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Beijing Airdoc Technology Co., Ltd.

北京鷹瞳科技發展股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 2251)

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Beijing Airdoc Technology Co., Ltd. (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

During its meeting held on October 10, 2022, the board (the "**Board**") of directors (the "**Directors**") of the Company has resolved to approve the proposal of making housekeeping amendments to the articles of association of the Company ("Articles of Association"), the details of which are set out below:

No.	Article before amendments	Article after amendments
1.	Article 1	Article 1
	Article 1 These Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereafter referred to as the "Special Regulations"), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (hereafter referred to as the "Mandatory Provisions"), the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (CSRC Overseas Letter [1995] No. 1), the Opinions on Further Promoting the Regular Operation of Companies Listed Abroad and Deepening the Reform, the Reply of the State Council on Adjusting the Provisions Applicable to the Notice Period and Other Matters of the General Meeting of Shareholders by Overseas Listed Companies (State Council Letter [2019] No. 97) and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as the "Hong Kong Listing Rules") as well as other relevant laws, administrative regulations and normative documents, and referred	Article 1 These Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereafter referred to as the "Special Regulations"), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (hereafter referred to as the "Mandatory Provisions"), the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (CSRC Overseas Letter [1995] No. 1), the Opinions on Further Promoting the Regular Operation of Companies Listed Abroad and Deepening the Reform, the Reply of the State Council on Adjusting the Provisions Applicable to the Notice Period and Other Matters of the General Meeting of Shareholders by Overseas Listed Companies (State Council Letter [2019] No. 97) and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as the "Hong Kong Listing Rules") as well as other relevant laws, administrative regulations and normative documents, and referred
	Ĵ.	relevant laws, administrative regulations and normative documents, and referred to the Guideline on the Articles of Association of Listed Companies
	(Revised in 2019) for the purposes of safeguarding the legitimate rights and interests of Beijing Airdoc Technology Co., Ltd. (hereafter referred to as the	(Revised in 201922) for the purposes of safeguarding the legitimate rights and interests of Beijing Airdoc Technology Co., Ltd. (hereafter referred to as the
	" <b>Company</b> "), its shareholders and creditors and regulating the organization and conducts of the Company.	" <b>Company</b> "), its shareholders and creditors and regulating the organization and conducts of the Company.

No.	Article before amendments	Article after amendments
2.	Article 39	Article 39
	If the directors, supervisors, senior management of the Company or the shareholders holding shares of the Company up to 5% or more sell their shares within six months upon buying or buy back the shares within six months upon such selling, the resulting revenue shall be transferred to the Company and the board of directors of the Company shall take back such revenue. However, the six month sales restriction on selling shares shall not apply to the securities firms buying and holding the remaining shares up to 5% or more upon underwriting.	If the directors, supervisors, senior management of the Company or the shareholders holding shares of the Company up to 5% or more sell their shares <u>or other securities with equity</u> <u>nature</u> within six months upon buying or buy back the shares within six months upon such selling, the resulting revenue shall be transferred to the Company and the board of directors of the Company shall take back such revenue. However, the six month sales restriction on selling shares shall not apply to the securities firms buying and holding the remaining shares up to 5% or more upon underwriting. <u>The shares or other equity securities</u>
	If the board of directors does not implement in accordance with the aforesaid provisions, the shareholders shall have the right to demand the board of directors to perform the same within thirty days. If the board of directors fails to perform within the above period, the shareholders shall have the right to file a lawsuit to the People's Court in their own names for the benefits of the Company.	<ul> <li>held by a director, a supervisor, an officer, or a natural person shareholder as mentioned in the preceding paragraph shall include the shares or other equity securities held by his or her spouse, parents, and children through his, her or any other person's account.</li> <li>If the board of directors does not implement in accordance with the aforesaid provisions the first paragraph of this article, the shareholders shall have the right to demand the board of</li> </ul>
	If the board of directors of the Company does not perform in accordance with the first paragraph of this article, the responsible directors shall be held jointly liable according to the law.	directors to perform the same within thirty days. If the board of directors fails to perform within the above period, the shareholders shall have the right to file a lawsuit to the People's Court in their own names for the benefits of the Company.
		If the board of directors of the Company does not perform in accordance with the first paragraph of this article, the responsible directors shall be held jointly liable according to the law.

