Board of Directors shall, within 10 days of receiving the proposal, provide a written feedback stating its consent or disagreement to convene the extraordinary general meeting of shareholders.</p> <p>If the Board of Directors consents to convene the extraordinary general meeting of shareholders, it shall issue a notice for the general meeting of shareholders within 5 days after adopting the Board resolution. Any changes to the original proposal in the notice shall require the consent of the Supervisory Committee.</p> <p>If the Board of Directors disagrees to convene the extraordinary general meeting of shareholders, or fails to provide a written feedback within 10 days of receiving the proposal, it shall be deemed that the Board is unable or unwilling to perform its duty to convene the general meeting of shareholders, and the Supervisory Committee may convene and preside over the meeting on its own.</p>	<p>Article 7 The Supervisory Committee <u>audit committee</u> shall have the right to propose convening an extraordinary general meeting of shareholders <u>shareholders’ meetings</u> to the Board of Directors and shall submit such proposal in writing to the Board. In accordance with laws, administrative regulations, and the Company’s Articles of Association, the Board of Directors shall, within 10 days of receiving the proposal, provide a written feedback stating its consent or disagreement to convene the extraordinary general meeting of shareholders <u>shareholders’ meetings</u>.</p> <p>If the Board of Directors consents to convene the extraordinary general meeting of shareholders <u>shareholders’ meetings</u>, it shall issue a notice for the general meeting of shareholders <u>shareholders’ meetings</u> within 5 days after adopting the Board resolution. Any changes to the original proposal in the notice shall require the consent of the Supervisory Committee <u>audit committee</u>.</p> <p>If the Board of Directors disagrees to convene the extraordinary general meeting of shareholders <u>shareholders’ meetings</u>, or fails to provide a written feedback within 10 days of receiving the proposal, it shall be deemed that the Board is unable or unwilling to perform its duty to convene the general meeting of shareholders <u>shareholders’ meetings</u>, and the Supervisory Committee <u>audit committee</u> may convene and preside over the meeting on its own.</p>

Original provisions	Amended provisions
<p>Article 8 ...</p> <p>If the Board of Directors disagrees to convene an extraordinary general meeting of shareholders or fails to provide feedback within 10 days of receiving the request, shareholders holding individually or jointly not less than 10% of the Company’s shares shall have the right to propose convening an extraordinary general meeting of shareholders to the Supervisory Committee and shall submit such request in writing to the Supervisory Committee.</p> <p>If the Supervisory Committee consents to convene the extraordinary general meeting of shareholders, it shall issue a notice for the general meeting of shareholders within 5 days of receiving the request. Any changes to the original request in the notice shall require the consent of the relevant shareholders.</p> <p>If the Supervisory Committee fails to issue the notice for the general meeting of shareholders within the prescribed time limit, it shall be deemed that the Supervisory Committee refuses to convene and preside over the General Meeting of Shareholders. Shareholders who have individually or jointly held not less than 10% of the Company’s shares for at least 90 consecutive days may then convene and preside over the meeting themselves.</p>	<p>Article 8 ...</p> <p>If the Board of Directors disagrees to convene an extraordinary general meeting of shareholders shareholders’ meetings or fails to provide feedback within 10 days of receiving the request, shareholders holding individually or jointly not less than 10% of the Company’s shares shall have the right to propose convening an extraordinary general meeting of shareholders shareholders’ meetings to the Supervisory Committee audit committee and shall submit such request in writing to the Supervisory Committee audit committee.</p> <p>If the Supervisory Committee audit committee consents to convene the extraordinary general meeting of shareholders shareholders’ meetings, it shall issue a notice for the general meeting of shareholders shareholders’ meetings within 5 days of receiving the request. Any changes to the original request in the notice shall require the consent of the relevant shareholders</p> <p>If the Supervisory Committee audit committee fails to issue the notice for the general meeting of shareholders shareholders’ meetings within the prescribed time limit, it shall be deemed that the Supervisory Committee audit committee refuses to convene and preside over the general meeting of shareholders shareholders’ meetings. Shareholders who have individually or jointly held not less than 10% of the Company’s shares for at least 90 consecutive days may then convene and preside over the meeting themselves.</p>

