
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Airdoc Technology Co., Ltd., you should at once hand this circular together with the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

**(1) APPLICATION FOR THE H SHARE FULL CIRCULATION;
(2) PROPOSED GRANT OF AUTHORIZATION TO DEAL WITH MATTERS RELATED TO THE APPLICATION FOR THE H SHARE FULL CIRCULATION;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING;
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of Beijing Airdoc Technology Co., Ltd. to be held at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC on Thursday, November 10, 2022 at 11:00 a.m. is set out on pages 52 to 54 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.airdoc.com).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 11:00 a.m. on Wednesday, November 9, 2022) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish. **The Company strongly recommends you monitor the development of the COVID-19 situation and to assess, based on the latest epidemic prevention policies, the necessity for attending the Extraordinary General Meeting in person.** References to dates and time in this circular are to Hong Kong dates and time.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of Shareholders and to prevent the spreading of coronavirus disease (COVID-19) pandemic, the following measures will be implemented at the EGM:

- mandatory body temperature check;
- compliance with the latest epidemic prevention policies of the PRC government and presentation of the corresponding health certificate;
- mandatory wearing of surgical face masks; and
- no refreshments for attendees.

The Company reserves the right to deny entry into or require any person to leave the EGM venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.4 degree Celsius; and/or
- (iii) has any flu-like symptoms.

For the health and safety of Shareholders, the Company would like to encourage the Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person.

October 25, 2022

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to China and the PRC do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	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 PRC with limited liability on September 9, 2015
“Conversion and Listing”	upon obtaining all relevant approvals (including approvals from the CSRC and the Stock Exchange) and having complied with all applicable laws, rules and regulations, such Unlisted Shares shall be converted into H Shares and the Company will apply to the Stock Exchange for the listing of, and permission to deal in, such H Shares on the Main Board
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“EGM”	the 2022 first extraordinary general meeting of the Company to be held at 11:00 a.m. on Thursday, November 10, 2022
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is(are) subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange

DEFINITIONS

“H Share Full Circulation”	the application proposed by the Company for the partial conversion of Unlisted Shares into H Shares and the listing and circulation of such Shares on the Main Board of the Stock Exchange
“H Share Registrar”	Tricor Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	October 19, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of the EGM”	the notice of EGM dated October 25, 2022, a copy of which is set out on pages 52 to 54 of this circular
“PRC Company Law”	the Company Law of the People’s Republic of China
“RMB”	Renminbi Yuan, the lawful currency of China
“Rules of Procedure of the General Meeting”	the rules of procedure of the general meeting of the Company, as amended from time to time
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Share(s)”	domestic share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is(are) subscribed for and paid up in Renminbi by domestic investors and currently not listed on any stock exchange

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. ZHANG Dalei (張大磊)
(Chairman and chief executive officer)
Mr. GAO Fei (高斐)
Dr. CHEN Yuzhong (陳羽中)
Mr. CHEN Hailong (陳海龍)

Non-Executive Directors:

Mr. CHEN Xin (陳欣)
Ms. WANG Mi (王謐)

Independent Non-executive Directors:

Mr. NG Kong Ping Albert (吳港平)
Mr. WU Yangfeng (武陽豐)
Mr. HUANG Yanlin (黃彥林)

*Head Office, Registered Office and
Principal Place of Business in the PRC:*
Room 21, 4th Floor, Building 2, A2 Yard
West Third Ring North Road
Haidian District
Beijing
PRC

*Principal Place of Business
in Hong Kong:*
Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

October 25, 2022

To the Shareholders:

Dear Sir or Madam,

- (1) APPLICATION FOR THE H SHARE FULL CIRCULATION;**
(2) PROPOSED GRANT OF AUTHORIZATION TO DEAL WITH MATTERS RELATED TO THE APPLICATION FOR THE H SHARE FULL CIRCULATION;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING;
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with the Notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

At the EGM, the following resolutions will be proposed to consider, and (if thought fit) approve:

- (1) the application for the H Share Full Circulation;
- (2) the grant of authorization to the Board of Directors and its delegated persons to deal with matters related to the application for the H Share Full Circulation;
- (3) the proposed amendments to the Rules of Procedure of the General Meeting; and
- (4) the proposed amendments to the Articles of Association.

II. DETAILS OF THE RESOLUTIONS

Ordinary Resolutions

(1) Application for the H Share Full Circulation

On October 10, 2022, the Board of Directors resolved to approve the application for the H Share Full Circulation. An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the application for the H Share Full Circulation, the details of which are set out in the Appendix I to this circular.

As of the Latest Practicable Date, the Company has not applied to the CSRC for the H Share Full Circulation and details of the implementation plan of the H Share Full Circulation and the Conversion and Listing have not been finalized. The Company will make further announcement(s) on the progress of the H Share Full Circulation and the Conversion and Listing in accordance with the Inside Information Provision under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and/or the requirements of the Listing Rules.

The H Share Full Circulation and the Conversion and Listing are subject to other relevant procedures as required by the CSRC, the Stock Exchange and other domestic and overseas regulatory authorities. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

LETTER FROM THE BOARD

(2) Proposed grant of Authorization to the Board of Directors and its delegated persons to deal with matters related to the H Share Full Circulation

A ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve on the grant of authorization to the Board of Directors and its delegated persons to deal with matters related to the application for the H Share Full Circulation.

The Shareholders who applied for the H Share Full Circulation have agreed to authorize the Board and/or its delegated persons to apply to the CSRC, the Stock Exchange and other relevant regulatory authorities for the H Share Full Circulation, and be responsible for handling matters relating to the H Share Full Circulation.

It is proposed at the EGM that Board and its delegated persons (unless otherwise authorized by the Board, such delegated persons shall be the chairman of the Board, the secretary to the Board and the management of the Company) be authorized to handle all matters relating to the H Share Full Circulation at their sole discretion. The scope of authorization includes but is not limited to:

- (a) implementing and adjusting the specific plan for the H Share Full Circulation in accordance with the implementation rules, new regulations, guidance opinions, national policies formulated by the competent authorities and the review opinions or requirements of the relevant regulatory authorities on the matters relating to the H Share Full Circulation on the basis of the full circulation plan determined by the Company;
- (b) dealing with the reporting matters in relation to the H Share Full Circulation, including but not limited to preparing, producing, amending, signing, supplementing, submitting, reporting, implementing and announcing the relevant reporting documents and other legal documents in relation to the H Share Full Circulation in accordance with the requirements of the relevant regulatory authorities, and signing, amending, supplementing, submitting, reporting and implementing various legal documents in relation to the H Share Full Circulation on behalf of the Company;
- (c) being responsible for obtaining and handling all the matters in relation to all approvals and permits from the CSRC, the Stock Exchange and/or any other relevant domestic and overseas authorities for the H Share Full Circulation, handling the cross-border transfer registration and overseas centralized custody for the Unlisted Shares, foreign exchange registration and listing on the Main Board of the Stock Exchange in accordance with the relevant laws and regulations and the authorized/approved plan on behalf of the Company; and

LETTER FROM THE BOARD

- (d) taking all necessary actions on behalf of the Company, to the extent permitted by applicable laws and regulations and the Articles of Association, to determine and handle all other matters relating to the application for the H Share Full Circulation.

