
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in MicroTech Medical (Hangzhou) Co., Ltd., you should at once hand this circular, together with the enclosed proxy form, 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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MicroTech Medical (Hangzhou) Co., Ltd.

微泰醫療器械(杭州)股份有限公司

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

(Stock code: 2235)

- (1) PROPOSED ELECTION OF THE DIRECTORS
(OTHER THAN INDEPENDENT NON-EXECUTIVE DIRECTORS) OF
THE SECOND SESSION OF THE BOARD;**
- (2) PROPOSED ELECTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
OF THE SECOND SESSION OF THE BOARD;**
- (3) PROPOSED ELECTION OF THE SUPERVISORS
(OTHER THAN EMPLOYEE REPRESENTATIVE SUPERVISOR) OF
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE SHAREHOLDERS' GENERAL MEETING;**
- (6) NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING;**
- (7) NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF H SHARES; AND**
- (8) NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF UNLISTED SHARES**

The EGM of the Company will be convened at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuzue Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on Wednesday, December 27, 2023 at 2:30 p.m. and the Class Meetings immediately after the conclusion of the EGM, notices of which are set out on pages 147 to 149, pages 150 to 151 and pages 152 to 153 of this circular. The proxy forms for use at the EGM and Class Meetings are enclosed herein, which are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.microtechmd.com).

Whether or not you are able to attend the EGM, please complete and sign the enclosed proxy form for use at the EGM in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e. not later than December 26, 2023 at 2:30 p.m. (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

Whether or not you are able to attend the Class Meeting of Holders of H Shares, please complete and sign the enclosed proxy form for use at the Class Meeting of Holders of H Shares in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the Class Meeting of Holders of H Shares (i.e. not later than 3:00 p.m. on December 26, 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Class Meeting of Holders of H Shares if they so wish.

Whether or not you are able to attend the Class Meeting of Holders of Unlisted Shares, please complete and sign the enclosed proxy form for use at the Class Meeting of Holders of Unlisted Shares in accordance with the instructions printed thereon and return it to the Company's office at No. 108 Liuzue Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China as soon as possible but in any event not less than 24 hours before the time appointed for the Class Meeting of Holders of Unlisted Shares (i.e. not later than 3:15 p.m. on December 26, 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Class Meeting of Holders of Unlisted Shares if they so wish.

For joint Shareholders of any Shares, only the joint Shareholder whose name appears first in the register of members is entitled to receive the certificate for the relevant Shares from the Company, and receive notices or other documents of the Company. Any notice delivered to the aforesaid Shareholder shall be deemed to have been delivered to all the joint Shareholders of the relevant Shares. Any joint Shareholder may sign the proxy form, provided that if more than one joint Shareholders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders and, for this purpose, seniority will be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint shareholding.

This circular together with the proxy forms is also published on the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.microtechmd.com). References to time and dates in this circular are to Hong Kong time and dates.

December 8, 2023

CONTENTS

	<i>Page</i>
SPECIAL ARRANGEMENTS FOR THE EGM AND CLASS MEETINGS	ii
DEFINITIONS	1
LETTER FROM THE BOARD	
I. INTRODUCTION	5
II. MATTERS TO BE RESOLVED AT THE EGM	5
III. EGM	10
IV. CLASS MEETING OF HOLDERS OF H SHARES	11
V. CLASS MEETING OF HOLDERS OF UNLISTED SHARES	11
VI. CLOSURE OF REGISTER OF MEMBERS	12
VII. VOTING BY POLL	12
VIII. RECOMMENDATION	12
IX. RESPONSIBILITY STATEMENT	13
APPENDIX I — BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR THE SECOND SESSION OF THE BOARD	14
APPENDIX II — BIOGRAPHICAL DETAILS OF THE CANDIDATES (OTHER THAN EMPLOYEE REPRESENTATIVE SUPERVISOR) FOR THE SECOND SESSION OF THE SUPERVISORY COMMITTEE	22
APPENDIX III — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	24
APPENDIX IV — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING	128
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING	147
NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF H SHARES ...	150
NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF UNLISTED SHARES	152

SPECIAL ARRANGEMENTS FOR THE EGM AND CLASS MEETINGS

Shareholders will be able to listen to the EGM and Class Meetings through a live webcast on a computer, tablet or any browser enabled device. Shareholders who attend the EGM and Class Meetings online will not be counted to the quorum of the EGM and Class Meetings. Shareholders will need to complete the following steps to be able to access the live webcast of the EGM and Class Meetings of the Company:

ACCESSING PROCEEDINGS OF THE EGM AND CLASS MEETINGS BY TENCENT MEETING/VOOV MEETING

For Shareholders who would like to listen to the EGM and Class Meetings live webcast, you will need to register by sending an email to both ir@microtechmd.com and zhengdai@microtechmd.com providing personal particulars as follows:

- (a) full name (with relevant identification documents);
- (b) registered address;
- (c) number of Shares held (with relevant supporting documents);
- (d) contact telephone number; and
- (e) email address,

no later than 2:30 p.m. on December 25, 2023 (being not less than forty-eight (48) hours before the time appointed for holding the EGM) to enable the Company to verify the Shareholders' identity. Authenticated Shareholders will receive an email confirmation no later than 2:30 p.m. on December 26, 2023 which contains a link to join the live webcast of the EGM and Class Meetings.