Original provisions	Amended provisions
<p>Article 9 Where the Supervisory Committee or shareholders decide to convene a general meeting of shareholders on their own initiative, they shall notify the Board of Directors in writing.</p> <p>Before the resolution of the general meeting of shareholders is announced in accordance with applicable laws, administrative regulations, or rules, the shareholding proportion of the convening shareholders shall not be less than 10%.</p>	<p>Article 9 Where the Supervisory Committee audit committee or shareholders decide to convene a general meeting of shareholders <u>shareholders' meetings</u> on their own initiative, they shall notify the Board of Directors in writing.</p> <p>Before the resolution of the general meeting of shareholders <u>shareholders' meetings</u> is announced in accordance with applicable laws, administrative regulations, or rules, the shareholding proportion of the convening shareholders shall not be less than 10%.</p>
<p>Article 10 For general meetings of shareholders convened by the Supervisory Committee or shareholders on their own initiative, the board of directors and the secretary of the board shall cooperate. The board of directors shall provide the shareholder register as of the record date. If the board of directors fails to provide the shareholder register, the convener may, by presenting the relevant announcement of the general meeting of shareholders, apply to the securities registration and settlement institution for access to it. The shareholder register obtained by the convener shall not be used for any purpose other than convening the general meeting of shareholders.</p>	<p>Article 10 For general meeting of shareholders <u>shareholders' meetings</u> convened by the Supervisory Committee audit committee or shareholders on their own initiative, the board of directors and the secretary of the board shall cooperate. The board of directors shall provide the shareholder register as of the record date. If the board of directors fails to provide the shareholder register, the convener may, by presenting the relevant announcement of the general meeting of shareholders <u>shareholders' meetings</u>, apply to the securities registration and settlement institution for access to it. The shareholder register obtained by the convener shall not be used for any purpose other than convening the general meeting of shareholders <u>shareholders' meetings</u>.</p>
<p>Article 11 For general meetings of shareholders convened by the Supervisory Committee or shareholders on their own initiative, the necessary expenses for the meeting shall be borne by the company.</p>	<p>Article 11 For general meeting of shareholders <u>shareholders' meetings</u> convened by the Supervisory Committee audit committee or shareholders on their own initiative, the necessary expenses for the meeting shall be borne by the company.</p>

Original provisions	Amended provisions
<p>Article 13 When the company convenes a general meeting of shareholders, the board of directors, the Supervisory Committee, and shareholders individually or jointly holding not less than 3% of the company's shares shall have the right to submit proposals to the company.</p> <p>Shareholders individually or jointly holding not less than 3% of the company's shares may submit temporary proposals in writing to the convener 10 days prior to the convening of the general meeting of shareholders. The convener shall issue a supplementary notice for the general meeting of shareholders within 2 days of receiving the proposals to announce the content of the temporary proposals.</p> <p>...</p>	<p>Article 13 When the company convenes a general meeting of shareholders <u>shareholders' meetings</u>, the board of directors, the Supervisory Committee <u>Audit Committee</u>, and shareholders individually or jointly holding not less than 31% of the company's shares shall have the right to submit proposals to the company.</p> <p>Shareholders individually or jointly holding not less than <u>31</u>% of the company's shares may submit temporary proposals in writing to the convener 10 days prior to the convening of the general meeting of shareholders <u>shareholders' meetings</u>. The convener shall issue a supplementary notice for the general meeting of shareholders <u>shareholders' meetings</u> within 2 days of receiving the proposals to announce the content of the temporary proposals.</p> <p>...</p>

Original provisions	Amended provisions
<p>Article 16 Where the general meeting of shareholders intends to discuss the election of directors or supervisors, the notice of the general meeting shall fully disclose detailed information of the director and supervisor candidates, including at least the following:</p> <p>(I) Personal information such as educational background, work experience, and part-time positions;</p> <p>(II) Whether there is an affiliated/connected relationship with the Company, its controlling shareholder, or actual controller;</p> <p>(III) The number of shares held in the Company;</p> <p>(IV) Whether the candidate has been punished by the China Securities Regulatory Commission (CSRC) or other relevant authorities, or subject to disciplinary actions by a stock exchange.</p> <p>Except when the cumulative voting system is used for the election of directors or supervisors, each director or supervisor candidate shall be proposed in a separate resolution.</p>	<p>Article 16 Where the general meeting of shareholders <u>shareholders' meetings</u> intends to discuss the election of directors or supervisors, the notice of the general meeting <u>shareholders' meetings</u> shall fully disclose detailed information of the director and supervisor candidates, including at least the following:</p> <p>(I) Personal information such as educational background, work experience, and part-time positions;</p> <p>(II) Whether there is an affiliated/connected relationship with the Company, its controlling shareholder, or actual controller;</p> <p>(III) The number of shares held in the Company;</p> <p>(IV) Whether the candidate has been punished by the China Securities Regulatory Commission (CSRC) or other relevant authorities, or subject to disciplinary actions by a stock exchange.</p> <p>Except when the cumulative voting system is used for the election of directors or supervisors, each director or supervisor candidate shall be proposed in a separate resolution.</p>
<p>Article 17 The notice of a general meeting of shareholders shall include the following information:</p> <p>...</p> <p>(V) Name and telephone number of the permanent contact person for meeting affairs.</p>	<p>Article 17 The notice of a general meeting of shareholders <u>shareholders' meetings</u> shall include the following information:</p> <p>...</p> <p>(V) Name and telephone number of the permanent contact person for meeting affairs.</p> <p><u>(VI) Voting time and procedures for online or other voting methods.</u></p>

