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深圳市海王英特龍生物技術股份有限公司  
**SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 8329)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors of Shenzhen Neptunus Interlong Bio-technique Company Limited\* (the “**Company**”) proposes to amend the Articles of Association of the Company in order to (i) change the registered address of the Company in the PRC and (ii) to align with the core shareholder protection standards set out in Appendix 3 of the GEM Listing Rules (collectively, the “**Proposed Amendments**”).

The Proposed Amendments are subject to the approval of the shareholders by way of passing a special resolution at the EGM of the Company to be held on 31 January 2023 (the “**EGM**”). A circular containing, among other things, particulars relating to the Proposed Amendments with a notice convening the EGM will be despatched to the shareholders in due course. For details of the Proposed Amendments, please refer to the Appendix to this announcement.

By order of the Board  
**Shenzhen Neptunus Interlong Bio-technique Company Limited\***  
**Zhang Feng**  
*Chairman*

Shenzhen, the PRC, 10 January 2023

*As at the date of this announcement, the executive Directors are Mr. Zhang Feng and Mr. Huang Jian Bo; the non-executive Directors are Mr. Zhang Yi Fei, Ms. Yu Lin, Mr. Shen Da Kai and Mr. Jin Rui; and the independent non-executive Directors are Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung and Mr. Zhang Jian Zhou.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and on the Company’s website at [www.interlong.com](http://www.interlong.com).*

*\* For identification purpose only*

## APPENDIX

Terms used in this Appendix shall have the same meanings as defined in the Articles of Association published on 25 January 2021 unless the context requires otherwise.

The Proposed Amendments are as follows:

Original Provisions	Proposed Amendments
<p><b>Article 3</b> Registered name of the Company: 深圳市海王英特龍生物技術股份有限公司</p> <p>English name of the Company: Shenzhen Neptunus Interlong Bio-technique Company Limited</p> <p>Suite 2103, 21st Floor, Neptunus Yinhe Technology Mansion, 1 Keji Middle 3rd Road, Yuehai Sub-district, Nanshan District, Shenzhen, Guangdong Province, the PRC, Postal Code: 518057, Tel: 86-755-26411869, Fax: 86-755-86391610.</p>	<p><b>Article 3</b> Registered name of the Company: 深圳市海王英特龍生物技術股份有限公司</p> <p>English name of the Company: Shenzhen Neptunus Interlong Bio-technique Company Limited</p> <p><b><u>Suite 1702, 17th Floor, Suite 2103, 21st Floor,</u></b> Neptunus Yinhe Technology Mansion, 1 Keji Middle 3rd Road, Yuehai Sub-district, Nanshan District, Shenzhen, Guangdong Province, the PRC, Postal Code: 518057, Tel: 86-755-26411869, Fax: 86-755-86391610.</p>
<p><b>Article 46</b> Provided that laws, administrative regulations, departmental rules, normative documents and relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed have provisions in relation to the period of suspension of register of shares before the general meeting of shareholders or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>	<p><b>Article 46</b> Provided that laws, administrative regulations, departmental rules, normative documents and relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed have provisions in relation to the period of suspension of register of shares before the general meeting of shareholders or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail. <b><u>The register of members of the Company may be closed in accordance with the equivalent provisions of section 632 of the Companies Ordinance (Chapter 622 of the Hong Kong Laws).</u></b></p>
<p><b>Article 52</b> The Company's shareholders are persons that lawfully hold shares of the Company and whose names (titles) are entered in the register of shareholders.</p> <p>Shareholder shall enjoy rights and have obligations according to the category and number of shares held by them. Holders of shares of the same category shall enjoy equal rights and have equal obligations.</p>	<p><b>Article 52</b> The Company's shareholders are persons that lawfully hold shares of the Company and whose names (titles) are entered in the register of shareholders.</p> <p>Shareholder shall enjoy rights and have obligations according to the category and number of shares held by them. Holders of shares of the same category shall enjoy equal rights and have equal obligations.</p>