(3) Proposed Amendments to the Rules of Procedure of the General Meeting

A resolution will be proposed at the EGM for the Shareholders to consider and approve the amendments to the Rules of Procedure of the General Meeting. The Board has resolved to approve the proposal of making housekeeping amendments to the Rules of Procedure of the General Meeting, the details of which are set out below:

No.	Article before amendments	Article after amendments
1.	<p>Article 24</p> <p>Voting at general meetings shall be conducted by show of hands unless the following persons require voting by ballot before or after voting by show of hands:</p> <p>(I) chairman of the meeting;</p> <p>(II) at least two shareholders with voting rights or proxies thereof;</p> <p>(III) shareholder(s) (including proxies thereof) severally or jointly holding more than 10% (inclusive) of shares with voting rights at the meeting.</p>	<p>Article 24</p> <p>Voting at general meetings shall be conducted by show of hands unless the following persons require voting by ballot before or after voting by show of hands:</p> <p>(I) chairman of the meeting;</p> <p>(II) at least two shareholders with voting rights or proxies thereof;</p> <p>(III) shareholder(s) (including proxies thereof) severally or jointly holding more than 10% (inclusive) of shares with voting rights at the meeting.</p>

LETTER FROM THE BOARD

No.	Article before amendments	Article after amendments
	<p>Unless anybody requires voting by ballot, the chairman of the meeting shall announce the result of voting by show of hands on proposals, which result shall be recorded in the minutes as final evidence, without specifying the number or percentage of pros for or cons against the resolutions adopted at the meeting.</p> <p>The request for voting by ballot may be revoked by the person tendering the request.</p>	<p>Unless anybody requires voting by ballot, the chairman of the meeting shall announce the result of voting by show of hands on proposals, which result shall be recorded in the minutes as final evidence, without specifying the number or percentage of pros for or cons against the resolutions adopted at the meeting.</p> <p><u>When voting by ballot, vote counters shall count the votes after the end of the meeting and record the result in the meeting minutes.</u></p> <p>The request for voting by ballot may be revoked by the person tendering the request.</p>

The amended Rules of Procedure of the General Meeting is set out in the Appendix II to this circular.

Special Resolution

(1) Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated October 10, 2022 in relation to, among others, the proposed amendments to the Articles of Association.

Pursuant to the PRC Company Law, the regulatory rules of the CSRC and the Stock Exchange and other relevant laws, regulations, regulatory documents and the Articles of Association, and in light of the needs to enhance and optimize corporate governance, the Company proposes to make certain amendments to the Articles of Association.

LETTER FROM THE BOARD

The Board has resolved to approve the proposal of making housekeeping amendments to the Articles of Association, the details of which are set out below:

No.	Article before amendments	Article after amendments
1.	<p>Article 1</p> <p>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 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 “Company”), its shareholders and creditors and regulating the organization and conducts of the Company.</p>	<p>Article 1</p> <p>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 to the Guideline on the Articles of Association of Listed Companies (Revised in 2019²²) for the purposes of safeguarding the legitimate rights and interests of Beijing Airdoc Technology Co., Ltd. (hereafter referred to as the “Company”), its shareholders and creditors and regulating the organization and conducts of the Company.</p>

LETTER FROM THE BOARD

No.	Article before amendments	Article after amendments
2.	<p>Article 39</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>Article 39</p> <p>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 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.</p> <p><u>The shares or other equity securities 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.</u></p> <p>If the board of directors does not implement in accordance with the aforesaid provisions <u>the first paragraph of this article</u>, 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.</p> <p>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.</p>

LETTER FROM THE BOARD

No.	Article before amendments	Article after amendments
3.	<p>Article 57</p> <p>The Shareholders holding ordinary Shares shall enjoy the following rights:</p> <p>(I) to be entitled to dividends and other forms of distributions in proportion to the number of Shares;</p> <p>(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;</p> <p>(III) to supervise the operation activities of the Company, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge the Shares held by them in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(V) to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</p> <p>2. to inspect and copy, subject to payment of a reasonable charge:</p> <p>(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);</p>	<p>Article 57</p> <p>The Shareholders holding ordinary Shares shall enjoy the following rights:</p> <p>(I) to be entitled to dividends and other forms of distributions in proportion to the number of Shares;</p> <p>(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;</p> <p>(III) to supervise the operation activities of the Company, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge the Shares held by them in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(V) to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</p> <p>2. to inspect and copy, subject to payment of a reasonable charge:</p> <p>(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);</p>

LETTER FROM THE BOARD

No.	Article before amendments	Article after amendments
	<p>(2) personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time occupations and duties;</p> <p>(e) identification documents and their numbers;</p> <p>(3) the status of the Company's share capital;</p> <p>(4) the latest audited financial statements of the Company, and the reports of the Board, auditors and supervisors;</p> <p>(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;</p> <p>(6) copy of the latest annual review report which has been filed with the competent administration for industry and commerce or other competent authorities;</p>	<p>(2) personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time occupations and duties;</p> <p>(e) identification documents and their numbers;</p> <p>(3) the status of the Company's share capital;</p> <p>(4) the latest audited financial statements of the Company, and the reports of the Board, auditors and supervisors;</p> <p>(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;</p> <p>(6) copy of the latest annual review report which has been filed with the competent administration for industry and commerce <u>administrations for market regulation</u> or other competent authorities;</p>

LETTER FROM THE BOARD

No.	Article before amendments	Article after amendments
	<p>(7) minutes of general meetings (only available for shareholders' inspection) and copies of the Company's resolutions of general meetings, Board meetings and meeting of Board of Supervisors, as well as special resolutions;</p> <p>(8) counterfoils of corporate bonds.</p> <p>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).</p> <p>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p> <p>(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p>	<p>(7) minutes of general meetings (only available for shareholders' inspection) and copies of the Company's resolutions of general meetings, Board meetings and meeting of Board of Supervisors, as well as special resolutions;</p> <p>(8) counterfoils of corporate bonds.</p> <p>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).</p> <p>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p> <p>(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p>