Original provisions	Amended provisions
<p>Article 19 The venue for the company’s general meeting of shareholders shall be: the company’s legal address or other location designated by the convener of the general meeting of shareholders.</p> <p>The general meeting of shareholders shall have a physical venue and be convened in the form of an in-person meeting. The company shall also, as appropriate, provide other means to facilitate shareholders’ participation in the general meeting of shareholders. Shareholders who participate in the general meeting of shareholders through the above-mentioned means shall be deemed to have attended. After issuing the notice for the general meeting of shareholders, the venue for the in-person meeting of the general meeting of shareholders shall not be changed without just cause. If a change is indeed necessary, the convener shall announce the change and explain the reasons at least 2 working days before the date of the in-person meeting.</p> <p>...</p>	<p>Article 19 The venue for the company’s general meeting of shareholders <u>shareholders’ meetings</u> shall be: the company’s legal address or other location designated by the convener of the general meeting of shareholders <u>shareholders’ meetings</u>.</p> <p>The general meeting of shareholders <u>shareholders’ meetings</u> shall have a physical venue and be convened in the form of an in-person meeting. The company shall also, as appropriate, provide electronic communication or other means to facilitate shareholders’ participation in the general meeting of shareholders <u>shareholders’ meetings</u>. Shareholders who participate in the general meeting of shareholders <u>shareholders’ meetings</u> through the above-mentioned means shall be deemed to have attended. After issuing the notice for the general meeting of shareholders <u>shareholders’ meetings</u>, the venue for the in-person meeting of the general meeting of shareholders <u>shareholders’ meetings</u> shall not be changed without just cause. If a change is indeed necessary, the convener shall announce the change and explain the reasons at least 2 working days before the date of the in-person meeting.</p> <p>...</p>
<p>Article 26 When the company convenes a general meeting of shareholders, all directors, supervisors, and the secretary of the board shall attend the meeting, and the general manager and other senior management personnel shall attend as non-voting participants.</p>	<p>Article 26 When the company convenes a general meeting of shareholders <u>shareholders’ meetings</u>, all directors, supervisors, and the secretary of the board shall attend the meeting, and the general manager and other senior management personnel shall attend as non-voting participants.</p>

Original provisions	Amended provisions
<p>Article 27 The general meeting of shareholders shall be chaired by the chairman of the board. If the chairman is unable or fails to perform his/her duties, a director jointly elected by more than half of the directors shall chair the meeting.</p> <p>...</p>	<p>Article 27 The general meeting of shareholders <u>shareholders' meetings</u> shall be chaired by the chairman of the board. If the chairman is unable or fails to perform his/her duties, a director jointly elected by more than half of the directors shall chair the meeting.</p> <p>...</p>
<p>Article 28 At the annual general meeting of shareholders, the board of directors and the Supervisory Committee shall report to the general meeting on their work over the past year. Each independent non-executive director shall also deliver a work performance report on their duties performed over the past year.</p>	<p>Article 28 At the annual general meeting of shareholders <u>shareholders' meetings</u>, the board of directors and the Supervisory Committee shall report to the general meeting <u>shareholders' meetings</u> on their work over the past year. Each independent non-executive director shall also deliver a work performance report on their duties performed over the past year.</p>

Original provisions	Amended provisions
<p>Article 33 When the general meeting of shareholders votes on the election of directors or supervisors, it may implement a cumulative voting system in accordance with the company’s articles of association or a resolution of the general meeting of shareholders.</p> <p>The term "cumulative voting system" as used in the preceding paragraph means that when the general meeting of shareholders elects directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights held by shareholders may be exercised in a concentrated manner.</p> <p>Where the general meeting of shareholders elects directors by way of cumulative voting, the voting for the election of independent non-executive directors and non-independent non-executive directors shall be conducted separately. The board of directors shall inform shareholders of the resumes and basic information of the candidate directors and supervisors.</p>	<p>Article 33 When the general meeting of shareholders <u>shareholders’ meetings</u> votes on the election of directors or supervisors, it may implement a cumulative voting system in accordance with the company’s articles of association or a resolution of the general meeting of shareholders <u>shareholders’ meetings</u>.</p> <p>The term “cumulative voting system” as used in the preceding paragraph means that when the general meeting of shareholders <u>shareholders’ meetings</u> elects directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights held by shareholders may be exercised in a concentrated manner.</p> <p>Where the general meeting of shareholders <u>shareholders’ meetings</u> elects directors by way of cumulative voting, the voting for the election of independent non-executive directors and non-independent non-executive directors shall be conducted separately. The board of directors shall inform shareholders of the resumes and basic information of the candidate directors and supervisors.</p> <p><u>When the shareholders’ meeting adopts the cumulative voting system for elections, the following rules shall apply:</u></p>

Original provisions	Amended provisions
	<p><u>(I) The total voting rights calculated on a cumulative basis held by shareholders present at the meeting shall be the number of shares held by the shareholder multiplied by the number of directors to be elected at the shareholders' meeting (voting for independent directors and non-independent directors shall be conducted separately);</u></p> <p><u>(II) Shareholders present at the meeting shall have the right to freely allocate the total voting rights calculated on a cumulative basis as above for the election of each candidate. The minimum unit of voting rights allocated by each shareholder to each candidate shall be the number of shares held by the shareholder. The total number of voting rights allocated by each shareholder to all candidates shall not exceed the total voting rights calculated on a cumulative basis, but may be lower than such total voting rights calculated on a cumulative basis, and the difference shall be deemed as the shareholder's waiver of the voting rights for such part;</u></p> <p><u>(III) If the number of candidates exceeds the number of positions to be elected (i.e., in a competitive election), any candidate shall be elected in descending order of the number of votes received. In case of a tie in votes, the candidates tied at the last position shall be subject to a new competitive election by all shareholders present at the shareholders' meeting to determine the final elected director(s);</u></p> <p><u>(IV) If the number of candidates is equal to the number of directors to be elected, any candidate shall be elected in descending order of the number of votes received.</u></p>

