

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **PING AN HEALTHCARE AND TECHNOLOGY COMPANY LIMITED**

**平安健康醫療科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1833)**

### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

**AND**

### **APPOINTMENT OF EXECUTIVE DIRECTOR**

**AND NON-EXECUTIVE DIRECTOR**

**AND**

### **PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Ping An Healthcare and Technology Company Limited (the “**Company**”) announces that, Mr. Pan Zhongwu has tendered his resignation as a Director with effect from 13 March 2023 due to personal work arrangement.

The resignation of Mr. Pan Zhongwu does not affect the normal operation of the Company. The Company believes that under the premise of scientific decision-making, the corporate governance structure will continue to be standardized and efficient after his resignation.

Mr. Pan Zhongwu has confirmed that he had no disagreement with the Board, nor was there any matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Pan Zhongwu for his valuable contribution to the Group during his tenure of office.

#### **APPOINTMENT OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that, on 13 March 2023, Mr. Wu Jun (“**Mr. Wu**”) has been appointed as an executive Director for a term of three years, and Ms. Fu Xin (“**Ms. Fu**”) has been appointed as a non-executive Director for a term of three years. Please see below their biographical details:

**Mr. WU Jun (吳軍)**, aged 57, has been an executive Director and the president of the Company since October 2021 when he joined the Group. Mr. Wu currently holds leadership positions in various subsidiaries of the Group, including the general manager of Kang Jian Information Technology (Shenzhen) Co., Ltd. and Ping An Health Cloud Company Limited, and also serves as the general manager of various branches of the Group. Mr. Wu joined Ping An Insurance (Group) Company of China, Ltd. (“**Ping An**”, whose shares are listed on the Shanghai Stock Exchange under the stock code 601318 and on The Stock Exchange of Hong Kong Limited under the stock code 2318, Ping An and its subsidiaries are collectively known as “**Ping An Group**”) in 1993 and successively served as a general manager of Fujian Branch, Jiangsu Branch and Shanghai Branch of Ping An Property & Casualty Insurance Company of China, Ltd. (“**Ping An Property & Casualty Insurance**”), an assistant to general manager of Ping An Property & Casualty Insurance, and the deputy secretary of the party committee of Ping An Property & Casualty Insurance. He was awarded the title of Outstanding Young Entrepreneur of Fujian Province. Mr. Wu has prolonged exposure to the healthcare ecosystem with rich experience in sales and customer service, and specializes in a combination of the online and offline customer business model.

Mr. Wu obtained a bachelor’s degree in Thermal Engineering and Power Machinery from Huazhong University of Science and Technology; a master’s degree in Marine Internal Combustion Engine from Wuhan University of Technology; and an EMBA degree from Advanced Institute of Finance of Shanghai Jiao Tong University.

Mr. Wu will be subject to rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company. The Company has entered into a letter of appointment with Mr. Wu, pursuant to which Mr. Wu will not receive any emoluments for being an executive Director of the Company during his tenure of office. As at the date of this announcement, Mr. Wu holds 336,431 share options granted under the employee incentive scheme of the Company.

**Ms. FU Xin (付欣女士)**, aged 43, has been a non-executive Director of the Company since March 2023 when she joined the Group. Ms. Fu has been serving as the chief operating officer and director of the strategic development center of Ping An Group since March 2022. Ms. Fu has been a non-executive director of OneConnect Financial Technology Co., Ltd. (a company dual-listed on the New York Stock Exchange and the Hong Kong Stock Exchange, NYSE: OCFT, HKEX: 06638) and a non-executive director of Lufax Holding Ltd (a company listed on the New York Stock Exchange, stock code: LU) since November 2022. Ms. Fu joined Ping An Group in October 2017 as the general manager of its planning department, and served as the deputy chief financial officer of Ping An Group between March 2020 and March 2022. Prior to joining Ping An Group, Ms. Fu served as a partner of Roland Berger management consulting in financial services practices, and as an executive director of PricewaterhouseCoopers, responsible for coordinating finance and fintech related projects for over 10 years.