<p>If there are joint shareholders, and one of the joint shareholders dies, only other persons still alive among the joint shareholders shall be considered by the Company as the persons owning relevant shares. Nevertheless, the Board of Directors shall, for the purpose of revising the register of shareholders, have the right to require the certificate of death considered by the Company as appropriate. As to the joint shareholders of any share, only one of the joint shareholders whose name stands first in the register of shareholders shall have the right to receive the share certificate of relevant shares, receive notices from the Company, attend the general meeting of shareholders or exercise the voting right of relevant shares; any notice sent to such person shall be considered as delivered to all joint shareholders of relevant shares.</p>	<p>If there are joint shareholders, and one of the joint shareholders dies, only other persons still alive among the joint shareholders shall be considered by the Company as the persons owning relevant shares. Nevertheless, the Board of Directors shall, for the purpose of revising the register of shareholders, have the right to require the certificate of death considered by the Company as appropriate. As to the joint shareholders of any share, only one of the joint shareholders whose name stands first in the register of shareholders shall have the right to receive the share certificate of relevant shares, receive notices from the Company, attend the general meeting of shareholders, <b><u>speak at the general meeting of shareholders</u></b> or exercise the voting right of relevant shares; any notice sent to such person shall be considered as delivered to all joint shareholders of relevant shares.</p>
<p><b>Article 53</b> Holders of Ordinary Shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> <li>(1) receive dividends and other profit distributions on the basis of the number of shares held by them;</li> <li>(2) participate or to appoint proxies to participate in general meetings shareholders and exercise voting rights;</li> <li>(3) supervise and control the Company’s business activities, and raise suggestions or inquiries;</li> <li>(4) transfer shares in accordance with laws, administrative regulations and the Articles of Association of Company;</li> <li>(5) obtain relevant information in accordance with the Articles of Association of the Company, which shall include: <ol style="list-style-type: none"> <li>(a) obtaining the Articles of Association of the Company after payment of a charge to cover costs;</li> </ol> </li> </ol>	<p><b>Article 53</b> Holders of Ordinary Shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> <li>(1) receive dividends and other profit distributions on the basis of the number of shares held by them;</li> <li>(2) participate or to appoint proxies to participate in general meetings <b><u>of shareholders, speak at the general meeting of shareholders</u></b> and exercise voting rights;</li> <li>(3) supervise and control the Company’s business activities, and raise suggestions or inquiries;</li> <li>(4) transfer shares in accordance with laws, administrative regulations and the Articles of Association of Company;</li> <li>(5) obtain relevant information in accordance with the Articles of Association of the Company, which shall include: <ol style="list-style-type: none"> <li>(a) obtaining the Articles of Association of the Company after payment of a charge to cover costs;</li> </ol> </li> </ol>

<p>(b) being entitled to browse and make a copy, after payment of reasonable charges, of:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) personal information on the Directors, supervisors, Manager and Other Senior Executives of the Company, including:</p> <p>(A) current and previous names and aliases;</p> <p>(B) main address (residence);</p> <p>(C) nationality;</p> <p>(D) full-time and all other part-time occupations and duties; and</p> <p>(E) identification documents and their numbers.</p> <p>(iii) the status of the Company's share capital;</p> <p>(iv) reports of the aggregate par value, number of shares, and highest and lowest prices of each category of shares repurchased by the Company since the last fiscal year as well as all the expenses paid by the Company therefor; and</p> <p>(v) the minutes of shareholders' general meetings;</p>	<p>(b) being entitled to browse and make a copy, after payment of reasonable charges, of:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) personal information on the Directors, supervisors, Manager and Other Senior Executives of the Company, including:</p> <p>(A) current and previous names and aliases;</p> <p>(B) main address (residence);</p> <p>(C) nationality;</p> <p>(D) full-time and all other part-time occupations and duties; and</p> <p>(E) identification documents and their numbers.</p> <p>(iii) the status of the Company's share capital;</p> <p>(iv) reports of the aggregate par value, number of shares, and highest and lowest prices of each category of shares repurchased by the Company since the last fiscal year as well as all the expenses paid by the Company therefor; and</p> <p>(v) the minutes of shareholders' general meetings;</p>
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<p>(6) enjoy the right to know and participate in material issues of the Company stipulated by laws, administrative regulations and the Articles of Association;</p> <p>(7) shareholders shall have the right to protect their legitimate rights and interests through civil procedure or other legal means according to the law and administrative regulations. In the event the resolutions of the general meeting of shareholders and the Board of Directors are in breach of laws and administrative regulations or infringe on legitimate rights and interests of the shareholders, the shareholders shall have the right to initiate litigation to stop such breach or infringement. The Directors, supervisors and Manager of the Company shall bear the liability of compensation in cases where they violate laws, administrative regulations or the Articles of Association and cause damages to the Company during the performance of their duties. Shareholders shall have the right to request the company to sue for such compensation in accordance with law;</p> <p>(8) participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated; and</p> <p>(9) other rights conferred by laws, administrative regulations and the Articles of Association of the Company.</p> <p>No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the company.</p>	<p>(6) enjoy the right to know and participate in material issues of the Company stipulated by laws, administrative regulations and the Articles of Association;</p> <p>(7) shareholders shall have the right to protect their legitimate rights and interests through civil procedure or other legal means according to the law and administrative regulations. In the event the resolutions of the general meeting of shareholders and the Board of Directors are in breach of laws and administrative regulations or infringe on legitimate rights and interests of the shareholders, the shareholders shall have the right to initiate litigation to stop such breach or infringement. The Directors, supervisors and Manager of the Company shall bear the liability of compensation in cases where they violate laws, administrative regulations or the Articles of Association and cause damages to the Company during the performance of their duties. Shareholders shall have the right to request the company to sue for such compensation in accordance with law;</p> <p>(8) participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated; and</p> <p>(9) other rights conferred by laws, administrative regulations and the Articles of Association of the Company.</p> <p>No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the company.</p>
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**Article 69** General meetings of shareholders shall include annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once a year and shall be held within six months following the preceding fiscal year.