Original provisions	Amended provisions
<p>Article 36 For the same voting right, only one voting method (in-person or other) may be selected. In the event of duplicate voting for the same voting right, the first vote shall prevail.</p>	<p>Article 36 For the same voting right, only one voting method (in-person, online or other) may be selected. In the event of duplicate voting for the same voting right, the first vote shall prevail.</p>
<p>Article 38 Before voting on a proposal at the general meeting of shareholders, two shareholder representatives shall be elected to participate in vote counting and supervision. Where a matter under consideration involves an affiliated/connected relationship with a shareholder, the relevant shareholder and its proxy shall not participate in vote counting or supervision.</p> <p>When the general meeting of shareholders deliberates on related-party transaction matters, and where required by applicable laws, regulatory normative documents, or the Hong Kong Listing Rules, the related-party shareholder shall not vote, and the number of voting shares represented by it shall not be included in the total valid votes. The general meeting of shareholders' resolution announcement shall fully disclose the voting status of non-related-party shareholders.</p> <p>When voting on a proposal at the general meeting of shareholders, lawyers, shareholder representatives, and supervisor representatives shall jointly be responsible for vote counting and supervision.</p>	<p>Article 38 Before voting on a proposal at the general meeting of shareholders <u>shareholders' meetings</u>, two shareholder representatives shall be elected to participate in vote counting and supervision. Where a matter under consideration involves an related/connected relationship with a shareholder, the relevant shareholder and its proxy shall not participate in vote counting or supervision.</p> <p>When the general meeting of shareholders <u>shareholders' meetings</u> deliberates on related/connected transaction matters, and where required by applicable laws, regulatory normative documents, or the Hong Kong Listing Rules, the related/connected shareholder shall not vote, and the number of voting shares represented by it shall not be included in the total valid votes. The general meeting of shareholders <u>shareholders' meetings</u>' resolution announcement shall fully disclose the voting status of non-related-party shareholders.</p> <p>When voting on a proposal at the general meeting of shareholders <u>shareholders' meetings</u>, lawyers, shareholder representatives, and supervisor representatives shall jointly be responsible for vote counting and supervision.</p>

Original provisions	Amended provisions
<p>Article 43 The general meeting of shareholders shall have meeting minutes, which shall be prepared by the secretary of the board. The meeting minutes shall record the following:</p> <p>(I) Meeting time, venue, agenda, and the name of the convener;</p> <p>(II) Name of the meeting chairperson, and names of directors, supervisors, secretary of the board, general manager, and other senior management personnel present or in attendance;</p> <p>(III) Number of shareholders and proxies present, total number of voting shares held, and the proportion of such shares to the company’s total shares, including the number of domestic share (A-share) shareholders (including proxies) and H-share shareholders (including proxies) present at the general meeting of shareholders, the total number of voting shares they hold, and their respective proportions to the company’s total shares;</p> <p>(IV) Deliberation process, key points of speeches, and voting results for each proposal (including voting results of domestic share shareholders and H-share shareholders on each proposal);</p> <p>(V) Shareholders’ questions or suggestions and the corresponding responses or explanations;</p>	<p>Article 43 The general meeting of shareholders shareholders’ meetings shall have meeting minutes, which shall be prepared by the secretary of the board. The meeting minutes shall record the following:</p> <p>(I) Meeting time, venue, agenda, and the name of the convener;</p> <p>(II) Name of the meeting chairperson, and names of directors and, supervisors, secretary of the board, general manager, and other senior management personnel present or in attendance;</p> <p>(III) Number of shareholders and proxies present, total number of voting shares held, and the proportion of such shares to the company’s total shares, including the number of domestic share (A-share) shareholders (including proxies) and H-share shareholders (including proxies) present at the general meeting of shareholders, the total number of voting shares they hold, and their respective proportions to the company’s total shares;</p> <p>(IV) Deliberation process, key points of speeches, and voting results for each proposal (including voting results of domestic share shareholders and H-share shareholders on each proposal);</p> <p>(V) Shareholders’ questions or suggestions and the corresponding responses or explanations;</p>