LETTER FROM THE BOARD

No.	Article before amendments	Article after amendments
	<p>(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;</p> <p>(VIII) any other rights required by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(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;</p> <p>(VIII) any other rights required by laws, administrative regulations, departmental rules or the Articles of Association.</p>
4.	<p>Article 67</p> <p>The general meeting is the organ of authority of the Company, which exercises its following functions and powers in accordance with the law:</p> <p>(I) determining the Company’s business policies and investment plans;</p> <p>(II) electing and replacing directors and supervisors not appointed from employee representatives, and determining matters concerning remunerations to directors and supervisors;</p> <p>(III) examining and approving reports of the Board of Directors;</p> <p>(IV) examining and approving reports of the Board of Supervisors;</p> <p>(V) examining and approving the Company’s annual financial budget and final account proposals;</p>	<p>Article 67</p> <p>The general meeting is the organ of authority of the Company, which exercises its following functions and powers in accordance with the law:</p> <p>(I) determining the Company’s business policies and investment plans;</p> <p>(II) electing and replacing directors and supervisors not appointed from employee representatives, and determining matters concerning remunerations to directors and supervisors;</p> <p>(III) examining and approving reports of the Board of Directors;</p> <p>(IV) examining and approving reports of the Board of Supervisors;</p> <p>(V) examining and approving the Company’s annual financial budget and final account proposals;</p>

LETTER FROM THE BOARD

No.	Article before amendments	Article 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;

LETTER FROM THE BOARD

No.	Article before amendments	Article after amendments
	<p>(XIV) examining purchase or sale of material assets of the Company that exceed 25% of the Company's total audited assets in the latest period within one year;</p> <p>(XV) reviewing equity incentive scheme;</p> <p>(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 or the Articles of Association.</p> <p>(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;</p> <p>(XVIII) examining and approving changes in use of the raised capital.</p> <p>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.</p>	<p>(XIV) examining purchase or sale of material assets of the Company that exceed 25% of the Company's total audited assets in the latest period within one year;</p> <p>(XV) reviewing equity incentive scheme <u>and employee stock ownership scheme</u>;</p> <p>(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 or the Articles of Association.</p> <p>(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;</p> <p>(XVIII) examining and approving changes in use of the raised capital.</p> <p>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.</p>

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No.	Article before amendments	Article after amendments
5.	<p>Article 71</p> <p>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.</p>	<p>Article 71</p> <p>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, telephone call or video conference and resolutions may be made therethrough, provided that the shareholders’ opinions are fully expressed, and the general meeting is legal and effective.</u></p>
6.	<p>Article 77</p> <p>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%.</p>	<p>Article 77</p> <p>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 exchange</u> 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%.</p>
7.	<p>Article 90</p> <p>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.</p>	<p>Article 90</p> <p>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 directors shall—<u>may</u> also present a work report.—<u>through the representative nominated by them.</u></p>

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No.	Article before amendments	Article after amendments
8.	<p>Article 102</p> <p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or reduction of the Company's registered capital or issuance of any class of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds or other securities by the Company and listing thereof;</p> <p>(III) the division, merger, dissolution and liquidation of the Company or form change of the Company;</p> <p>(IV) the amendments to the Articles of Association;</p> <p>(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;</p> <p>(VI) formulation, modification and implementation of the share incentive plan scheme;</p> <p>(VII) repurchase of the Company's shares;</p> <p>(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.</p>	<p>Article 102</p> <p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or reduction of the Company's registered capital or issuance of any class of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds or other securities by the Company and listing thereof;</p> <p>(III) the division, <i>spin-off</i>, merger, dissolution and liquidation of the Company or form change of the Company;</p> <p>(IV) the amendments to the Articles of Association;</p> <p>(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;</p> <p>(VI) formulation, modification and implementation of the share incentive plan scheme;</p> <p>(VII) repurchase of the Company's shares;</p> <p>(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.</p>

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No.	Article before amendments	Article after amendments
9.	<p>Article 126</p> <p>The Board is responsible to the general meeting and exercises the following functions and powers:</p> <p>(I) to convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plan and investment scheme of the Company;</p> <p>(IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) to formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;</p> <p>(VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;</p>	<p>Article 126</p> <p>The Board is responsible to the general meeting and exercises the following functions and powers:</p> <p>(I) to convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plan and investment scheme of the Company;</p> <p>(IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) to formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;</p> <p>(VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;</p>

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No.	Article before amendments	Article after amendments
	(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;
	(X) 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;	(X) to appoint or dismiss, <u>or determine the remuneration, reward and punishment of</u> , the general manager, <u>the secretary of the board of directors and 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;
	(XI) to formulate the basic management system of the Company;	(XI) to formulate the basic management system of the Company;
	(XII) to formulate the amendment to the Articles of Association;	(XII) to formulate the amendment to the Articles of Association;
	(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;

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No.	Article before amendments	Article after amendments
	<p>(XV) to debrief the work report of the general manager of the Company and check the works of the general manager;</p> <p>(XVI) to review, supervise, evaluate, manage and approve the material sustainable development matters;</p> <p>(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;</p> <p>(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;</p> <p>(XIX) Other functions and powers set out in and granted by the relevant laws, administrative regulations, departmental rules and Articles of Association.</p> <p>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.</p> <p>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.</p>	<p>(XV) to debrief the work report of the general manager of the Company and check the works of the general manager;</p> <p>(XVI) to review, supervise, evaluate, manage and approve the material sustainable development matters;</p> <p>(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;</p> <p>(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;</p> <p>(XIX) Other functions and powers set out in and granted by the relevant laws, administrative regulations, departmental rules and Articles of Association.</p> <p>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.</p> <p>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.</p>

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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.

A special resolution will be proposed at the EGM for the Shareholders to consider and approve, among other things, the above amendments to the Articles of Association. The amended Articles of Association shall become effective on the date of passing the relevant resolution at the EGM. Prior to the passing of the relevant resolution at the EGM, the prevailing Articles of Association shall remain valid.

III. THE EGM

The EGM will be held at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC on Thursday, November 10, 2022 at 11:00 a.m.. Notice convening the EGM is set out on pages 52 to 54 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.airdoc.com).

IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Monday, November 7, 2022 to Thursday, November 10, 2022, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares of the Company who are entitled to attend and vote at the forthcoming EGM to be held on Thursday, November 10, 2022.

To be eligible to attend and vote at the EGM, all properly completed transfer documents must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, November 4, 2022.