The Board of Directors shall convene an extraordinary general meeting within two months of the occurrence of any of the following circumstances:

- (1) the number of Directors is less than the number provided for in the Company Law or less than two-thirds prescribed in the Articles of Association of the Company;
- (2) the losses of the Company that have not been made up reach one-third of the total share capital of the Company;
- (3) at the written request of the shareholders separately or aggregately holding 10% or more of the Company's shares; or
- (4) the Board of Directors considers that there is a need;
- (5) the board of supervisors proposes a meeting; or
- (6) more than half of the independent Directors propose a meeting.

**Article 69** General meetings of shareholders shall include annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once every fiscal ~~a~~-year and shall be held within six months following the preceding fiscal year.

The Board of Directors shall convene an extraordinary general meeting within two months of the occurrence of any of the following circumstances:

- (1) the number of Directors is less than the number provided for in the Company Law or less than two-thirds prescribed in the Articles of Association of the Company;
- (2) the losses of the Company that have not been made up reach one-third of the total share capital of the Company;
- (3) at the written request of the shareholders separately or aggregately holding 10% or more of the Company's shares; or
- (4) the Board of Directors considers that there is a need;
- (5) the board of supervisors proposes a meeting; or
- (6) more than half of the independent Directors propose a meeting.

<p><b>Article 71</b> Shareholder(s) individually or jointly holding more than 3% of the Company’s shares may submit a written provisional motion to the Board 10 days before the convening of the general meeting of shareholders by the Company. The Board shall notify other shareholders within two days after the receipt of the motion and submit the provisional proposal to the general meeting of shareholders for consideration. The contents of the provisional motion shall fall within the functions and powers of general meeting of shareholders with clear discussion topic and specific matters to be resolved.</p> <p>No resolution shall be passed at a general meeting of shareholders on any matter which is not set out in the notice referred to in Articles 70 and Articles 71 herein.</p>	<p><b>Article 71</b> Shareholder(s) individually or jointly holding more than 3% of the Company’s shares may submit a written provisional motion <b><u>to be added to the meeting agenda</u></b> to the Board 10 days before the convening of the general meeting of shareholders by the Company. The Board shall notify other shareholders within two days after the receipt of the motion and submit the provisional proposal to the general meeting of shareholders for consideration. The contents of the provisional motion shall fall within the functions and powers of general meeting of shareholders with clear discussion topic and specific matters to be resolved.</p> <p>No resolution shall be passed at a general meeting of shareholders on any matter which is not set out in the notice referred to in Articles 70 and Articles 71 herein.</p>
<p><b>Article 74</b> Shareholder who has proposed a motion disagrees with the decision of the Board of Directors that not to include his motion in the agenda of the general meeting of shareholders, he can propose an extraordinary general meeting in accordance with the procedure specified in the Articles of Association.</p>	<p><b>Article 74</b> Shareholder who has proposed a motion <b><u>pursuant to Article 71 of the Articles of Association</u></b> disagrees with the decision of the Board of Directors that not to include his motion in the agenda of the general meeting of shareholders, he can propose an extraordinary general meeting in accordance with the procedure specified in the Articles of Association.</p>



**Article 79** Any shareholder entitled to attend and vote at a general meeting of shareholders shall have the right to appoint one or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to the authorization from that shareholder:

- (1) the shareholder's right to speak at the general meeting of shareholders;
- (2) the right to exercise the voting power by way of poll independently or together with others;
- (3) the right to exercise the voting power by way of show of hands or poll. Nevertheless, when more than one proxy is appointed, such shareholder's proxies can only exercise the voting power by way of poll.