Please keep the link in safe custody for use at the EGM and Class Meetings and do not disclose it to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the link.

VOTE BY APPOINTING A PROXY

All resolutions at the EGM and Class Meetings will be decided on a poll. Shareholders who wish to vote are strongly encouraged to appoint the chairman of the EGM and the Class Meetings as their proxy to vote on the relevant resolutions at the EGM and the Class Meetings by completing and returning the proxy form in accordance with the instructions therein by a time not less than 24 hours before the time appointed for the EGM and the Class Meetings (i.e. 2:30 p.m., 3:00 p.m. and 3:15 p.m. on Tuesday, December 26, 2023), if they have not already done so. Alternatively, Shareholders may attend and vote in person at the EGM and Class Meetings.

SPECIAL ARRANGEMENTS FOR THE EGM AND CLASS MEETINGS

The proxy forms have been posted to Shareholders together with the Circular. The proxy forms can be downloaded from the section of “Investor Relations” of the Company’s website (www.microtechmd.com) or the website of the Hong Kong Stock Exchange (www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

QUESTIONS FROM SHAREHOLDERS

Shareholders may submit any questions they may have in advance in relation to any resolution set out in the notice of EGM and the notices of Class Meetings by 2:30 p.m. on December 25, 2023 (being not less than forty-eight (48) hours before the date appointed for holding the EGM) via email to both ir@microtechmd.com and zhengdai@microtechmd.com providing personal particulars as follows for verification purposes:

- (a) full name (with relevant identification documents);
- (b) registered address;
- (c) number of Shares held (with relevant supporting documents);
- (d) contact telephone number; and
- (e) email address.

VENUE OF THE EGM AND CLASS MEETINGS

The EGM and the Class Meetings will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China.

CHANGES TO ARRANGEMENTS

Should any changes be made to the arrangements of the EGM and Class Meetings, we will notify Shareholders via an announcement posted on the Company’s website (www.microtechmd.com) and the website of the Hong Kong Stock Exchange (www.hkexnews.hk).

If Shareholders have any questions relating to the EGM and Class Meetings, please contact the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Business Day”	a day on which the Hong Kong Stock Exchange is open for trading and banks in Hong Kong are open for business (excluding Saturdays, Sundays or public holidays)
“Class Meetings”	the Class Meeting of Holders of H Shares and the Class Meeting of Holders of Unlisted Shares
“Class Meeting of Holders of H Shares”	the 2023 second class meeting of holders of H Shares to be held on December 27, 2023 at 3:00 p.m. (or immediately after the conclusion of the EGM), notices of which or any adjournment thereof are set out on pages 150 to 151 of this circular
“Class Meeting of Holders of Unlisted Shares”	the 2023 second class meeting of holders of Unlisted Shares to be held on December 27, 2023 at 3:15 p.m. (or immediately after the conclusion of the Class Meeting of Holders of H Shares), notices of which or any adjournment thereof are set out on pages 152 to 153 of this circular
“Company” or “Issuer”	MicroTech Medical (Hangzhou) Co., Ltd. (微泰醫療器械(杭州)股份有限公司), a joint stock company incorporated in the People’s Republic of China with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic 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 or credited as fully paid-up in RMB
“Employee(s)”	any employee(s) (including without limitation any executive Director) of any member of the Group

DEFINITIONS

“Extraordinary General Meeting” or “EGM”	the 2023 first extraordinary general meeting of the Company to be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on Wednesday, December 27, 2023 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 147 to 149 of this circular, or any adjournment thereof
“Group”, “our Group”	the Company and its subsidiaries
“H Shareholder(s)”	holder(s) of H Share(s)
“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 HK\$ and listed on the Main Board of the Hong Kong Stock Exchange
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“inside information”	has the meaning ascribed thereto under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Latest Practicable Date”	December 4, 2023, being the latest practicable date for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Mandatory Provisions”	has the meaning ascribed thereto in the section headed “(4) <i>Proposed Amendments to the Articles of Association</i> ” in the Letter from the Board to this circular
“New PRC Regulations”	has the meaning ascribed thereto in the section headed “(4) <i>Proposed Amendments to the Articles of Association</i> ” in the Letter from the Board to this circular