V. PROXY ARRANGEMENT

The form of proxy of the EGM is enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 11:00 a.m. on

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Wednesday, November 9, 2022) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

VI. VOTING BY POLL

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders is required to abstain from voting on the above resolutions at the EGM.

VII. RECOMMENDATION

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

LETTER FROM THE BOARD

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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.

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

Hong Kong, October 25, 2022

Details of the application for the proposed conversion of 27,482,883 Unlisted Shares into H Shares are as follows:

1. SCOPE OF SHARES THAT CAN BE APPLIED FOR CONVERSION INTO H SHARES

The Company has two classes of shares, namely the H Shares and the Unlisted Shares. All Unlisted Shares can be applied for conversion into H Shares.

2. THE INTENTION OF THE APPLICATION FOR THE H SHARE FULL CIRCULATION

As of October 10, 2022, the total share capital of the Company is 103,568,013 shares, which consists of 25,934,118 H Shares and 77,633,895 Unlisted Shares, accounting for 25.04% and 74.96% of the total share capital of the Company, respectively.

After communication with all Shareholders holding Unlisted Shares, as of October 10, 2022, 27,482,883 Unlisted Shares were intended for the application for the H Share Full Circulation, which account for 49.54% of all Unlisted Shares and 26.54% of the total share capital of the Company. Upon completion of the H Share Full Circulation, the total number of H Shares shall become 53,417,001 Shares, accounting for 51.58% of the total share capital of the Company.

Details of the intention of each of the holders of Unlisted Shares to apply for the H Share Full Circulation are as follows:

- (1) Holders of Unlisted Shares participating in the application for the H Share Full Circulation

No.	Name of shareholder	Class of Share	Number of Unlisted Shares	Shareholding percentage of Unlisted Shares	Number of shares proposed for full circulation	Percentage of full circulation in Unlisted Shares held
1.	ZHANG Dalei	Unlisted Shares	17,248,854	16.65%	5,174,656	30.00%
2.	GAO Fei	Unlisted Shares	883,357	0.85%	441,679	50.00%
3.	Yadong Beichen Venture Investment Co., Ltd.	Unlisted Shares	10,272,503	9.92%	6,848,335	66.67%
4.	Beijing Shi Ji Si Su Technology Co., Ltd.	Unlisted Shares	5,942,699	5.74%	5,942,699	100.00%

APPENDIX I
THE H SHARE FULL CIRCULATION PLAN

No.	Name of shareholder	Class of Share	Number of Unlisted Shares	Shareholding percentage of Unlisted Shares	Number of shares proposed for full circulation	Percentage of full circulation in Unlisted Shares held
5.	Beijing Airdoc Universe Technology Center L.P.	Unlisted Shares	5,331,308	5.15%	2,995,945	56.20%
6.	Suqian Airdoc Technology Center (Limited Partnership)	Unlisted Shares	4,166,665	4.02%	410,234	9.85%
7.	Suzhou Zhilang Guangcheng Venture Center (Limited Partnership)	Unlisted Shares	3,145,697	3.04%	943,709	30.00%
8.	Beijing Jiuhe Yunteng Investment Center (Limited Partnership)	Unlisted Shares	2,908,289	2.81%	1,454,145	50.00%
9.	CHEN Mingqiang	Unlisted Shares	1,912,760	1.85%	956,380	50.00%
10.	CITIC Securities Investment Co., Ltd.	Unlisted Shares	1,442,606	1.39%	1,442,606	100.00%
11.	Suzhou Zhilang Fengcheng Venture Investment Center (Limited Partnership)	Unlisted Shares	593,530	0.57%	178,059	30.00%
12.	Tianjin Xishan Partner Technology Partnership (Limited Partnership)	Unlisted Shares	586,093	0.57%	117,219	20.00%
13.	Ningbo Xingbangyu Business Management Consulting Partnership (Limited Partnership)	Unlisted Shares	114,253	0.11%	114,253	100.00%
14.	Nanjing Fanghua Equity Investment Fund (Limited Partnership)	Unlisted Shares	925,927	0.89%	462,964	50.00%
Total			55,474,541	53.56%	27,482,883	49.54%

(2) Holders of Unlisted Shares not participating in the application for the H Share Full Circulation

No.	Name of shareholder	Class of Share	Number of Unlisted Shares	Shareholding percentage of Unlisted Shares	Number of shares proposed for full circulation	Percentage of full circulation in Unlisted Shares held
1.	Ping An Healthtech Co., Ltd.	Unlisted Shares	7,169,737	6.92%	0	0.00%
2.	Jinan Chanyan Zhongxiang Equity Investment Management Center (Limited Partnership)	Unlisted Shares	2,314,816	2.24%	0	0.00%
3.	Shenzhen Kaiyan Mingzhi Investment Fund (Limited Partnership)	Unlisted Shares	2,311,521	2.23%	0	0.00%
4.	Ruizhixin (Shenzhen) Technology Industry Development Co., Ltd.	Unlisted Shares	1,442,606	1.39%	0	0.00%
5.	CITIC (Shenzhen) Venture Capital Equity Investment Fund Partnership (Limited Partnership)	Unlisted Shares	1,442,606	1.39%	0	0.00%
6.	Xinyu Hangneng Asset Management Partnership (Limited Partnership)	Unlisted Shares	1,157,408	1.12%	0	0.00%
7.	Guoke Kaiyan I (Shenzhen) Intelligent Medical Investment Fund (Limited Partnership)	Unlisted Shares	751,744	0.73%	0	0.00%
8.	Shanghai Morong Investment Center (Limited Partnership)	Unlisted Shares	696,925	0.67%	0	0.00%

APPENDIX I**THE H SHARE FULL CIRCULATION PLAN**

No.	Name of shareholder	Class of Share	Number of Unlisted Shares	Shareholding percentage of Unlisted Shares	Number of shares proposed for full circulation	Percentage of full circulation in Unlisted Shares held
9.	Shanghai Nengjun Chuangye Venture Investment Center (Limited Partnership)	Unlisted Shares	516,243	0.50%	0	0.00%
10.	China Everbright Healthcare Co., Ltd.	Unlisted Shares	462,961	0.45%	0	0.00%
11.	Beijing Fuhoinnovation Venture Investment Management Center (Limited Partnership)	Unlisted Shares	763,014	0.74%	0	0.00%
12.	Sansheng Guojian Pharmaceutical (Shanghai) Co., Ltd.	Unlisted Shares	231,481	0.22%	0	0.00%
13.	Wenzhou Haiyin Qianshao Equity Investment Fund (Limited Partnership)	Unlisted Shares	115,743	0.11%	0	0.00%
14.	Aranya Holding Group Co., Limited	Unlisted Shares	462,961	0.45%	0	0.00%
15.	Suqian Zhongyou Technology Center (Limited Partnership)	Unlisted Shares	2,319,588	2.24%	0	0.00%
Total			22,159,354	21.40%	0	—

The number of Unlisted Shares to be applied for conversion under the H Share Full Circulation shall be adjusted accordingly upon the occurrence of events including bonus issue and the conversion of capital reserve to share capital of the Company prior to the completion of the share conversion.