Original provisions	Amended provisions
<p>(VI) Names of the lawyers, vote counters, and vote supervisors;</p> <p>(VII) Other content that shall be recorded in the meeting minutes as stipulated by the Articles of Association.</p> <p>Directors, supervisors, secretary of the board, convener or its representative, and meeting chairperson attending the meeting shall sign the meeting minutes and guarantee that the contents of the meeting minutes are true, accurate, and complete. The meeting minutes shall be preserved together with the sign-in register of shareholders present at the venue, proxies for entrusted attendance, and valid data on voting through online and other means, with a retention period of 10 years.</p>	<p>(VI) Names of the lawyers, vote counters, and vote supervisors;</p> <p>(VII) Other content that shall be recorded in the meeting minutes as stipulated by the Articles of Association.</p> <p>Directors, supervisors, secretary of the board, convener or its representative, and meeting chairperson attending or present at the meeting shall sign the meeting minutes and guarantee that the contents of the meeting minutes are true, accurate, and complete. The meeting minutes shall be preserved together with the sign-in register of shareholders present at the venue, proxies for entrusted attendance, and valid data on voting through online and other means, with a retention period of 10 years.</p>
<p>Article 44 The convener shall ensure that the general meeting of shareholders proceeds continuously until a final resolution is adopted. In the event that the general meeting of shareholders is suspended or unable to adopt a resolution due to special circumstances such as force majeure, the convener shall take necessary measures to resume the general meeting of shareholders as soon as possible or directly terminate the current general meeting of shareholders, and make a prompt announcement thereof.</p>	<p>Article 44 The convener shall ensure that the general meeting of shareholders <u>shareholders' meetings</u> proceeds continuously until a final resolution is adopted. In the event that the general meeting of shareholders <u>shareholders' meetings</u> is suspended or unable to adopt a resolution due to special circumstances such as force majeure, the convener shall take necessary measures to resume the general meeting of shareholders <u>shareholders' meetings</u> as soon as possible or directly terminate the current general meeting of shareholders <u>shareholders' meetings</u>, and make a prompt announcement thereof in accordance with laws, administrative regulations, and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed re.</p>

Original provisions	Amended provisions
<p>Article 46 The following matters shall be approved by an ordinary resolution of the general meeting of shareholders:</p> <p>(I) Work reports of the board of directors and the Supervisory Committee;</p> <p>(II) Profit distribution plans and loss recovery plans proposed by the board of directors;</p> <p>(III) Appointment and removal of members of the board of directors and the Supervisory Committee, and their remuneration and payment methods;</p> <p>(IV) The company's annual budget plan, final accounts plan, balance sheet, profit and loss statement, and other financial statements;</p> <p>(V) The company's annual report;</p> <p>(VI) Other matters not required to be approved by a special resolution under laws, administrative regulations, the Hong Kong Listing Rules, or the Articles of Association.</p>	<p>Article 46 The following matters shall be approved by an ordinary resolution of the general meeting of shareholders <u>shareholders' meetings</u>:</p> <p>(I) Work reports of the board of directors and the Supervisory Committee;</p> <p>(II) Profit distribution plans and loss recovery plans proposed by the board of directors;</p> <p>(III) Appointment and removal of members of the board of directors and the Supervisory Committee, and their remuneration and payment methods;</p> <p>(IV) The company's annual budget plan, final accounts plan, balance sheet, profit and loss statement, and other financial statements;</p> <p>(V) The company's annual report;</p> <p>(VI) (IV) Other matters not required to be approved by a special resolution under laws, administrative regulations, the Hong Kong Listing Rules, or the Articles of Association.</p>

Original provisions	Amended provisions
<p>Article 47 The following matters shall be approved by a special resolution of the general meeting of shareholders:</p> <p>(I) Increase or decrease of the company's registered capital;</p> <p>(II) Division, spin-off, merger, dissolution, or change of the company's organizational form;</p> <p>(III) Amendment to the Articles of Association of the company;</p> <p>(IV) The company's purchase or sale of major assets, or the amount of guarantees exceeding 30% of the company's latest audited total assets within one year;</p> <p>(V) Equity incentive plan;</p> <p>(VI) Other matters stipulated by laws, administrative regulations, or the Articles of Association, and matters that the general meeting of shareholders determines, through an ordinary resolution, will have a significant impact on the company and require approval by a special resolution;</p> <p>(VII) Other matters required by the Hong Kong Stock Exchange to be approved by a special resolution.</p>	<p>Article 47 The following matters shall be approved by a special resolution of the general meeting of shareholders:</p> <p>(I) Increase or decrease of the company's registered capital;</p> <p>(II) Division, spin-off, merger, dissolution, and liquidation of the Company or change of the company's organizational form;</p> <p>(III) Amendment to the Articles of Association of the company;</p> <p>(IV) The company's purchase or sale of major assets, or provision of guarantees to others, where the amount of guarantees exceeding 30% of the company's latest audited total assets within one year;</p> <p>(V) Equity incentive plan;</p> <p>(VI) Other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules, or the Articles of Association, and matters that the general meeting of shareholders determines, through an ordinary resolution, will have a significant impact on the company and require approval by a special resolution;</p> <p>(VII) Other matters required by the Hong Kong Stock Exchange to be approved by a special resolution.</p>