No.	Arti	Article before amendments		cle after amendments
3.	Arti	cle 57	Arti	cle 57
		Shareholders holding ordinary es shall enjoy the following rights:		Shareholders holding ordinary es shall enjoy the following rights:
	(I)	to be entitled to dividends and other forms of distributions in proportion to the number of Shares;	(I)	to be entitled to dividends and other forms of distributions in proportion to the number of Shares;
	(II)	to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with laws;	(II)	to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with laws;
	(III)	to supervise the operation activities of the Company, and to make suggestions and enquiries accordingly;	(III)	to supervise the operation activities of the Company, and to make suggestions and enquiries accordingly;
	(IV)	to transfer, bestow or pledge the Shares held by them in accordance with the laws, administrative regulations and the Articles of Association;	(IV)	to transfer, bestow or pledge the Shares held by them in accordance with the laws, administrative regulations and the Articles of Association;
	(V)	to obtain relevant information in accordance with the Articles of Association, including:	(V)	to obtain relevant information in accordance with the Articles of Association, including:
	1.	to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;	1.	to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;
	2.	to inspect and copy, subject to payment of a reasonable charge:	2.	to inspect and copy, subject to payment of a reasonable charge:

No.	Arti	icle before amendments	Arti	icle after amendments
	(1)	all parts of the register of members (the list of all shareholders at the close of trading on the record date of the Company's latest periodic report);	(1)	all parts of the register of members (the list of all shareholders at the close of trading on the record date of the Company's latest periodic report);
	(2)	personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including:	(2)	personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including:
	(a)	current and previous names and aliases;	(a)	current and previous names and aliases;
	(b)	main address (domicile);	(b)	main address (domicile);
	(c)	nationality;	(c)	nationality;
	(d)	full-time and all other part-time occupations and duties;	(d)	full-time and all other part-time occupations and duties;
	(e)	identification documents and their numbers;	(e)	identification documents and their numbers;
	(3)	the status of the Company's share capital;	(3)	the status of the Company's share capital;
	(4)	the latest audited financial statements of the Company, and the reports of the Board, auditors and supervisors;	(4)	the latest audited financial statements of the Company, and the reports of the Board, auditors and supervisors;
	(5)	reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last accounting year and all the expenses paid by the Company therefor;	(5)	reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last accounting year and all the expenses paid by the Company therefor;

No.	Article before a	amendments	Article after amendments
	<ul> <li>(6) copy of the report when the competition industry are competent</li> <li>(7) minutes (only available inspection Company')</li> </ul>	ne latest annual review ich has been filed with etent administration for and commerce or other authorities; of general meetings ilable for shareholders' n) and copies of the s resolutions of general	<ul> <li>(6) copy of the latest annual review report which has been filed with the competent administration for industry and commerce administrations for market regulation or other competent authorities;</li> <li>(7) minutes of general meetings (only available for shareholders'</li> </ul>
	meeting o as well as	, Board meetings and f Board of Supervisors, special resolutions;	, Company's resolutions of general meetings, Board meetings and meeting of Board of Supervisors,
		ls of corporate bonds.	as well as special resolutions;
	documents in c (other than c applicable do Kong address a Kong Listing F inspection of th of overseas-liste minutes of the inspection of sh The Compan inspecting or c involves commo	y shall deposit the elauses (1) to (7) above lause (2)) and other cuments at its Hong is required by the Hong Rules available for free e public and the holders ed shares (except for the general meeting for the areholders only).	The Company shall deposit the documents in clauses (1) to (7) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the Hong Kong Listing Rules available for free inspection of the public and the holders of overseas-listed shares (except for the minutes of the general meeting for the inspection of shareholders only).
	or liquida the right distribution of the Con	ent of the termination ation of the Company, to participate in the n of the remaining assets mpany according to the shares held;	(VI) in the event of the termination or liquidation of the Company,