Any shareholder who is a settlement institution or its proxy defined under the Securities and Futures Ordinance (Chapter 571 of the Hong Kong Laws) can authorize one or more persons deemed to be appropriate to act as his representative at any general meeting of shareholders or any meeting of class shareholders. However, when more than one person is authorized, the instrument appointing a proxy shall specify the number and class of shares represented by each of such persons. The persons with such authorization can exercise the rights on behalf of the settlement institution (or its proxy), as if they were a personal shareholder of the Company.

**Article 79** Any shareholder entitled to attend and vote at a general meeting of shareholders shall have the right to appoint one or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to the authorization from that shareholder:

- (1) the shareholder's right to speak at the general meeting of shareholders;
- (2) the right to exercise the voting power by way of poll independently or together with others;
- (3) the right to exercise the voting power by way of show of hands or poll. Nevertheless, when more than one proxy is appointed, such shareholder's proxies can only exercise the voting power by way of poll.

Any shareholder who is a settlement institution or its proxy defined under the Securities and Futures Ordinance (Chapter 571 of the Hong Kong Laws) can authorize one or more persons deemed to be appropriate **or corporate representative** to act as his representative at any general meeting of shareholders or any meeting of class shareholders **or any meeting of creditors, and these proxies or representatives shall have the same statutory rights as other shareholders, including the right to speak and to vote.** However, when more than one person is authorized, the instrument appointing a proxy shall specify the number and class of shares represented by each of such persons. The persons with such authorization can exercise the rights on behalf of the settlement institution (or its proxy), as if they were a personal shareholder of the Company, **including the right to speak and to vote.**

<p><b>Article 81</b> Personal shareholder who attends the meeting in person shall present his identity certificate and shareholding certificate, and the proxy entrusted by the shareholder shall present his identity certificate, the instrument of proxy and shareholding certificate.</p> <p>Where the shareholder is a legal person, its legal representative or the proxy entrusted by its legal representative shall be entitled to attend the meetings. When the legal representative attends the meeting, he shall provide his identity certificate, effective evidence of his qualification as the legal representative and the shareholding certificate; and when the legal representative entrusts a proxy to attend the meeting, the proxy shall show his identity certificate, the instrument of proxy issued by the legal representative of that legal person according to law and the shareholding certificate.</p>	<p><b>Article 81</b> Personal shareholder who attends the meeting in person shall present his identity certificate and shareholding certificate, and the proxy entrusted by the shareholder shall present his identity certificate, the instrument of proxy and shareholding certificate.</p> <p>Where the shareholder is a legal person, its legal representative or the proxy entrusted by its legal representative shall be entitled to attend the meetings <b><u>and, where a corporation is so represented, it shall be treated as being present at any meeting in person.</u></b> When the legal representative attends the meeting, he shall provide his identity certificate, effective evidence of his qualification as the legal representative and the shareholding certificate; and when the legal representative entrusts a proxy to attend the meeting, the proxy shall show his identity certificate, the instrument of proxy issued by the legal representative of that legal person according to law and the shareholding certificate.</p>
<p><b>Article 95</b> The following matters shall be resolved by way of a special resolution of the general meeting of shareholders;</p> <ol style="list-style-type: none"> <li>(1) increase or reduction of the Company’s share capital and issuance of any class of shares, warrants or other similar securities;</li> <li>(2) issuance of Company’s bonds;</li> <li>(3) division, merger, dissolution and liquidation of the Company;</li> <li>(4) amendment to the Articles of Association of the Company; and</li> <li>(5) other matters that, as resolved by way of an ordinary resolution of the general meeting of shareholders, may have a significant impact on the Company and required to be resolved by way of a special resolution.</li> </ol>	<p><b>Article 95</b> The following matters shall be resolved by way of a special resolution of the general meeting of shareholders;</p> <ol style="list-style-type: none"> <li>(1) increase or reduction of the Company’s share capital and issuance of any class of shares, warrants or other similar securities;</li> <li>(2) issuance of Company’s bonds;</li> <li>(3) division, merger, dissolution, <b><u>voluntary winding up</u></b> and liquidation of the Company;</li> <li>(4) amendment to the Articles of Association of the Company; and</li> <li>(5) other matters that, as resolved by way of an ordinary resolution of the general meeting of shareholders, may have a significant impact on the Company and required to be resolved by way of a special resolution.</li> </ol>

**Article 114** The Directors shall be elected by the general meeting of shareholders each for a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.