DEFINITIONS

“PRC Company Law”	the Company Law of the PRC adopted at the Fifth Session of the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective from July 1, 1994, as amended, supplemented or otherwise modified from time to time
“PRC Guidelines on AoA”	has the meaning ascribed thereto in the section headed “(4) <i>Proposed Amendments to the Articles of Association</i> ” in the Letter from the Board to this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan of the PRC
“Proposed Amendments to the Articles of Association”	the proposed amendments to the existing Articles of Association, details of which are set forth in Appendix III to this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Special Regulations”	has the meaning ascribed thereto in the section headed “(4) <i>Proposed Amendments to the Articles of Association</i> ” in the Letter from the Board to this circular
“Share(s)”	ordinary share(s) in the issued share capital of the Company, with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)
“Shareholder(s) of Unlisted Shares”	holder(s) of Unlisted Shares
“State Council”	The State Council of the PRC
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Unlisted Share(s)”	unlisted ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each
“%”	percent

LETTER FROM THE BOARD



MicroTech Medical (Hangzhou) Co., Ltd.

微泰醫療器械(杭州)股份有限公司

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

(Stock code: 2235)

Executive Directors:

Dr. Zheng Pan (*Chairman*)
Dr. Yu Fei
Dr. Shi Yonghui
Ms. Liu Xiu

Registered Office:

No. 108 Liuze Street
Cangqian Street
Yuhang District, Hangzhou
Zhejiang, China

Non-executive Directors:

Mr. Hu Xubo
Ms. Gao Yun

*Headquarters and Principal Place
of Business in the PRC:*

No. 108 Liuze Street
Cangqian Street
Yuhang District, Hangzhou
Zhejiang, China

Independent Non-executive Directors:

Dr. Li Lihua
Mr. Ho Kin Cheong Kelvin
Ms. Wang Chunfeng
Dr. Cheng Hua

*Principal Place of Business
in Hong Kong:*

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

December 8, 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED ELECTION OF THE DIRECTORS
(OTHER THAN INDEPENDENT NON-EXECUTIVE DIRECTORS) OF
THE SECOND SESSION OF THE BOARD;**
- (2) PROPOSED ELECTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
OF THE SECOND SESSION OF THE BOARD;**
- (3) PROPOSED ELECTION OF THE SUPERVISORS
(OTHER THAN EMPLOYEE REPRESENTATIVE SUPERVISOR) OF
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE SHAREHOLDERS' GENERAL MEETING;**
- (6) NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING;**
- (7) NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF H SHARES; AND**
- (8) NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF UNLISTED SHARES**

LETTER FROM THE BOARD

I. INTRODUCTION

The EGM will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on December 27, 2023 at 2:30 p.m., the notice of which is set out on pages 147 to 149 of this circular.

The Class Meeting of Holders of H Shares will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on December 27, 2023 at 3:00 p.m. (or immediately after the conclusion of the EGM to be held on the same date or any adjournment thereof), the notice of which is set out on pages 150 to 151 of this circular.

The Class Meeting of Holders of Unlisted Shares will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on December 27, 2023 at 3:15 p.m. (or immediately after the conclusion of the EGM and Class Meeting of Holders of H Shares to be held on the same date or any adjournment thereof), the notice of which is set out on pages 152 to 153 of this circular.

The purpose of this circular is to provide you with the information of certain resolutions to be considered at the EGM and Class Meetings, so as to enable you to make an informed decision as to whether to vote in favor of or against such resolutions.

II. MATTERS TO BE RESOLVED AT THE EGM

Resolutions to be proposed at the EGM for the Shareholders' consideration and approval by way of ordinary resolution include: (1) proposed election of the Directors (other than independent non-executive Directors) of the second session of the Board and authorize the Board to fix their remuneration; (2) proposed election of the independent non-executive Directors of the second session of the Board and authorize the Board to fix their remuneration; and (3) proposed election of the Supervisors (other than employee representative Supervisor) of the second session of the Supervisory Committee and authorize the Board to fix their remuneration.

Resolutions to be proposed at the EGM for the Shareholders' consideration and approval by way of special resolution include: (4) Proposed Amendments to the Articles of Association; and (5) proposed amendments to the Rules of Procedure of the Shareholders' General Meeting.