No.	Article before amen	idments	Arti	cle after amendments
	adopted at the on the merger Company, the r	to shareholders nst any resolution e general meeting or demerger of the right to demand the acquire the shares	(VII)	with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;
		ghts required by rative regulations, ules or the Articles	(VIII)	any other rights required by laws, administrative regulations, departmental rules or the Articles of Association.
4.	Article 67		Arti	cle 67
	The general meeting is the organ of authority of the Company, which exercises its following functions and powers in accordance with the law:		The general meeting is the organ of authority of the Company, which exercises its following functions and powers in accordance with the law:	
	_	the Company's ies and investment	(I)	determining the Company's business policies and investment plans;
	and supervisors employee rep determining m	eplacing directors not appointed from resentatives, and natters concerning s to directors and	(II)	electing and replacing directors and supervisors not appointed from employee representatives, and determining matters concerning remunerations to directors and supervisors;
	(III) examining and of the Board of		(III)	examining and approving reports of the Board of Directors;
	(IV) examining and of the Board of		(IV)	examining and approving reports of the Board of Supervisors;
	Company's a	nd approving the annual financial final account	(V)	examining and approving the Company's annual financial budget and final account proposals;

No.	Arti	cle before amendments	Arti	cle after amendments
	(VI)	examining and approving the Company's profit distribution plans and losses making up plans;	(VI)	examining and approving the Company's profit distribution plans and losses making up plans;
	(VII)	adopting resolutions concerning the increase or decrease of the Company's registered capital;	(VII)	adopting resolutions concerning the increase or decrease of the Company's registered capital;
	(VIII)	passing resolutions relating to the issuance of bonds, any type of securities, warrants and other similar securities by the Company, as well as the listing;	(VIII)	passing resolutions relating to the issuance of bonds, any type of securities, warrants and other similar securities by the Company, as well as the listing;
	(IX)	making resolution on merger, division, dissolution and liquidation or form change of the Company;	(IX)	making resolution on merger, division, dissolution and liquidation or form change of the Company;
	(X)	modifying the Articles of Association;	(X)	modifying the Articles of Association;
	(XI)	considering and approving proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;	(XI)	considering and approving proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;
	(XII)	adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;	(XII)	adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;
	(XIII)	examining and approving external guarantees matters which should be submitted to the general meeting for examination;	(XIII)	examining and approving external guarantees matters which should be submitted to the general meeting for examination;

No.	Article before amendments	Article after amendments
	(XIV) examining purchase or sale of material assets of the Company that exceed 25% of the Company's total audited assets in the lates period within one year;	material assets of the Company that exceed 25% of the Company's
	(XV) reviewing equity incentive scheme;	and employee stock ownership <u>scheme;</u>
	(XVI) examining other matters which shall be decided by the general meeting according to the laws administrative regulations departmental rules, the listing rules of the stock exchange where the Company's shares are listed of the Articles of Association.	(XVI) examining other matters which shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, the listing
	(XVII) examining material transactions and connected transaction which should be submitted to the general meeting for examination in accordance with the relevant laws, administrative regulations regulatory rules of the place where the Company's shares are listed as well as the Articles of Association	(XVII) examining material transactions and connected transaction which should be submitted to the general meeting for examination in accordance with the relevant laws, administrative regulations, regulatory rules of the place where
	(XVIII) examining and approving changes in use of the raised capital.	

No.	Article before amendments	Article after amendments
	If the laws, administrative regulations, departmental rules and regulations or rules of the stock exchange provide otherwise on the matters to be considered and the standard related to the matters to be considered, it shall prevail. Subject to the mandatory provisions of laws and regulations and the relevant laws and regulations of the place of listing, the general meeting may authorize or delegate the board of directors to handle the matters it authorizes or delegates.	If the laws, administrative regulations, departmental rules and regulations or rules of the stock exchange provide otherwise on the matters to be considered and the standard related to the matters to be considered, it shall prevail. Subject to the mandatory provisions of laws and regulations and the relevant laws and regulations of the place of listing, the general meeting may authorize or delegate the board of directors to handle the matters it authorizes or delegates.
5.	Article 71	Article 71
	The location for the Company to convene a general meeting shall be the Company's domicile or other places specified in the notice of the general meeting. The general meeting will set up an assembly room and be held in the form of live meeting, and the location of meeting shall be clear and specific.	The location for the Company to convene a general meeting shall be the Company's domicile or other places specified in the notice of the general meeting. The general meeting will set up an assembly room and be held in the form of live meeting, and the location of meeting shall be clear and specific. <u>A general meeting may be held by fax,</u> <u>telephone call or video conference and resolutions may be made therethrough,</u> <u>provided that the shareholders'</u> <u>opinions are fully expressed, and the</u> <u>general meeting is legal and effective.</u>