Ms. Fu received a master’s degree in business administration from Shanghai Jiao Tong University, the PRC.

Ms. Fu will be subject to rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company. The Company has entered into a letter of appointment with Ms. Fu, pursuant to which Ms. Fu will not receive any director’s fee or any other emoluments.

Save as disclosed above, as at the date of this announcement, they (i) had not held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or held any other positions within the Company and its subsidiaries; (ii) had no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) had no interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, as at the date of this announcement, there were no other matters relating to them that need to be brought to the attention of the shareholders of the Company nor was there any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board wishes to express its warm welcome to Mr. Wu and Ms. Fu for joining the Board.

## **PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board proposes to amend its existing memorandum and articles of association (the “**Existing Articles of Association**”) by way of adoption of the amended and restated memorandum and articles of association (the “**New Articles of Association**”) (the “**Proposed Amendments**”) with the aim of, among others, (i) bringing the New Articles of Association in line with the level of core shareholder protection as set out in Appendix 3 to the Listing Rules; and (ii) making house-keeping amendments to the Existing Articles of Association to clarify the current practices of the Company and reflect certain updates on the applicable laws of the Cayman Islands, including the Companies Act (As Revised) of the Cayman Islands, and the Listing Rules. For details of the Proposed Amendments, please refer to the Appendix to this announcement.

The New Articles of Association are subject to the approval of the shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments to the Existing Articles of Association by way of adoption of the New Articles of Association, together with a notice convening the AGM and the related proxy form, will be despatched to the shareholders in due course.

By order of the Board  
**Ping An Healthcare and Technology Company Limited**  
**Fang Weihao**  
*Chairman*

Shanghai, the PRC  
13 March 2023

*As at the date of this announcement, the Board comprises Mr. Fang Weihao as the chairman and an executive Director and Mr. Wu Jun as an executive Director; Ms. Tan Sin Yin, Ms. Fu Xin, Ms. Lin Lijun and Mr. Zhu Ziyang as non-executive Directors; and Mr. Tang Yunwei, Mr. Guo Tianyong and Dr. Chow Wing Kin Anthony as independent non-executive Directors.*

## APPENDIX

Details of the Proposed Amendments are as follows (strikethrough represents the text deleted, and underline represents the text added):