Original provisions	Amended provisions
<p>Article 48 When the general meeting of shareholders approves proposals regarding the election of directors or supervisors, the newly elected directors and supervisors shall assume their positions immediately upon the conclusion of the general meeting of shareholders, unless the resolution explicitly stipulates otherwise regarding the effective date of their appointment.</p>	<p>Article 48 When the general meeting of shareholders <u>shareholders' meetings</u> approves proposals regarding the election of directors or supervisors, the newly elected directors and supervisors shall assume their positions immediately upon the conclusion of the general meeting of shareholders <u>shareholders' meetings</u>, unless the resolution explicitly stipulates otherwise regarding the effective date of their appointment.</p>
<p>Article 55 This Rules shall come into effect and be implemented on the date when the Company completes its initial public offering of H shares and is listed on the Hong Kong Stock Exchange, following its approval by the company's general meeting of shareholders. Upon the effective date of this Rules, the Company's original rules shall be automatically revoked.</p>	<p>Article 55 This Rules shall come into effect and be implemented on the date when the Company completes its initial public offering of H shares and is listed on the Hong Kong Stock Exchange, following its approval by the company's general meeting of shareholders <u>shareholders' meetings</u>. Upon the effective date of this Rules, the Company's original rules shall be automatically revoked.</p>

Note: Except as stated in the table above, this revision uniformly adjusts the term "general meeting of shareholders" to "shareholders' meeting" throughout the document. This is a non-substantive revision for consistency and will not be listed clause-by-clause.

COMPARISON TABLE OF AMENDMENTS TO THE RULES
OF PROCEDURE FOR THE BOARD MEETINGS

Original provisions	Amended provisions
<p>Article 5 For regular board meetings, all directors and supervisors shall be notified at least 14 days prior to the meeting; for ad hoc board meetings, such notice shall be given at least 5 days in advance. In the case of urgent matters, ad hoc board meetings may be convened without being subject to the foregoing notice period requirements, provided that the convener issues reasonable notice and provides an explanation at the meeting.</p>	<p>Article 5 For regular board meetings, all directors and supervisors shall be notified at least 14 days prior to the meeting; for ad hoc board meetings, such notice shall be given at least <u>53</u> days in advance. In the case of urgent matters, ad hoc board meetings may be convened without being subject to the foregoing notice period requirements, provided that the convener issues reasonable notice and provides an explanation at the meeting.</p>
<p>Article 9 Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors, or the Supervisory Committee may propose to convene an ad hoc board meeting. The chairman shall convene and preside over the board meeting within 10 days of receiving the proposal. Each person required to attend the meeting shall promptly respond to whether they will attend upon receiving the meeting notice.</p>	<p>Article 9 Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors, or the Supervisory Committee <u>audit committee</u> may propose to convene an ad hoc board meeting. The chairman shall convene and preside over the board meeting within 10 days of receiving the proposal. Each person required to attend the meeting shall promptly respond to whether they will attend upon receiving the meeting notice.</p>
<p>Article 11 The following principles shall govern the entrustment and acceptance of attendance at board meetings:</p> <p>...</p> <p>If a director fails to attend board meetings in person for 2 consecutive times and does not entrust another director to attend on their behalf, they shall be deemed unable to perform their duties, and the board of directors and the Supervisory Committee shall recommend to the shareholders' meeting that the director be removed.</p>	<p>Article 11 The following principles shall govern the entrustment and acceptance of attendance at board meetings:</p> <p>...</p> <p>If a director fails to attend board meetings in person for 2 consecutive times and does not entrust another director to attend on their behalf, they shall be deemed unable to perform their duties, and the board of directors and the Supervisory Committee <u>audit committee</u> shall recommend to the shareholders' meeting that the director be removed.</p>

Original provisions	Amended provisions
<p>Article 14 Proposals requiring study, discussion, and resolution by the board of directors from the company’s directors, supervisors, general manager, etc., shall be pre-submitted to the board office for collection, classification, and organization, after which they shall be submitted to the chairman for review. The chairman shall decide whether to include them in the agenda.</p>	<p>Article 14 Proposals requiring study, discussion, and resolution by the board of directors from the company’s directors, supervisors, general manager, etc., shall be pre-submitted to the board office for collection, classification, and organization, after which they shall be submitted to the chairman for review. The chairman shall decide whether to include them in the agenda.</p>
<p>Article 17 Board meetings shall be chaired by the chairman of the board. If the chairman is unable to chair the meeting for any reason, a director shall be jointly elected by more than half of the directors to convene and chair the board meeting.</p>	<p>Article 17 Board meetings shall be chaired by the chairman of the board. If the chairman is unable to chair the meeting for any reason, a director shall be jointly elected by <u>more than half</u> of the directors to convene and chair the board meeting.</p>
<p>Article 22 Except for supervisors, the general manager, and other senior management personnel required to attend board meetings under the Company Law, other attendees shall only be present during discussions of relevant agenda items and shall withdraw at other times.</p>	<p>Article 22 Except for supervisors, the general manager, and other senior management personnel required to attend board meetings under the Company Law, other attendees shall only be present during discussions of relevant agenda items and shall withdraw at other times.</p>
<p>Article 35 These Rules shall come into effect and be implemented on the date of the Company’s first public offering of H shares and listing on the Hong Kong Stock Exchange, following approval by the general meeting of shareholders of the Company. Upon the effective date of these Rules, the Company’s original rules shall automatically become invalid.</p>	<p>Article 35 These Rules shall come into effect and be implemented on the date of the Company’s first public offering of H shares and listing on the Hong Kong Stock Exchange, following approval by the general meeting of shareholders shareholders’ meetings of the Company. Upon the effective date of these Rules, the Company’s original rules shall automatically become invalid.</p>

Note: Except as stated in the table above, this revision uniformly adjusts the term “general meeting of shareholders” to “shareholders’ meeting” throughout the document. This is a non-substantive revision for consistency and will not be listed clause-by-clause.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM and in relation to the granting of the Repurchase Mandate.