The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a Director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days. The period for lodgment of aforesaid notices will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

The Chairman of the Board of Directors and the vice-chairman of the Board of Directors shall be elected and removed by more than half of all the Directors. The Chairman of the Board of Directors and the vice-chairman of the Board of Directors shall serve a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.

Subject to compliance with the relevant laws and regulations, the shareholders in general meeting may by ordinary resolution remove any Director (including managing Director and other executive Directors) whose term has not expired (But the right to claim pursuant to any agreements shall be not affected thereby.). However, the general meeting of shareholders shall not recall a Director without due cause prior to the expiration of his tenure.

**Article 114** The Directors shall be elected by the general meeting of shareholders each for a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.

The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a Director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days. The period for lodgment of aforesaid notices will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

The Chairman of the Board of Directors and the vice-chairman of the Board of Directors shall be elected and removed by more than half of all the Directors. The Chairman of the Board of Directors and the vice-chairman of the Board of Directors shall serve a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.

Subject to compliance with the relevant laws and regulations, the shareholders in general meeting may by ordinary resolution remove any Director (including managing Director and other executive Directors) whose term has not expired (But the right to claim for **damages** pursuant to any agreements shall be not affected thereby.). However, the general meeting of shareholders shall not recall a Director without due cause prior to the expiration of his tenure.

If no re-election is conducted in a timely manner upon the expiration of the terms of Director(s), or the members of the Board of Directors are lower than the quorum due to the resignation of Director(s) whose terms have not expired, the original Director(s) shall still perform their duties as the Directors in accordance with the laws, administrative regulations and the Articles of Association of the Company, before the new Director(s) hold office.

When there is a vacancy on the Board of Directors, the general meeting of shareholders shall elect a new Director. The term of the new Director shall be the remaining term of the Director who is out-of-office, and the new Director shall be eligible for re-election upon the expiration of his term.

When there is a vacancy on the Board of Directors before the general meeting of shareholders convened, the Board of Directors shall appoint one new Director to fill the vacancy. Any Director appointed by the Board of Directors to fill a casual vacancy or as an addition to the existing Board of Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election. Any Director appointed by the Board of Directors to fill a casual vacancy shall hold office until the first general meeting of the shareholders after his appointment and be subject to re-election at such meeting.

Directors need not to hold any shares of the Company.

If no re-election is conducted in a timely manner upon the expiration of the terms of Director(s), or the members of the Board of Directors are lower than the quorum due to the resignation of Director(s) whose terms have not expired, the original Director(s) shall still perform their duties as the Directors in accordance with the laws, administrative regulations and the Articles of Association of the Company, before the new Director(s) hold office.

When there is a vacancy on the Board of Directors, the general meeting of shareholders shall elect a new Director. The term of the new Director shall be the remaining term of the Director who is out-of-office, and the new Director shall be eligible for re-election upon the expiration of his term.

When there is a vacancy on the Board of Directors before the general meeting of shareholders convened, the Board of Directors shall appoint one new Director to fill the vacancy. **Provided that it does not contravene the relevant laws, regulations and regulatory rules at the location where the Company's shares are listed, any** Any Director appointed by the Board of Directors to fill a casual vacancy or as an addition to the existing Board of Directors shall hold office only until ~~the next following annual general meeting~~ **the first annual general meeting after his appointment** and shall then be eligible for re-election. Any Director appointed by the Board of Directors to fill a casual vacancy shall hold office until the first general meeting of the shareholders after his appointment and be subject to re-election at such meeting.

Directors need not to hold any shares of the Company.