Details of the matters to be resolved at the EGM are set out in the notice of the EGM on pages 147 to 149 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the EGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

LETTER FROM THE BOARD

ORDINARY RESOLUTIONS

(1) PROPOSED ELECTION OF DIRECTORS (OTHER THAN INDEPENDENT NON-EXECUTIVE DIRECTORS) OF THE SECOND SESSION OF THE BOARD AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION

Given the expiry of the term of office of the Directors of the first session of the Board of the Company, the Board resolved at the meeting held on December 6, 2023 to make recommendations on the candidates to be elected as the Directors (other than independent non-executive Directors) of the second session of the Board.

The Board proposes to elect Dr. Zheng Pan, Dr. Yu Fei, Dr. Shi Yonghui and Ms. Liu Xiu as the executive Directors of the second session of the Board, and to elect Mr. Mao Shuo and Ms. Gao Yun as the non-executive Directors of the second session of the Board, and authorize the Board to fix their remuneration. Their biographical details are set out in Appendix I to this circular.

The Nomination Committee of the Company, having reviewed the composition of the Board and the Strategic Committee of the Board and assessed the backgrounds and experiences of Dr. Zheng Pan, Dr. Yu Fei, Dr. Shi Yonghui, Ms. Liu Xiu, Mr. Mao Shuo and Ms. Gao Yun, recommends that Dr. Zheng Pan, Dr. Yu Fei, Dr. Shi Yonghui and Ms. Liu Xiu be elected as the executive Directors of the Company, and Mr. Mao Shuo and Ms. Gao Yun be elected as the non-executive Directors of the Company at the EGM in accordance with the nomination policy and board diversity policy of the Company (including but not limited to gender, age, cultural and educational background, ethnicity, geographical location, professional experience, skills, knowledge and length of service). In view of their extensive knowledge and invaluable experience, the Board accepts the nomination by the Nomination Committee of the Company and it considers that their election is in the best interests of the Company and all Shareholders.

Mr. Hu Xubo, a non-executive Director, has informed the Board that he will retire as a non-executive Director and will not seek re-election. Mr. Hu Xubo will cease to be a non-executive Director of the Company and a member of the Strategy Committee of the Board with effect from the date of election of the second session of the Board at the EGM. The Board would like to express its sincere gratitude to Mr. Hu Xubo for his past contributions to the Company. To the best of the Board's knowledge and belief, having made all reasonable enquiries, Mr. Hu Xubo has confirmed to the Board that there is no disagreement between him and the Board and that he is not aware of any matter that needs to be brought to the attention of the Shareholders in relation to his retirement.

LETTER FROM THE BOARD

(2) PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION

Given the expiry of the term of office of the Directors of the first session of the Board of the Company, the Board resolved at the meeting held on December 6, 2023 to make recommendations on the candidates to be elected as the independent non-executive Directors of the second session of the Board.

The Board proposes to elect Dr. Li Lihua, Mr. Ho Kin Cheong Kelvin, Ms. Wang Chunfeng and Dr. Cheng Hua as the independent non-executive Directors of the second session of the Board, and authorize the Board to fix their remuneration.

The Nomination Committee of the Company, having reviewed the composition of the Board and the Strategy Committee of the Board and having assessed the backgrounds and experiences of Dr. Li Lihua, Mr. Ho Kin Cheong Kelvin, Ms. Wang Chunfeng and Dr. Cheng Hua, recommends that Dr. Li Lihua, Mr. Ho Kin Cheong Kelvin, Ms. Wang Chunfeng, and Dr. Cheng Hua be elected as the independent non-executive Directors of the Company at the EGM in accordance with the nomination policy and board diversity policy of the Company (including but not limited to gender, age, cultural and educational background, ethnicity, geographical location, professional experience, skills, knowledge and length of service). Each of Dr. Li Lihua, Mr. Ho Kin Cheong Kelvin, Ms. Wang Chunfeng and Dr. Cheng Hua has extensive expertise and experience in accounting, smart healthcare and corporate management, and they have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee of the Company has also assessed and was satisfied with their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules.

In view of the extensive knowledge and invaluable experience of Dr. Li Lihua, Mr. Ho Kin Cheong Kelvin, Ms. Wang Chunfeng and Dr. Cheng Hua, the Board accepts the nomination proposed by the Nomination Committee of the Company. Dr. Li Lihua, Mr. Ho Kin Cheong Kelvin, Ms. Wang Chunfeng and Dr. Cheng Hua will bring a broader perspective to the Board and provide new notions for the Company's overall strategic planning and business development. The Board is of the view that their election is in the best interests of the Company and all Shareholders. Their biographical details are set out in Appendix I to this circular.

Saved as disclosed in this circular, each Director proposed to be elected has confirmed that there are no matters that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, in each case, in respect of each Director proposed to be elected.