Memorandum of Association Before Proposed Amendments	Memorandum of Association After Proposed Amendments
<p>Article 3</p> <p>In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this Clause or elsewherePre in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.</p>	<p>Article 3</p> <p>In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this Clause or <del>elsewherePre</del><u>elsewhere</u> in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.</p>
<p>Article 4</p> <p>Except as prohibited or limited by the Companies Law (2018 Revision), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (2018 Revision) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time...</p>	<p>Article 4</p> <p>Except as prohibited or limited by the Companies <del>Law (2018 Revision)</del><u>Act</u>, the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <del>Law (2018 Revision)</del><u>Act</u> and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time...</p> <p><i>Note: All references to “the Companies Law (2018 Revision)” are changed to “the Companies Act (As Revised)”.</i></p>
<p>Article 8</p> <p>Nil</p>	<p>Article 8</p> <p><u>Capitalised terms that are not defined in this Memorandum of Association bear the respective meanings given to them in the Articles of Association of the Company.</u></p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 2.2</p> <p>...</p> <p>Nil</p> <p>...</p> <p>“business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day.</p> <p>...</p> <p>“Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>...</p> <p>“HK Code on Takeovers and Mergers” shall mean the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time.</p> <p>Nil</p>	<p>Article 2.2</p> <p>...</p> <p><u>“black rainstorm warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</u></p> <p>...</p> <p>“business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. <del>For</del><u>Notwithstanding the avoidance of doubt</u><del>foregoing</del>, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a <del>Number 8 or higher typhoon signal</del><u>gale warning</u>, black rainstorm warning or other similar event, such day shall for the purpose of <u>any notice sent under</u> these Articles be counted as a business day.</p> <p>...</p> <p>“Electronic Transactions <del>Law</del><u>Act</u>” shall mean the Electronic Transactions <del>Law</del><u>Act</u> (<del>2003 Revision</del><u>As Revised</u>) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>...</p> <p><del>“HK Code on Takeovers and Mergers” shall mean the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time.</del></p> <p><u>“gale warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</u></p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>...</p> <p>“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.10.</p> <p>...</p> <p>“Secretary” shall mean the person appointed as company secretary by the Board from time to time.</p> <p>...</p> <p>“special resolution” shall have the same meaning as ascribed thereto in the Companies Law and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.</p>	<p>...</p> <p>“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles, and <del>includes</del><u>shall include</u> an ordinary resolution passed pursuant to Article 13.10.</p> <p>...</p> <p>“Secretary” shall mean the person <u>or persons</u> appointed as company secretary by the Board from time to time.</p> <p>...</p> <p>“special resolution” shall have the same meaning as ascribed thereto in the Companies <del>Law</del><u>Act</u> <del>and shall include a unanimous written resolution of all members:</del> for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, <u>and shall include a special resolution passed pursuant to Article 13.10.</u></p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 4.6</p> <p>Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.</p>	<p>Article 4.6</p> <p>Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to <del>the</del>inspection <del>of</del><u>by</u> any member without charge.</p>
<p>Article 7.6</p> <p>The Board may also decline to register any transfer of any shares unless:</p> <p>...</p> <p>(d) in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four;</p>	<p>Article 7.6</p> <p>The Board may also decline to register any transfer of any shares unless:</p> <p>...</p> <p>(d) in the case of a transfer to joint holders, the number of joint holders to <del>which</del><u>whom</u> the share is to be transferred does not exceed four;</p>
<p>Article 7.9</p> <p>...If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that...</p>	<p>Article 7.9</p> <p>...If, however, there are exceptional circumstances (e.g. during a <del>Number 8 or higher typhoon signal</del> <u>and gale warning or black rainstorm warning</u>) that...</p>
<p>Article 12.1</p> <p>The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise)....</p>	<p>Article 12.1</p> <p>The Company shall hold a general meeting as its annual general meeting in each <del>year other than the year of the Company's adoption of these Articles,</del> <u>financial year</u>...  <del>within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise)</del></p>



Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 12.3</p> <p>...in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company....in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.</p>	<p>Article 12.3</p> <p>...in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the <del>paid up capital</del><u>voting rights, on a one vote per share basis,</u> of the Company which carries the right of voting at general meetings of the Company....in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the <del>paid up capital</del><u>voting rights, on a one vote per share basis,</u> of the Company which carries the right of voting at general meetings of the Company.</p>
<p>Nil</p>	<p>Article 12.9</p> <p><u>If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 12.11.</u></p>
<p>Nil</p>	<p>Article 12.10</p> <p><u>The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.11.</u></p>



Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
Nil	<p data-bbox="815 225 975 257">Article 12.11</p> <p data-bbox="815 304 1465 370"><u>Where a general meeting is postponed in accordance with Article 12.9 or Article 12.10:</u></p> <p data-bbox="815 417 1465 746"><u>(a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company’s Website and published on the Exchange’s website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.10;</u></p> <p data-bbox="815 793 1465 1236"><u>(b) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days’ notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</u></p> <p data-bbox="815 1283 1465 1683"><u>(c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.4.</u></p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 14.1</p> <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register....</p>	<p>Article 14.1</p> <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <del>where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll</del><u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have <u>the right to speak</u>, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have one vote</u> for each share registered in his name in the register....</p>
<p>Article 14.15</p> <p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members....A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	<p>Article 14.15</p> <p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any <del>general</del>meeting of the Company <del>or at</del><u>(including any general meeting and creditors meeting of the Company) or</u> of any class of members,...A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, <u>the right to speak and</u>, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 16.2</p> <p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Any Director so appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 16.2</p> <p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed to fill a casual vacancy shall hold office only until the next following <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting. <del>Any Director so appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del></p>
<p>Article 16.3</p> <p>...Subject to the provisions of these Articles and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 16.3</p> <p>...Subject to the provisions of these Articles and the Companies <del>Law</del><u>Act</u>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. <del>Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del></p>
<p>Article 16.5</p> <p>...shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Law.</p>	<p>Article 16.5</p> <p>...shall from time to time notify to the Registrar of Companies of the Cayman Islands <u>of</u> any change that takes place in relation to such Directors as required by the Companies <del>Law</del><u>Act</u>.</p>
<p>Article 16.6</p> <p>...The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office...</p>	<p>Article 16.6</p> <p>...The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his <del>period</del><u>term</u> of office...</p>
<p>Article 16.18</p> <p>...Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation....</p>	<p>Article 16.18</p> <p>...Any Director <del>appointed</del><u>required to stand for re-election</u> pursuant to Article 16.2 <del>or Article 16.3</del> shall not be taken into account in determining <u>the number of Directors and</u> which Directors are to retire by rotation....</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 20.3</p> <p>Subject to Articles 16.19 to 16.24, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.</p>	<p>Article 20.3</p> <p>Subject to Articles <del>16.19</del>16.19 to <del>16.24</del>16.24, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.</p>
<p>Article 20.4</p> <p>The Board may elect a Chairman of its meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.</p>	<p>Article 20.4</p> <p>The Board may elect a <del>Chairman</del>chairman of its <del>meetings</del>the Board and determine the period for which he is to hold office; <u>The chairman of the Board shall take the chair at every meeting of the Board,</u> but if no such <del>Chairman</del>chairman is elected, or if at any meeting <del>the Chairman</del>such chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.</p>
<p>Article 23.2(a)</p> <p>...as they think fit in cases where shares, debentures or other securities become distributable in fractions;</p>	<p>Article 23.2(a)</p> <p>...as <del>they think</del>it thinks fit in cases where shares, debentures or other securities become distributable in fractions;</p>
<p>Article 23.2(b)</p> <p>to exclude the right of participation or entitlement of any member with a registered address outside any territory where in the absence of a registration statement...</p>	<p>Article 23.2(b)</p> <p>to exclude the right of participation or entitlement of any member with a registered address <del>outside</del>in any territory where in the absence of a registration statement...</p>
<p>Article 28.2</p> <p>...at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.</p>	<p>Article 28.2</p> <p>...at such other place or places as the Board thinks fit and shall always be open to <del>the</del>inspection <del>of</del>by the Directors.</p>
<p>Article 28.3</p> <p>...the accounts and books of the Company, or any of them, shall be open to the inspection of the members...</p>	<p>Article 28.3</p> <p>...the accounts and books of the Company, or any of them, shall be open to <del>the</del>inspection <del>of</del>by the members...</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 29.2</p> <p>The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>Article 29.2</p> <p>The Company shall at every annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <del>provided that in respect of any particular year</del><u>by ordinary resolution, or in the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first</u><u>manner specified in such resolution.</u></p> <p>Article 29.3</p> <p><u>The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The Auditor so appointed shall hold office until the next annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint an Auditor or Auditors. The remuneration of any Auditor appointed by the Board to fill the vacancy under this Article may be fixed by the Board and shall be approved by general meeting along with the confirmation of its appointment.</u></p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 32.1</p> <p>Nil</p>	<p>Article 32.1</p> <p><u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>
<p>Article 34</p> <p>Financial Year</p> <p>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</p>	<p>Article 34</p> <p>Financial Year</p> <p><u>Unless the Directors otherwise prescribe, the financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.</u></p>

*Note:* In addition to the above table, if there are changes to the chapter and article numbers as a result of insertion, deletion or re-arrangement of certain articles, the chapter and article numbers of the Memorandum and Articles of Association so amended shall be changed accordingly, including cross-references.