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1. Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 45,000,000 Unlisted Domestic Shares with a nominal value of RMB1.00 each and 18,000,000 H Shares with a nominal value of RMB1.00 each.

2. Reasons for Repurchase of H Shares

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

3. Exercise of the Repurchase Mandate

Subject to the passing of the relevant special resolution set out in the notice of the AGM, the Directors will be granted the Repurchase Mandate which is valid until the end of the Relevant Period. In addition, the exercise of the Repurchase Mandate is subject to the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them pursuant to the notification procedure under Article 173 of the Articles of Association.

As at the Latest Practicable Date, assuming the Repurchase Mandate is approved at the AGM, the exercise in full of the Repurchase Mandate would result in up to 1,800,000 H Shares (assuming there is no issue or repurchase of additional H Shares from the Latest Practicable Date up to the date of the AGM) being repurchased by the Company during the Relevant Period.

4. Funding of Repurchase of H Shares

The Company may only apply funds legally available for Share repurchase in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the requirements of the PRC applicable laws or administrative regulations, the Company is entitled by its Articles of Association to purchase its H Shares. The Company may not repurchase H Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2024, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing and in the best interests of the Company.

5. Status of Repurchased H Shares

The H Shares repurchased by the Company shall be held as Treasury Shares or cancelled. The listing of all H Shares which are held as Treasury Shares shall retained. The listing of all H Shares which are purchased by the Company but not held as Treasury Shares shall be automatically cancelled and the relevant Share certificates shall be cancelled and destroyed.

6. Market Prices of H Shares

During 12 months preceding the Latest Practicable Date, the highest and lowest prices per H Share at which H Shares have traded on the Hong Kong Stock Exchange were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
June	25	22.7
July	25.8	23.15
August	26.2	23.4
September	28.45	25.5
October	33	23
November	31.2	24.9
December	30.4	25.5
2025		
January	30	24.8
February	32.5	27.5
March	43.3	29.15
April	56	37.8
May	59.55	42.65
June (<i>up to the Latest Practicable Date</i>)	63.6	56.75

7. General Information

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2024). However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

For the H Shares repurchased by the Company under the Repurchase Mandate, the Company may cancel such Shares and/or hold them as Treasury Shares subject to market conditions and the Company's capital management needs at the relevant time of the repurchases.

To the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders. The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. Effect of the Takeovers Code

If as a result of a repurchase of H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi (who have entered into a concert party agreement with each other, details of which are set out in the section headed "History, Development and Corporate Structure" in the prospectus of the Company dated 18 December 2023), together with Suzhou Backward Electronic Co., Ltd. and Suzhou Backward Investment Partnership

(Limited Partnership), held an aggregate of 15,436,645 Unlisted Domestic Shares of the Company, representing approximately 24.50% of the issued Shares of the Company, and constituted the single largest shareholder group of the Company (the “**Single Largest Group of Shareholders**”). In the event that the Directors exercise in full the power to repurchase H Shares in accordance with the Repurchase Mandate, the percentage shareholding the Single Largest Group of Shareholders are interested in would be increased to approximately 25.22% of the issued share capital of the Company.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable laws, as a result of any purchases to be made under the Repurchase Mandate. In the event that the Directors exercise in full the power to repurchase H Shares under the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date, the collective shareholding of the Single Largest Group of Shareholders and other Shareholders of Unlisted Domestic Shares would be increased to approximately 73.53% of the issued share capital of the Company. Assuming that there is no issue of Shares between the Latest Practicable Date and the proposed repurchase period, an exercise of the Repurchase Mandate whether in full or in part will not result in less than the relevant prescribed minimum percentage of the Shares being held by the public as required by the Hong Kong Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

9. Share Repurchase Made by the Company

During the previous six months preceding and up to the Latest Practicable Date, the Company had not repurchased any of its H Shares (whether on the Hong Kong Stock Exchange or otherwise).

NOTICE OF 2024 AGM

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BaTeLab

BaTeLab Co., Ltd.

蘇州貝克微電子股份有限公司

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

(Stock Code: 2149)

NOTICE OF 2024 AGM

NOTICE IS HEREBY GIVEN that BaTeLab Co., Ltd. (the “**Company**”) will hold its annual general meeting for 2024 (the “**AGM**”) at the Room 220, Building 12B, Zilang Technology City, Chongchuan District, Nantong, Jiangsu Province, the PRC at 10:30 a.m. on Friday, 27 June 2025 for the Shareholders to consider and approve the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the report on the work of the Board of Directors for 2024 of the Company.
2. To consider and approve the resolution on the report on the work of the Supervisory Committee for 2024 of the Company.
3. To consider and approve the resolution on the 2024 annual report of the Company.
4. To consider and approve the resolution on the audited financial statements for 2024 of the Company.
5. To consider and approve the resolution on the profit distribution plan for 2024 of the Company.
6. To consider and approve the resolution on the appointment of auditor for 2025 of the Company.
7. To consider and approve the resolution on the application for a bank credit line for 2025 of the Company.