LETTER FROM THE BOARD

(3) PROPOSED ELECTION OF SUPERVISORS (OTHER THAN EMPLOYEE REPRESENTATIVE SUPERVISOR) OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION

Given the expiry of the term of office of the Supervisors of the first session of the Supervisory Committee of the Company, the Supervisory Committee resolved at the meeting held on December 6, 2023 to make recommendations on the candidates to be elected as the Supervisors (other than employee representative Supervisor) of the second session of the Supervisory Committee.

The Supervisory Committee proposes to elect Mr. Lyu Cheng and Mr. Zhao Zhiheng as the shareholders' representative Supervisors of the second session of the Supervisory Committee, and authorize the Board to fix their remuneration. Their biographical details are set out in Appendix II to this circular.

Saved as disclosed in this circular, there are no matters in relation to proposed election of Supervisors that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

SPECIAL RESOLUTIONS

(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated December 6, 2023 in relation to the Proposed Amendments to the Articles of Association.

On February 17, 2023, the State Council and the CSRC issued the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》)” and the “Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》)” (collectively, the “**New PRC Regulations**”), respectively, with effect from March 31, 2023. At the same time, the “Mandatory Provisions for the Articles of Association of Companies Listed Overseas (Zheng Wei Fa [1994] No. 21) (《到境外上市公司章程必備條款》(證委發[1994]21號文))” issued by the Securities Commission of the State Council and the National Economic System Reform Commission on August 27, 1994 (the “**Mandatory Provisions**”) and the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on August 4, 1994 were repealed on the same date as the New PRC Regulations took effect. PRC issuers shall make reference to the Guidelines on Articles of Association of Listed Companies (2022 Revision) *(《上市公司章程指引(2022年修訂)》)(the “**PRC Guidelines on AoA**”) issued by the CSRC in formulating their articles of association, and the Mandatory Provisions are no longer applicable. Pursuant to the New PRC Regulations, the Hong Kong Stock Exchange has made consequential amendments to the Listing Rules with effect from August 1, 2023.

LETTER FROM THE BOARD

Given the above, the Board proposes to make amendments to the existing Articles of Association in order to remove provisions that are obsolete as a result of the repeal of the Special Regulations and the Mandatory Provisions, to reflect the New PRC Regulations, to embody certain requirements of the PRC Guidelines on AoA and to comply with the requirements of the Listing Rules. Details of the Proposed Amendments to the Articles of Association are set out in Appendix III to this circular.

The Proposed Amendments to the Articles of Association will not undermine the protection of the Shareholders and will not have material impact on measures to protect the Shareholders. In particular, according to the New PRC Regulations, domestic shares and H shares shall be regarded as the same class of ordinary shares, and holders of domestic shares and H shares shall no longer be regarded as different classes of shareholders, the substantive rights attached to the two types of shares (including voting rights, dividends and asset distribution in case of liquidation) shall be identical. Therefore, the removal of the class meeting requirements from the Articles of Association will not undermine the protection of the Shareholders. In addition, given that there are sufficient channels to resolve disputes (such as court proceedings in Mainland China and Hong Kong) to enable the Shareholders to exercise their rights under the Articles of Association, the removal of the arbitration provision from the Articles of Association and the abolition of arbitration as the sole means of dispute resolution will not affect the protection of the Shareholders.

The amended Articles of Association will become effective from the date of the EGM, at which the relevant resolution will be considered and, if thought fit, approved by the Shareholders. Prior to that, the existing Articles of Association shall remain effective.

Upon the Proposed Amendments to the Articles of Association taking effect, the Company will continue to comply with Appendix 3 to the Listing Rules to meet the core shareholder protection standards by means of compliance with PRC laws in combination with its Articles of Association and will further monitor its ongoing compliance with these rules.

The above resolution was considered and approved by the Board on December 6, 2023 and is being proposed as a special resolution for consideration and approval at the EGM and the Class Meetings. Save for the Proposed Amendments to the Articles of Association as set out in Appendix III to this circular, 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.

LETTER FROM THE BOARD

(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING

In light of the recent laws, regulations and regulatory rules issued by the State Council, the CSRC and the Hong Kong Stock Exchange, and in order to continuously comply with the regulatory requirements, the Company, having considered the business development needs of the Company, intends to amend its Articles of Association and accordingly amend the Rules of Procedure of the Shareholders' General Meeting in accordance with the PRC Company Law, the Securities Law, the Trial Measures, the Guidelines on AoA, the Guideline No. 1 for the Application of Self-regulatory Rules for Companies Listed on the STAR Market of the Shanghai Stock Exchange — Standardized Operation (《上海證券交易所科創板上市公司自律監管指引第1號—規範運作》) (Shang Zheng Fa [2022] No.14), the Listing Rules and the relevant laws, administrative regulations and listing rules of the places where the Company is listed. For details, please refer to Appendix IV to this circular.