No.	Article before amendments	Article after amendments
6.	Article 77	Article 77
	Where the Board of Supervisors or shareholders decide to convene the general meeting on its/their own initiative, it/they shall send out a written notice to the Board of Directors, and shall put on the records of the dispatched office of the China Securities Regulatory Commission and the Stock Exchange at the locality of the Company. Before the resolution of the general meeting is announced, the proportion of shares held by the summoning shareholders shall be no less than 10%.	Where the Board of Supervisors or shareholders decide to convene the general meeting on its/their own initiative, it/they shall send out a written notice to the Board of Directors and shall <u>file with the relevant stock</u> <u>exchange put on the records of</u> the dispatched office of the China <u>Securities Regulatory Commission and</u> the Stock Exchange at the locality of the Company. Before the resolution of the general meeting is announced, the proportion of shares held by the summoning shareholders shall be no less than 10%.
7.	Article 90	Article 90
	In the annual general meeting, the Board and Board of Supervisors shall report their work during the past year to the general meeting. Each independent non-executive director shall also present a work report.	In the annual general meeting, the Board and Board of Supervisors shall report their work during the past year to the general meeting. Each <u>The</u> independent non-executive director <u>s</u> shall <u>may</u> also present a work report- <u>through the</u> <u>representative nominated by them.</u>

No.	Arti	cle before amendments	Arti	cle after amendments
8.	Article 102		Article 102	
	The following matters shall be approved by special resolutions at a general meeting:		The following matters shall be approved by special resolutions at a genera meeting:	
	(I)	increase or reduction of the Company's registered capital or issuance of any class of shares, warrants and other similar securities;	(I)	increase or reduction of the Company's registered capital or issuance of any class of shares, warrants and other similar securities;
	(II)	issuance of corporate bonds or other securities by the Company and listing thereof;	(II)	issuance of corporate bonds or other securities by the Company and listing thereof;
	(III)	the division, merger, dissolution and liquidation of the Company or form change of the Company;	(III)	the division, <u>spin-off</u> , merger, dissolution and liquidation of the Company or form change of the Company;
	(IV)	the amendments to the Articles of Association;	(IV)	the amendments to the Articles of Association;
	(V)	the Company's acquisition or disposal of major assets within one year with the transaction amount exceeding 25% of the latest audited total assets of the Company;	(V)	the Company's acquisition or disposal of major assets within one year with the transaction amount exceeding 25% of the latest audited total assets of the Company;
	(VI)	formulation, modification and implementation of the share incentive plan scheme;	(VI)	formulation, modification and implementation of the share incentive plan scheme;
	(VII)	repurchase of the Company's shares;	(VII)	repurchase of the Company's shares;

No.	Article before amendments	Article after amendments
	(VIII) any other matter specified in the laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association and approved by an ordinary resolution at the general meeting of shareholders resolving such matters that may have material impact on the Company and shall be approved by a special resolution.	by a special resolution.
9.	Article 126	Article 126
	The Board is responsible to the general meeting and exercises the following functions and powers:	The Board is responsible to the general meeting and exercises the following functions and powers:
	(I) to convene a general meeting and report to the meeting on the work of the Board;	
	(II) to implement the resolutions of the general meeting;	(II) to implement the resolutions of the general meeting;
	(III) to decide on the business plan and investment scheme of the Company;	<ul><li>(III) to decide on the business plan and investment scheme of the Company;</li></ul>
	(IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;	(IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;
	<ul><li>(V) to formulate the profit distribution plan and loss recovery plan of the Company;</li></ul>	<ul><li>(V) to formulate the profit distribution plan and loss recovery plan of the Company;</li></ul>
	(VI) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;	