3. COMPLETION TIME OF THE H SHARE FULL CIRCULATION

The Company shall complete the H Share Full Circulation as and when appropriate within the validity period of the approval documents obtained from the CSRC in relation to the H Share Full Circulation and within 12 months after the passing of the relevant resolution(s) of the H Share Full Circulation at the EGM.

4. CONDITIONS FOR THE H SHARE FULL CIRCULATION

The H Share Full Circulation is subject to the fulfilment of the following conditions precedent:

- (1) the approval of the proposed H Share Full Circulation having been obtained at the EGM;
- (2) the authorization from the Shareholders to the Board having been obtained at the EGM;
- (3) the approval of the proposed H Share Full Circulation by the relevant PRC administrative and regulatory authority (i.e. the CSRC); and
- (4) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, all the H Shares converted from Unlisted Shares under the H Share Full Circulation.

Beijing Airdoc Technology Co., Ltd.

Rules of Procedure for the General Meeting of Shareholders

Chapter 1 General Provisions

Article 1 To regulate the behaviors of Beijing Airdoc Technology Co., Ltd. (the “**Company**”) and to ensure the Company’s shareholders’ general meetings to exercise authority according to the law, these Rules of Procedure have been hereby established in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), and other relevant laws, administrative regulations and normative documents, as well as the Articles of Association of Beijing Airdoc Technology Co., Ltd. (the “**Articles of Association**”).

Article 2 The Company shall convene the general meeting in strict accordance with the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules, the Articles of Association and these Rules of Procedure, to ensure that shareholders can exercise their rights in accordance with the law.

The Board of Directors of the Company shall earnestly perform its duties and organize the general meeting conscientiously and punctually. All directors of the Company shall be diligent and responsible to ensure the normal convening of the general meeting and the exercise of their authorities in accordance with the law.

Article 3 The general meeting shall exercise its authority within the scope stipulated in the Company Law and other relevant laws and regulations, as well as the Articles of Association.

Article 4 There are two types of general meetings: the annual general meetings and the extraordinary general meetings. Annual general meeting shall be held once every year within six months after the end of the last accounting year.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Article 5 Extraordinary general meeting shall be held when it is required. The Board shall hold an extraordinary general meeting within two months after the date on which any of the following circumstances occur:

- (I) the number of directors is less than the number stipulated by the Company Law or less than two-thirds of the number specified in the Articles of Association;
- (II) the outstanding losses of the Company amounted to one-third of the Company's total paid-in share capital;
- (III) shareholders individually or jointly holding 10% or more of the outstanding shares of the Company with voting rights request in writing (the number of the shares held is calculated based on the date that shareholders made such written request);
- (IV) whenever the Board of Directors considers it necessary;
- (V) when the Board of Supervisors proposes so;
- (VI) other circumstances as provided by laws, administrative regulations, departmental regulations, regulatory rules of the place where the Company's shares are listed or these Rules of Procedure.

Chapter 2 Convening of General Meetings

Article 6 The general meeting shall be convened by the Board. If the Board is unable or fails to fulfill the obligation of convening the general meetings, the Board of Supervisors shall convene such meetings. If the Board of Supervisors does not convene such meetings, the shareholders individually or jointly holding no less than 10% of the Company's shares for no less than 90 consecutive days may convene such meetings on their own.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the Board of Directors. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations, Hong Kong Listing Rules and these Rules of Procedure within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders. Directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the Board of Directors disagree to convene an extraordinary general meeting, it shall explain the reasons and make a public notice.

If the securities regulators of the place where shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 7 If shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed:

- (I) Shareholders solely or jointly holding more than 10% of shares with voting rights at the general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene the extraordinary general meeting or class meeting, and specify the topics of the meeting. The Board shall convene the extraordinary general meeting or class meeting responsively after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated on the day when the shareholders tender the written request.
- (II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may request the Board of Supervisors to convene an extraordinary general meeting or class meeting.
- (III) If the Board of Supervisors fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders individually or jointly holding more than 10% of shares with voting rights at the meeting to be convened for 90 consecutive days may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes the general meeting.

Where the shareholders convene a meeting because the Board or the Board of Supervisors fails to convene the meeting pursuant to the aforesaid provision, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting directors or supervisors.

Chapter 3 Proposals and Notices of General Meeting

Article 8 When the Company convenes a general meeting, shareholders individually or jointly holding more than 3% of the shares of the Company may submit an interim proposal in writing to the convener 10 days before the general meeting is held. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.

Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.

The general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting or that is inconsistent with these Rules of Procedure.

Article 9 The Company shall notify all registered shareholders of the annual general meeting twenty business days (excluding the day on which the notice is sent and the day on which the meeting is held) prior to the date of the meeting. An extraordinary general meeting shall be notified to all registered shareholders fifteen days (and not less than ten business days) prior to the meeting (excluding the day on which the notice is sent and the day on which the meeting is held), and the extraordinary general meeting shall not resolve matters not stated in the notice. If otherwise provided by laws, regulations and the securities regulatory authority of the place where the Company's shares are listed, such provisions shall prevail.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Except as otherwise provided by the Articles of Association, the notice of the general meeting shall be delivered to shareholders (with or without voting rights at the general meeting) personally or by postage prepaid mails at the address of the recipient subject to those recorded in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company's website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas-listed foreign shares pursuant to the Articles of Association, the relevant announcement shall be published in the manner required by the Hong Kong Listing Rules. The notice of the general meeting to the shareholders of domestic shares may also be made by way of announcement.

The public notice in the preceding paragraph shall be published in one or more newspapers designated by the security regulatory authority of the State Council for the period between 20 to 25 business days (excluding the day on which the notice is sent and the day on which the meeting is held) before the date of the general meeting and between 15 to 20 days (not less than 10 business days, excluding the day on which the notice is sent and the day on which the meeting is held) before the date of the extraordinary general meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

The "business day" mentioned in these Rules shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.

Article 10 An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.