Save for the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting as set out in Appendix IV to this circular, other provisions of the Rules of Procedure of the Shareholders' General Meeting remain unchanged. The proposed amendments to the Rules of Procedure of the Shareholders' General Meeting are subject to the finalized registration contents as approved by the regulatory authorities.

The amended Rules of Procedure of the Shareholders' General Meeting shall only become effective from the date of the EGM, at which the relevant resolution will be considered and, if thought fit, approved by the Shareholders. Prior to that, the existing Rules of Procedure for the Shareholders' General Meeting shall remain effective. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting, the Chinese version shall prevail.

The above resolution was considered and approved by the Board on December 6, 2023 and is being proposed as a special resolution for consideration and approval at the EGM and the Class Meetings.

III. EGM

The notice convening the EGM at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on December 27, 2023 at 2:30 p.m. is set out on pages 147 to 149 in this circular.

The proxy form for use at the EGM is enclosed in this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.microtechmd.com).

LETTER FROM THE BOARD

If you intend to attend the EGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the EGM by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's office at No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China (for holders of Unlisted Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than December 26, 2023 at 2:30 p.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM.

IV. CLASS MEETING OF HOLDERS OF H SHARES

The Class Meeting of Holders of H Shares will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on December 27, 2023 at 3:00 p.m. (or immediately after the conclusion of the EGM to be held on the same date or any adjournment thereof), for the H Shareholders to consider and, if thought fit, approve the resolutions in relation to the Proposed Amendments to the Articles of Association and the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting.

The proxy form for use at the Class Meeting of Holders of H Shares is enclosed in this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.microtechmd.com).

If you intend to attend the Class Meeting of Holders of H Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the Class Meeting of Holders of H Shares by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of H Shares (i.e. not later than December 26, 2023 at 3:00 p.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of H Shares.

V. CLASS MEETING OF HOLDERS OF UNLISTED SHARES

The Class Meeting of Holders of Unlisted Shares will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on December 27, 2023 at 3:15 p.m. (or immediately after the conclusion of the EGM and the Class Meeting of Holders of H Shares to be held on the same date or any adjournment thereof), for the Shareholders of Unlisted Shares to consider and, if thought fit, approve the resolutions in relation to the Proposed Amendments to the Articles of Association and the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting.

LETTER FROM THE BOARD

Shareholders of Unlisted Shares whose names appear on the register of members of the Company on December 27, 2023 are entitled to attend and vote at the Class Meeting of Holders of Unlisted Shares.

The proxy form for use at the Class Meeting of Holders of Unlisted Shares is enclosed in this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.microtechmd.com).

If you intend to attend the Class Meeting of Holders of Unlisted Shares by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the Class Meeting of Holders of Unlisted Shares by proxy are required to duly complete the proxy form and return the same to the office of the Company, at No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of Unlisted Shares (i.e. not later than December 26, 2023 at 3:15 p.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Class Meeting of Holders of Unlisted Shares.

VI. CLOSURE OF REGISTER OF MEMBERS

The register of members of H Shares has been scheduled to close from Wednesday, December 20, 2023 to Wednesday, December 27, 2023, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the forthcoming EGM and Class Meetings. To be eligible to attend and vote at the EGM and the Class Meetings, all 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 no later than 4:30 p.m. on Tuesday, December 19, 2023 for registration.

VII. VOTING BY POLL

All resolutions to be proposed at the EGM and Class Meetings will be decided by way of poll. The Company shall publish an announcement in respect of the poll results of the EGM and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, save as otherwise disclosed in this circular, no other Shareholders are required to abstain from voting at the EGM and/or the Class Meetings.

VIII. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of EGM and the notices of Class Meetings for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of all resolutions to be proposed at the EGM and Class Meetings.

LETTER FROM THE BOARD

IX. RESPONSIBILITY STATEMENT

This circular for which the Directors collectively and individually accept full responsibility, provides information in relation to the Company in compliance with the Listing Rules. 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.

Yours faithfully,
By order of the Board
MicroTech Medical (Hangzhou) Co., Ltd.
Zheng Pan
Chairman of the Board

Biographical details of Director candidates for the second session of the Board are set out below:

I. EXECUTIVE DIRECTORS

Dr. Zheng Pan (鄭攀), aged 52, is the chairman of our Board, an executive Director and the Chief Executive Officer of our Company. Dr. Zheng founded our Company in January 2011 and has been the chairman of the Board since March 2016 and the Chief Executive Officer of our Company since January 2011, respectively. He was re-designated as an executive Director of our Company in April 2021. He is primarily responsible for the overall strategic planning, business direction and operational management of our Company.