<p><b>Article 209</b> The remuneration, or method of remuneration of an accounting firm shall be decided upon by the general meeting of shareholders, and the remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</p>	<p><b>Article 209</b> The remuneration, or method of remuneration of an accounting firm shall be decided upon by the general meeting of shareholders, <del>and the remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</del></p>
<p><b>Article 210</b> The appointment, removal or non-reappointment of an auditor shall be decided upon by the general meeting of shareholders and be filed with the State Council authorities in charge of securities.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, to reappoint as auditor are tiring auditor who was appointed by the Board of Directors to fill a casual vacancy, or to remove an auditor before the expiration of his term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the auditor proposing to leave from his post or the auditor who has left from his post. Leaving from his post includes dismissal, resignation and retirement;</p>	<p><b>Article 210</b> The appointment, removal or non-reappointment of an auditor shall be decided upon by the general meeting of shareholders and be filed with the State Council authorities in charge of securities. <b><u>The Board of Directors shall not appoint an accounting firm before the decision by the general meeting of shareholders.</u></b></p> <p>Where a resolution at a general meeting of shareholders is passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, to reappoint as auditor are tiring auditor who was appointed by the Board of Directors to fill a casual vacancy, or to remove an auditor before the expiration of his term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the auditor proposing to leave from his post or the auditor who has left from his post. Leaving from his post includes dismissal, resignation and retirement;</p>

<p>(2) If the auditor leaving his post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):</p> <ul style="list-style-type: none"> <li>(a) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</li> <li>(b) send a copy of the representations as an appendix to the notice of general meetings to every shareholder entitled to notice of general meetings.</li> </ul> <p>(3) If the auditor's representations are not sent under paragraph (2) above the auditor may (in addition to his right to be heard) require that the representations be read out at the meeting and may make further submissions.</p> <p>(4) An auditor who is leaving his post shall be entitled to attend:</p> <ul style="list-style-type: none"> <li>(a) the general meeting at which his term of office would otherwise have expired;</li> <li>(b) any general meeting at which it is proposed to fill the vacancy caused by his dismissal; and</li> <li>(c) any general meeting convened as a result of his resignation;</li> </ul> <p>An auditor who is leaving his post shall also be entitled and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former auditor of the Company.</p>	<p>(2) If the auditor leaving his post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):</p> <ul style="list-style-type: none"> <li>(a) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</li> <li>(b) send a copy of the representations as an appendix to the notice of general meetings to every shareholder entitled to notice of general meetings.</li> </ul> <p>(3) If the auditor's representations are not sent under paragraph (2) above the auditor may (in addition to his right to be heard) require that the representations be read out at the meeting and may make further submissions.</p> <p>(4) An auditor who is leaving his post shall be entitled to attend:</p> <ul style="list-style-type: none"> <li>(a) the general meeting at which his term of office would otherwise have expired;</li> <li>(b) any general meeting at which it is proposed to fill the vacancy caused by his dismissal; and</li> <li>(c) any general meeting convened as a result of his resignation;</li> </ul> <p>An auditor who is leaving his post shall also be entitled and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former auditor of the Company.</p>
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**Article 244** The following words and terms shall have the following meaning under the Articles of Association unless otherwise specified in the context:

“Articles of Association” or “Articles of Association of the Company” the articles of association of the Company;

“Board of Directors” the board of directors of the Company;

“Chairman of the Board of Directors” or “Company Chairman” the chairman of the board of directors of the Company;

“Director(s)” the Director(s) of the Company;

“Ordinary Share(s)” any Domestic Share(s) or Overseas -Listed Foreign Share(s) listed in Hong Kong;

“Company Domicile” or “Legal Address of the Company” Suite 2103, 21st Floor, Neptunus Yinhe Technology Mansion, 1 Keji Middle 3rd Road, Yuehai Sub-district, Nanshan District, Shenzhen, Guangdong Province, the PRC;

“RMB” Renminbi, the lawful currency of the PRC;

“Board Secretary” the Company’s secretary appointed by the Board of Directors;

“PRC” or “State” the people’s republic of China.

The term “accounting firm” used in the Articles of Association shall have the same meaning as “auditor”.

**Article 244** The following words and terms shall have the following meaning under the Articles of Association unless otherwise specified in the context:

“Articles of Association” or “Articles of Association of the Company” the articles of association of the Company;

“Board of Directors” the board of directors of the Company;

“Chairman of the Board of Directors” or “Company Chairman” the chairman of the board of directors of the Company;

“Director(s)” the Director(s) of the Company;

“Ordinary Share(s)” any Domestic Share(s) or Overseas -Listed Foreign Share(s) listed in Hong Kong;

“Company Domicile” or “Legal Address of the Company” **Suite 1702, 17th Floor, Suite 2103, 21st Floor,** Neptunus Yinhe Technology Mansion, 1 Keji Middle 3rd Road, Yuehai Sub-district, Nanshan District, Shenzhen, Guangdong Province, the PRC;

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