NOTICE OF 2024 AGM

8. To consider and approve the resolution on the election of the non-independent Directors of the second session of the Board of Directors:
 - 8.1. To elect Mr. Li Zhen as an executive Director.
 - 8.2. To elect Mr. Zhang Guangping as an executive Director.
 - 8.3. To elect Mr. Li Yi as an executive Director.
 - 8.4. To elect Mr. Kong Jianhua as a non-executive Director.
9. To consider and approve the resolution on the election of the independent Directors of the second session of the Board of Directors:
 - 9.1. To elect Mr. Zhao Heming as an independent non-executive Director.
 - 9.2. To elect Mr. Wen Chengge as an independent non-executive Director.
 - 9.3. To elect Mr. Ma Ming as an independent non-executive Director.
 - 9.4. To elect Ms. Kang Yuanshu as an independent non-executive Director.
10. To consider and approve the resolution on the remuneration plan of the second session of the Board of Directors.
11. To consider and approve the resolution on the amendments to the internal corporate governance systems.

SPECIAL RESOLUTIONS

12. To consider and approve the resolution on the abolishment of the Supervisory Committee and the amendments to the Articles of Association.
13. To consider and approve the resolution on the amendments to the Rules of Procedure for the Shareholders' Meetings.
14. To consider and approve the resolution on the amendments to the Rules of Procedure for the Board Meetings.

NOTICE OF 2024 AGM

15. To consider and approve the resolution on the grant of the general mandate to the Board to issue Shares.
16. To consider and approve the resolution on the grant of the general mandate to the Board to repurchase H Shares.

By order of the Board
BaTeLab Co., Ltd.
Mr. Li Zhen
Chairman

Suzhou, the PRC, 6 June 2025

As at the date of this notice, the Board comprises Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi as executive Directors; Mr. Kong Jianhua as non-executive Director; and Mr. Zhao Heming, Mr. Wen Chengge, Mr. Ma Ming and Ms. Kang Yuanshu as independent non-executive Directors.

Notes:

- (a) Details of the resolutions are set out in the Company's circular dated 6 June 2025. Unless otherwise stated, capitalized terms used in this notice shall have the same meanings as those used in the circular.
- (b) Individual Shareholders attending the AGM in person shall present their personal identity cards or other valid documents or certificates for identification and stock account card; proxies attending the AGM shall present their valid personal identity cards and the authorization letters from the Shareholders. Legal person Shareholders shall be represented by their legal representatives or proxies entrusted by their legal representatives to attend the AGM. Legal representatives attending the AGM shall present their personal identity cards and valid documents that can prove their identities as the legal representatives; proxies authorized to attend the AGM shall present their personal identity cards and the written authorization letters legally issued by the legal representatives of legal person Shareholders.
- (c) Any Shareholder entitled to attend and vote at the AGM may appoint one or more persons (if the Shareholder holds two or more issued Shares), whether or not such person is a Shareholder of the Company, to act as his/her/its proxy(ies) to attend and vote on behalf of him/her/it at the AGM.

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. In case of corporate Shareholders, the instrument must be executed either under its common seal or under the hand of its Director(s) or its attorney duly authorized in writing.

If the instrument appointing the proxy is signed by an attorney of the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarially certified and shall be delivered together with the form of proxy. The form of proxy, together with a notarially certified copy of the power of attorney or other authorization document, must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shareholders), or the Company's Board Office at Building 1, No. 150 Jici Road, Science and Technology Town, Gaoxin District, Suzhou, Jiangsu Province, the PRC (in respect of Unlisted Domestic Shareholders) not later than 24 hours before the time designated for holding the AGM or any adjournment thereof (as the case may be), i.e. by 10:30 a.m. on Thursday, 26 June 2025 to be valid.

In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares in person or by a proxy as the only holder entitled to vote. However, if one or more registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the joint holders (in person or by proxy) will be accepted as the only vote of the joint holders.

NOTICE OF 2024 AGM

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish at that time. In this case, the power of attorney will be deemed to have been revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by Shareholders at the general meetings must be taken by poll. Therefore, the resolutions proposed at the AGM shall be voted by way of poll. The results of such poll will be published on the Company's website at www.batelab.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk after the AGM.

- (d) For the purpose of determining the entitlement of Shareholders to attend and vote at the AGM, the registration of Share transfers will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both days inclusive), during which no Share transfers will be made. To be eligible to attend and vote at the AGM, all the completed transfer documents together with the relevant Share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shareholders) or the Company's Board Office at Building 1, No. 150 Jici Road, Science and Technology Town, Gaoxin District, Suzhou, Jiangsu Province, the PRC (in respect of Unlisted Domestic Shareholders) not later than 4:30 p.m. on Monday, 23 June 2025 for registration. Shareholders whose names appear on the Company's register of members on Friday, 27 June 2025 are entitled to attend and vote at the AGM.
- (e) Shareholders attending the AGM shall be responsible for their own traveling and accommodation expenses.

Shareholders may contact the Company's Board Office at +86 0512 6808 8056 for any queries regarding the AGM.