Dr. Zheng has nearly 20 years of experience in the healthcare industry. Prior to founding our Company, he successively served as a research assistant and a postdoc in Florida State University from 1999 to September 2004 in the United States. From October 2004 to July 2010, Dr. Zheng successively served as a senior mechanical engineer at Centurion Wireless Technologies and a manager at Flextronics San Jose Medical Products Center (美國偉創力聖荷西醫療產品中心), a medical solution provider company.

Dr. Zheng obtained the qualification of professorate senior engineer (教授級高級工程師) from Zhejiang Provincial Department of Human Resources and Social Security (浙江省人力資源和社會保障廳) in July 2012. Dr. Zheng was selected into the first batch of “521” Talents for Global Talents Introduction (杭州市第一批全球引才“521”人才) by Municipal Party Committee Organization Department (Talent Office) (杭州市委人才工作領導小組辦公室) in August 2011, and he won the Innovation Achievement Award of Overseas Returnee Contributions Awards (中國僑界貢獻獎(創新成果)) from All-China Federation of Returned Overseas Chinese in September 2014.

Dr. Zheng received a bachelor’s degree from Zhejiang Institute of Technology (浙江工學院) in the PRC with a major in Machine Design and Production Engineering in July 1993, a master’s degree from Zhejiang University (浙江大學) in the PRC with a major in Mechanics in March 1996 and a Ph.D. degree with a major in Mechanical Engineering from Florida State University in the United States in August 2004.

As at the Latest Practicable Date, Dr. Zheng is deemed to be interested in the 41,690,719 H Shares (representing 23.98% of the total H share capital of the Company) and 82,009,537 Domestic Shares (representing 39.39% of the total domestic share capital of the Company).

Dr. Zheng will not receive any remuneration for his appointment as an executive Director from the Company.

Dr. Yu Fei (于非), aged 41, is an executive Director and the director of R&D Department of our Company. Dr. Yu joined our Group in July 2016 and was re-designated as our executive Director in April 2021. He is primarily responsible for the formulation of product development plans and management of R&D matters in respect of technology, project management and intellectual properties.

Prior to joining our Group, Dr. Yu served as a senior biomedical engineer in the Diabetes Division of Medtronic PLC. (美國美敦力公司), a medical technology company, from May 2013 to July 2016, where he was responsible for researching, developing, deploying and validating new electrochemical biosensor system. He has been serving as the R&D director and a Director of our Company since August 2016 and October 2020, respectively.

Dr. Yu received a bachelor's degree in Bioengineering from National University of Singapore in Singapore on June 30, 2007 and a Ph.D. degree in biomedical engineering from University of Southern California in the United States in May 2013. Dr. Yu was recognized as an overseas high-level talent in Zhejiang Province in April 2020.

Dr. Yu will not receive any remuneration for his appointment as an executive Director from the Company.

Dr. Shi Yonghui (施永輝), aged 43, is an executive Director, the chief strategy & development officer and the senior vice president, and the secretary to the Board of our Group. Mr. Shi joined our Group in May 2021 and was appointed as our executive Director in June 2021. He was appointed as the secretary to the Board in August 2022. He is primarily responsible for the strategy, new business and corporate development matters of the Group and is also responsible for information disclosure and organizing Board and Shareholders' meetings.

Prior to joining our Group, Dr. Shi successively served as the research scientist from July 2007 to October 2008 and New Business Development Manager from November 2008 to June 2011 at Procter & Gamble Technology (Beijing) Co., Ltd. (北京寶潔技術有限公司), where he was responsible for various R&D and business development initiatives. From July 2013 to May 2021, he successively served as the senior manager and the senior director of Medtronic (Shanghai) Management Co., Ltd. (美敦力(上海)管理有限公司), head of corporate development, venture capital and innovation incubation department of Medtronic Greater China, and member of Medtronic Greater China Management Board, during which time he also served as an investment committee member of Medtronic China Venture Capital Fund, which focuses on the investment in high-growth startups with innovative medical technologies or service models, the chairman and general manager of Suzhou Meizhong Venture Capital Management Co., Ltd. (蘇州美眾創業投資管理有限公司), the director of Suzhou Medtronic Sequoia Venture Capital Management Co., Ltd. (蘇州美敦力紅杉創業投資管理有限公司), and the general manager of Shanghai Meiji Entrepreneurship Incubator Management Co., Ltd (上海美濟創業孵化器管理有限公司). Dr. Shi has been serving as the independent director of Scivita Medical Technology Co., Ltd(新光維醫療科技(蘇州)控股有限公司) since November 2022. He has been serving as an executive Director and the chief strategy & development officer of our Company since June and May 2021, respectively. Since August 2022, Dr. Shi has been serving as an executive Director, the chief strategy & development officer and the senior vice president, and the secretary to the Board of the Company.