Article 11 A notice of the shareholders' general meeting shall be in writing and including following contents:

- (I) shall state the time, venue and date of the meeting;
- (II) shall describe the matters and proposals to be discussed at the meeting;

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

- (III) shall provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Company in any other way;
- (IV) in the event that any of the Directors, Supervisors, general manager and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;
- (V) shall include the full text of any special resolution to be proposed for approval at the meeting;
- (VI) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a shareholder of the Company;
- (VII) shall specify the date and place for the delivery of proxy forms for voting;
- (VIII) shall state the names and telephone numbers of the standing contact persons for the meeting;
- (IX) other matters required by laws, administrative regulations and normative documents.

Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.

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Article 12 Notices of the general meeting may be delivered through the following means:

- (I) By hand;
- (II) By fax, electronic mail or mail;
- (III) By way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the place where the Company's shares are listed;
- (IV) By way of announcement;
- (V) By any other means as agreed by the Company or the recipient or as accepted by the recipient after the notice is received;
- (VI) By any other means as approved by the relevant regulatory authorities of the place where the Company's shares are listed or as specified in the Articles of Association.

Unless the context otherwise specifies, the "notices" referred to in these Rules shall mean, in respect to announcements made to the holders of domestic shares or the announcements to be published in the People's Republic of China as required by the relevant requirements and the Articles of Association, the publication of an announcement in newspapers in the People's Republic of China, and such newspapers shall have been prescribed under the laws and administrative regulations of the People's Republic of China or by the securities regulatory authority of the State Council.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit its electronic version available for real-time publication to the Hong Kong Stock Exchange through the e-submission system of the Hong Kong Stock Exchange for release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall at the same time also be published on the Company's website. In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed foreign shares by personal delivery or prepaid mail, so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.

The Company's holders of overseas-listed foreign shares can, in writing, select to receive corporate communication by electronic means or by mail that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.

Shareholders or directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.

Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, as for the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Hong Kong Listing Rules, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or by publishing information via its website. Corporate communication includes, but is not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules.

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Article 13 For a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the recipient on the note of receipt and the receipt date shall be the date of serve. If the notice is delivered by post, it shall be deemed to have been received after 48 hours from the date upon which the post office receives the notice. If the notice is delivered by way of fax or electronic mail or by way of publishing information on websites, it shall be deemed to have been received on the date it is sent or published. If the notice is delivered by way of announcement, it shall be deemed to have been received on the date on which the announcement is first published. Such announcement shall be published on the newspapers that satisfy the relevant requirements.

Article 14 In the event that the listing rules of the stock exchange of the place where the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the preference stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by applicable laws and regulations and pursuant to the applicable laws and regulations.

Article 15 The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by any person entitled to receive such notice, shall not invalidate the meeting or the resolutions adopted thereat.

Chapter 4 Appointment of Proxy by Shareholders

Article 16 Any shareholders entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who need not be a shareholder or shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxy may exercise the following rights according to his/her entrustment by the shareholder:

- (I) the shareholder's right to speak at the general meeting;
- (II) the right to severally or jointly request to vote by ballot;

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

(III) save as otherwise stipulated by the applicable rules governing the listing of securities or other securities laws and regulations, the exercise of voting right by a show of hand or ballot. Where there is more than one proxy, the said proxies shall vote by ballot.

Article 17 The appointment of a proxy by a shareholder shall be in writing and signed by the appointer or the agent authorized by the shareholders in writing; or if the appointer is a legal person, shall be affixed with the legal person's seal or signed by its director or formally authorised agent.

Article 18 The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. Where such a power of attorney for voting is signed by a person authorized by the appointer, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of meeting.

Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the general meeting of the Company as a representative.

If the shareholder is a Recognized Clearing House (or agent thereof), the said shareholder may authorize one or more persons as he/she deems appropriate to act as his/her proxy at any general meeting or class meeting; however, where several persons are thus authorized, the power of attorney shall clearly state the number and class of the shares represented by each of the persons thus authorized. The power of attorney shall be signed by the persons authorized by the Recognized Clearing House. The person thus authorized may represent the Recognized Clearing House (or agent thereof) in exercising its rights at any meeting (without being required to present share certificate, certified power of attorney and/or further evidence of due authorization) as if that person is an individual shareholder of the Company.

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Article 19 A corporation may execute a form of proxy under the hand of a duly authorised officer. Any form issued by the Board of Directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The power of attorney shall specify that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.

Save as provided above, the aforesaid power of attorney shall also specify the number of shares to be represented by the proxy, the name of the proxy; whether or not the proxy has any voting right(s); whether or not the proxy has any voting right(s) in respect of interim proposals which may possibly be included in the agenda of the general meeting; and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights; the date of issue and validity period. If several persons are appointed as the shareholder's proxies, the power of attorney shall specify the number of shares to be represented by each proxy.

Any proxy attending a general meeting on behalf of a shareholder shall present his/her identity certificate and power of attorney signed by the appointer or the appointer's legal representative, which power of attorney shall specify the date of issue. Where a legal person shareholder appoints its legal representative to attend the meeting, the legal representative shall present his/her identity certificate and the copy of the notarized certified resolutions of the Board or other authorities of the legal person appointing the said legal representative or other certified copy permitted by the Company.

Article 20 If, before voting, the appointer has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorisation to sign the power of attorney, or transferred relevant shares, the vote cast by the proxy in accordance with the power of attorney shall remain valid so long as the Company has not received the written notice regarding such matters before the commencement of relevant meeting.

Chapter 5 Holding of General Meetings

Article 21 General meetings shall be convened and presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, the Board of Directors may designate a director of the Company to convene and preside over the meeting in proxy; if no person is designated to preside over the meeting, the attending shareholders may elect a person to preside over the meeting; if for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxies thereof) holding the most voting shares among the attending shareholders shall preside over the meeting

If the board of directors cannot perform or fails to perform the duties of convening a general meeting of the shareholders, the Board of Supervisors shall convene and preside over the meeting in a timely manner. If the Board of Supervisors does not convene and preside over the meeting, shareholders who hold more than 10% of the Company's shares individually or collectively for more than ninety consecutive days may convene and preside over the meeting themselves.

A general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors cannot or does not fulfil the duty thereof, more than half of the supervisors may jointly elect a supervisor to preside over the meeting.

General meetings independently convened by the shareholders shall be presided over by a representative recommended by the convener. If no chairman of the meeting has been so recommended, shareholders present at the meeting shall choose one person to act as the chairman of the meeting. If for any reason, the shareholders shall fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.

Where a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as chairman, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxies thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.

Chapter 6 Voting on General Meetings

Article 22 Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting.

Special resolutions shall be passed by votes representing more than two thirds of voting rights held by shareholders (including proxies thereof) attending the general meeting.

A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived your voting rights, and the corresponding poll will be counted as “Abstain”. When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.