No.	Article before amendments		Article after amendments		
	(VII)	to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;	(VII)	to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;	
	(VIII)	to decide on the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, and external financing of the Company within the authority granted by the general meeting;	(VIII)	to decide on the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, <u>donation</u> , and external financing of the Company within the authority granted by the general meeting;	
	(IX)	to determine the setup of the Company's internal management structure;	(IX)	to determine the setup of the Company's internal management structure;	
		to appoint or dismiss the general manager of the Company; to appoint or dismiss senior officers such as chief financial officer according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments; to formulate the basic management system of the Company; to formulate the amendment to the Articles of Association:	(X)	to appoint or dismiss, <u>or</u> <u>determine the renumeration</u> , <u>reward and punishment of</u> , the general manager, <u>the secretary</u> <u>of the board of directors and</u> <u>other officers</u> of the Company; to appoint or dismiss senior officers such as chief financial officer according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments;	
		Articles of Association;	(XI)	to formulate the basic management system of the Company;	
			(XII)	to formulate the amendment to the Articles of Association;	

No.	Arti	Article before amendments		cle after amendments
	(XIII)	to request the general meeting to engage or replace the accounting firm that provides audit service for the Company;	(XIII)	to request the general meeting to engage or replace the accounting firm that provides audit service for the Company;
	(XIV)	to decide on the investment, acquisition or disposal of assets, financing, connected transactions and other matters required to be decided by the Board pursuant to the Hong Kong Listing Rules;	(XIV)	to decide on the investment, acquisition or disposal of assets, financing, connected transactions and other matters required to be decided by the Board pursuant to the Hong Kong Listing Rules;
	(XV)	to debrief the work report of the general manager of the Company and check the works of the general manager;	(XV)	to debrief the work report of the general manager of the Company and check the works of the general manager;
	(XVI)	to review, supervise, evaluate, manage and approve the material sustainable development matters;	(XVI)	to review, supervise, evaluate, manage and approve the material sustainable development matters;
	(XVII)	to manage the information disclosure of the Company according to laws and regulations, the Hong Kong Listing Rules and the internal rules and regulations of the Company;	(XVII)	to manage the information disclosure of the Company according to laws and regulations, the Hong Kong Listing Rules and the internal rules and regulations of the Company;
	(XVIII)	to decide on other major affairs of the Company, except for the matters that shall be resolved by the general meeting as specified in the Company Law and the Articles of Association;	(XVIII)	to decide on other major affairs of the Company, except for the matters that shall be resolved by the general meeting as specified in the Company Law and the Articles of Association;
	(XIX)	Other functions and powers set out in and granted by the relevant laws, administrative regulations, departmental rules and Articles of Association.	(XIX)	Other functions and powers set out in and granted by the relevant laws, administrative regulations, departmental rules and Articles of Association.

No.	Article before amendments	Article after amendments		
	When the Board makes resolutions on the aforesaid matters, save for the matters set out in paragraphs (VI), (VII) and (XII) which require consent by more than two-thirds of the Directors through voting, the remaining matters may be approved by more than half of the Directors through voting.	When the Board makes resolutions on the aforesaid matters, save for the matters set out in paragraphs (VI), (VII) and (XII) which require consent by more than two-thirds of the Directors through voting, the remaining matters may be approved by more than half of the Directors through voting.		
	The Board shall make explanations to the general meeting on the nonstandard audit opinion issued by the certified public accountants on the Company's financial reports.	The Board shall make explanations to the general meeting on the nonstandard audit opinion issued by the certified public accountants on the Company's financial reports.		

Save for the above amendments to the Articles of Association, other provisions of the Articles of Association remain unchanged. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the Articles of Association, the Chinese version shall prevail. The proposed amendments to the Articles of Association will come into force upon approval at the 2022 first extraordinary general meeting of the Company.

During its meeting held on October 10, 2022, the Board has also resolved to approve the partial conversion of domestic shares of the Company into H shares of the Company and the listing and circulation of such H shares on the Stock Exchange ("**H Share Full Circulation**"). A circular containing further details of the proposed amendments to the Articles of Association and H Share Full Circulation will be despatched to the shareholders of the Company in due course.

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

Hong Kong, October 10, 2022

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