Article 23 Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights in proportion to the amount of voting shares they represent. Each share carries the right to one vote. However, the Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

When the shareholders’ general meeting considers connected transactions, the connected shareholders shall not participate in the voting provided that applicable laws, regulations or the listing rules of the stock exchange on which the Company’s shares are listed requires. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the shareholders’ general meeting shall fully disclose the voting results of the non-connected party shareholders.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

According to applicable laws and regulations and the Hong Kong Listing Rules, where any shareholder is required to waive his/her voting rights or is restricted to cast only affirmative or negative vote on a certain resolution, any vote cast by the said shareholder or proxy thereof in violation of the relevant provisions or restrictions shall not be counted into the voting results.

Article 24 Voting at general meetings shall be conducted by show of hands unless the following persons require voting by ballot before or after voting by show of hands:

- (I) chairman of the meeting;
- (II) at least two shareholders with voting rights or proxies thereof;
- (III) shareholder(s) (including proxies thereof) severally or jointly holding more than 10% (inclusive) of shares with voting rights at the meeting.

Unless anybody requires voting by ballot, the chairman of the meeting shall announce the result of voting by show of hands on proposals, which result shall be recorded in the minutes as final evidence, without specifying the number or percentage of pros for or cons against the resolutions adopted at the meeting.

When voting by ballot, vote counters shall count the votes after the end of the meeting and record the result in the meeting minutes.

The request for voting by ballot may be revoked by the person tendering the request.

Article 25 If the issue required to be voted by ballot relates to election of chairman or termination of meeting, voting by ballot shall be conducted immediately; in respect of other issues required to be voted by ballot, the chairman may decide the time of voting by ballot, and the meeting may proceed to consider other issues, and the voting results shall be deemed as resolutions passed at the said meeting.

Article 26 In casting of votes, shareholders (including proxy thereof) with voting rights who are entitled to two or more votes are not required to cast all their votes in favour of or against a resolution.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Article 27 In the event of equality of votes, the chairman of the meeting shall, whether by show of hands or on a poll, have a casting vote.

Article 28 The following matters shall be approved by ordinary resolutions at a general meeting:

- (I) working reports of the Board and the Board of Supervisors;
- (II) profit distribution proposals and loss recovery proposals formulated by the Board;
- (III) appointment and removal of members of the Board and the Board of Supervisors (excluding employee representative supervisors), their remunerations and methods of payment;
- (IV) annual financial budgets and final accounts, balance sheets, income sheets and other financial statements of the Company;
- (V) annual reports of the Company;
- (VI) other matters than those that should be passed by special resolutions pursuant to the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 29 The following matters shall be approved by special resolutions at a general meeting:

- (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;
- (III) the division, merger, dissolution and liquidation of the Company or form change of the Company;
- (IV) the amendments to the Articles of Association;

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

- (V) the Company's acquisition or disposal of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (VI) formulation, modification and implementation of the share incentive plan scheme;
- (VII) repurchase of the Company's shares;
- (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.

Article 30 If the general meeting requires all the directors, supervisors and senior management members of the Company to attend the meeting, they shall attend the meeting. The directors, supervisors and senior management members attending or present at the meeting shall answer or explain inquiries made by shareholders except that the business secrets of the Company are involved and cannot be disclosed at the general meeting.

Article 31 The chairman of the meeting shall be responsible for determining whether a resolution has been passed pursuant to voting results. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.

Article 32 If the chairman of the meeting has any doubts about the voting result of a proposed resolution, he may arrange recounting of the votes. If the chairman of the meeting does not arrange re-counting of the votes, a shareholder or proxy attending the meeting who dissent from the result announced by the chairman of the meeting shall be entitled to request re-counting of votes immediately after such announcement of voting result, in which case the chairman of the meeting shall immediately arrange recounting of the votes.

Article 33 The method and procedure for nomination of directors and supervisors (excluding employee representative supervisors) to be elected at a general meeting are as follows:

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

- (I) shareholder(s) severally or jointly holding more than 3% of the outstanding voting shares of the Company may propose in writing director candidates or supervisor candidates who are not employee representatives to the general meeting, but the number of nominees shall comply with the Articles of Association and shall not exceed the number of directors or supervisors to be elected. The said proposals shall be submitted to the Company at least 7 days before convening of the general meeting.
- (II) directors or supervisors may propose a list of director or supervisor candidates as per the number specified in the Articles of Association and the number of the directors or supervisors to be elected and submit it to the Board of Directors and the Board of Supervisors for examination respectively. After the Board of Directors or the Board of Supervisors examined the list and resolved on the candidates of directors or supervisors, they shall submit the results to the general meeting through written proposal.
- (III) the written notice of the intention to nominate director candidates or supervisor candidates who are not employee representatives and the nominee's will to accept the nomination, as well as relevant written documents about the information of the nominee shall be submitted to the Company at least 7 days before convening of the general meeting (The 7-day notice period shall start no earlier than the next day after the issue of the notice of the meeting for such election designated and end no later than 7 days prior to the general meeting). The Board of Directors and the Board of Supervisors shall provide shareholders with the brief biographies and background information of the director or supervisor candidates.
- (IV) the period given by the Company to nominate director or supervisor candidates and nominees for submitting the aforesaid notice and documents (the period shall be calculated from the day following the date of issue of the notice of general meeting) shall not be less than 7 days.
- (V) the director or supervisor candidates shall be voted on separately at the general meeting.

In the event of a temporary vacancy of director or supervisor, the Board or the Board of Supervisors shall propose to elect or replace one at the general meeting.

Chapter 7 Special Voting Procedures for Class Shareholders

Article 34 Shareholders who hold different classes of shares shall be class shareholders.

Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.

In addition to Shareholders of other classes of shares, Shareholders of Domestic Shares and overseas-listed shares shall be deemed Shareholders of different classes. If the share capital of the Company includes non-voting shares, the word “non-voting” shall be inserted into the names of such shares.

Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).

Article 35 If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 37 to 41 of these Rules. The quorum required for the class meeting held for this purpose (but not including an adjournment) shall be the holders representing at least one third of the outstanding shares of that class.

Where the rights of class shareholders are altered or repealed due to changes in domestic and foreign laws, administrative regulations and listing rules at the place of listing, as well as decisions made by domestic and foreign regulatory authorities according to law, the approval of general meeting or class meeting is not required.

The act of the holders of Domestic Shares of the Company to transfer all or part of the shares they hold to the foreign investors and trade them on the overseas market, or the act of converting all or part of the Domestic Shares to the overseas-listed shares and trading them on the overseas stock exchange shall not be regarded as the Company’s intention to change or abolish the rights of class Shareholders.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Article 36 The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:

- (I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;
- (III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;
- (IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;
- (V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;
- (VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;
- (VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;
- (IX) to issue rights to subscribe for, or convert into, shares of such class or another class;
- (X) to increase the rights and privileges of shares of another class;
- (XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

(XII) to amend or cancel the articles under the Articles of Association.

Article 37 Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 36 hereof, except that the interested shareholders shall not have the right to vote at the class meetings.

For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:

- (I) if the Company has made a buy-back offer to all shareholders in the same proportion or has bought back its own shares through public trading on stock exchanges in accordance with Article 32 of the Articles of Association, the controlling shareholders as defined in Article 64 of the Articles of Association shall be the “interested shareholders”;
- (II) if the Company has bought back its own shares by agreement outside stock exchanges in accordance with Article 32 of the Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;
- (III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.

Article 38 Resolutions of class meeting may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 113 of the Articles of Association.

Article 39 To hold a class meeting, the Company shall issue a written notice with reference to the time requirement for convening annual and extraordinary general meetings under Article 79 of the Articles of Association, and notify all the Shareholders of the relevant class listed on the register of shareholders of the matters to be considered at the meeting and the meeting date and place by way of announcement.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Article 40 The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting.

The procedures according to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a general meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class meetings.

Article 41 In addition to Shareholders of other classes of shares, Shareholders of domestic shares and overseas-listed shares shall be deemed Shareholders of different classes.

The special voting procedures for approval by a class of shareholders shall not apply:

- (I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed shares every 12 months, and the number of the domestic shares and overseas listed shares intended to be issued does not exceed 20% of the outstanding shares of the respective class;
- (II) Where the plan for the issuance of domestic shares and overseas-listed shares upon the establishment of the Company is completed within 15 months after being approved by the securities regulatory authorities under the State Council;
- (III) Where, with the approval of the securities regulatory authorities under the State Council, the Shareholders of domestic shares of the Company transfer all or part of the Shares held by them to foreign investors and list them on overseas stock exchanges; or all or part of the unlisted shares (including Domestic Shares and Foreign Shares) issued by the Company are converted into overseas-listed shares.

Chapter 8 Minutes of General Meetings

Article 42 Minutes of general meetings shall be recorded.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Article 43 If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes. The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the domicile of the Company.

Article 44 Shareholders may have access to copies of the minutes free of charge during the office hours of the Company. If any shareholder asks for copies of relevant meeting minutes, the Company shall send out the said copies within 7 days upon receipt of reasonable expenses.

Chapter 9 Implementation of Resolutions of General Meetings and Information Disclosure

Article 45 Upon conclusion of a general meeting, disclosure shall be made in accordance with relevant laws, regulations and the listing rules of the place(s) in which the shares of the Company are listed.

The Board of Directors is responsible for the implementation of the resolutions passed at the general meeting and may ask for the general manager to organize relevant staff to implement the resolutions in detail; for resolutions need to be implemented by the Board of Supervisors, they shall be organized and implemented by the Board of Supervisors directly.

Chapter 10 Supplementary Provisions

Article 46 The matters not covered in these Rules of Procedure shall be implemented in accordance with the relevant national laws, administrative regulations, regulatory documents, the listing rules of the place where the shares of the Company are listed and the Articles of Association.

Article 47 In case of any contradiction with the requirements under any laws, administrative regulations, regulatory documents, the listing rules of the place where the shares of the Company are listed and the Articles of Association, those laws, administrative regulations, regulatory documents, the listing rules of the place where the shares of the Company are listed and the Articles of Association shall prevail.

Article 48 In these Rules of Procedure, the meaning of the meaning of “no less than” and “more than” includes the underlying number, while “less than” does not include the underlying number.

APPENDIX II THE AMENDED RULES OF PROCEDURE OF THE GENERAL MEETING

Article 49 These Rules of Procedure are passed at the general meeting of the Company and shall come into effect and be implemented on the date when the overseas listed foreign shares, upon approval by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on the Hong Kong Stock Exchange.

Article 50 The power of interpretation of these Rules of Procedure shall be vested in the Company's Board of Directors.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 first extraordinary general meeting (the “EGM”) of Beijing Airdoc Technology Co., Ltd. (the “Company”) will be held on Thursday, November 10, 2022 at 11:00 a.m. at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC for the Shareholders to consider and, if thought fit, approve the following resolutions of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated October 25, 2022 (the “Circular”).

ORDINARY RESOLUTIONS

1. to consider and approve the application for the H Share Full Circulation;
2. to consider and approve the grant of authorization granted to the Board of Directors and its delegated persons to deal with matters related to the application for the H Share Full Circulation; and
3. to consider and approve the proposed amendments to the Rules of Procedure of the General Meeting.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

4. to consider and approve the proposed amendments to the Articles of Association.

Details of the above resolutions submitted to the EGM are set out in the Circular.

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

Hong Kong, October 25, 2022

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at (www.airdoc.com) and Hong Kong Exchanges and Clearing Limited at (www.hkexnews.hk) after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's headquarters and registered office in the PRC (for holders of domestic shares) or the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares), at least 24 hours before the EGM (i.e. before 11:00 a.m. on Wednesday, November 9, 2022) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares who are entitled to attend the EGM, the H share register of members of the Company will be closed from Monday, November 7, 2022 to Thursday, November 10, 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, November 4, 2022 for registration.
5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

7. A shareholder or his/her proxy should produce proof of identity when attending the EGM.
8. Notes for the meeting:
 - (1) Please contact the Office of the Board of the Company no later than two days before the convening of the EGM (i.e. before 11:00 a.m. on Tuesday, November 8, 2022), and complete the declaration of personal health information, including their basic personal information, epidemiological history screening, health monitoring condition, and vaccination status. Any person who does not comply with the pandemic prevention requirements or guidelines of the government and/or regulatory authorities will not be able to enter the venue of the EGM.
 - (2) Upon arrival at the meeting venue on the day of the EGM, please cooperate with the implementation of the epidemic prevention and control requirements such as registration for meeting attendance, health information query and confirmation, and temperature detection, and strictly abide by the epidemic prevention regulations of local government. Please wear a mask at all times during the meeting and keep necessary distance according to the meeting arrangement.
 - (3) Contact information of the meeting:

The Office of the Board of Beijing Airdoc Technology Co., Ltd.
Address: Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing
Postal code: 100089
Phone: (86) 15810644868
Email: wanglin@airdoc.com
9. References to dates and time in this notice are to Hong Kong dates and time.

As of the date of this notice, 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.