Dr. Shi received a bachelor's degree with a major in biochemistry and molecular biology and a Ph.D. degree with a major in biochemistry and molecular biology from Peking University in the PRC in July 2002 and July 2007, respectively. He also obtained a master's

degree in business administration (in finance and healthcare management) from the Wharton School of the University of Pennsylvania in the United States in 2013. Dr. Shi was the co-recipient of the first prize of Natural Science of the Ministry of Education (教育部自然科學一等獎) granted by Ministry of Education, PRC in 2009, and he was also recognized as the co-recipient of the second prize of National Natural Science (國家自然科學二等獎) granted by the State Council, PRC in 2011.

As at the Latest Practicable Date, Dr. Shi is deemed to be interested in the 590,900 H Shares (representing 0.34% of the total H share capital of the Company).

Dr. Shi will not receive any remuneration for his appointment as an executive Director from the Company.

Ms. Liu Xiu (劉秀), aged 43, is an executive Director and the financial controller of our Group. Ms. Liu joined our Group in August 2020 and was re-designated as our executive Director in April 2021. She is primarily responsible for the financial matters management of the Company.

Prior to joining our Group, Ms. Liu served in multiple companies and has over 17 years of experience in financial and investment areas. From July 2003 to September 2012, Ms. Liu served various positions in Pan-China Certified Public Accountants LLP (天健會計師事務所), including, among others, senior project manager and manager. She then served as the financial director in Zhejiang University Dajing Venture Capital Co., Ltd. (浙江浙大大晶創業投資有限公司), formerly known as Zhejiang University Venture Capital Co., Ltd. (浙江大學創業投資有限公司) from September 2012 to June 2017. During June 2017 to April 2020, she served successively as the risk control director of Investment Department of Wanma United Holding Group Co., Ltd. (浙江萬馬智能科技集團有限公司) and the partner of Hangzhou Silicon Valley True Stone Asset Management Co., Ltd. (杭州矽谷真石資產管理有限公司). Ms. Liu has been serving as an independent director of Ningbo Jiangfeng Electronic Materials Co., Ltd. (寧波江豐電子材料股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300666), since December 2020. She has been serving as the financial controller, the secretary to the Board and a director of our Company since August 2020 and October 2020, respectively. Since August 2022, Ms. Liu has been serving as an executive Director and the financial controller of the Company.

Ms. Liu received a bachelor's degree in economics from Central China Normal University (華中師範大學) in the PRC in June 2003 and a graduation certificate in Economics from Zhejiang University (浙江大學) in the PRC in October 2012. She was qualified as a certified public accountant in April 2003 by Ministry of Finance of the People's Republic of China, an internal auditor in November 2004 by Institute of Internal Auditors, the senior accountant in April 2015 by Zhejiang Provincial Department of Human Resources and Social Security with authorization from the Provincial Senior Accountant Qualification Review Committee.

Ms. Liu will not receive any remuneration for her appointment as an executive Director from the Company.

II. NON-EXECUTIVE DIRECTORS

Mr. Mao Shuo (毛碩), aged 35, worked as a strategic consultant in the healthcare industry from January 2013 to November 2015 at IQVIA (艾昆緯), a healthcare company. He joined Qiming Venture Partners, a company engaging in venture capital investments, in November 2015 and served as an investment manager, vice president of investment and executive director.

Mr. Mao received a bachelor's degree in biomedical engineering from Tsing Hua University in June 2009, and a master's degree in technology entrepreneurship and management and a master's degree in electrical engineering in December 2011 from the University of Rochester.

Mr. Mao will not receive any remuneration for his appointment as a non-executive Director from the Company.

Ms. Gao Yun (高韻), aged 36, has been a Director of our Company since May 2020. Ms. Gao joined our Group in May 2020 and was re-designated as our non-executive Director in April 2021. She is primarily responsible for overseeing Board affairs and giving strategic advice and guidance on the business operation of the Group.

Between August 2011 and January 2014, Ms. Gao served successively as an analyst and then senior analyst in IMS Health. In February 2014, she joined the Medtronic PLC. (美國美敦力公司), a medical technology company, as the specialist in the Strategy and Business Development Department for a certain period of time. After that, Ms. Gao also worked at SBCVC (HK) Ltd. (軟銀中國資本有限公司) as the investment manager. She has been successively serving as the investment manager, the senior investment manager, the vice president and executive director at Lilly Asia Ventures (禮來亞洲基金), an investment fund since October 2018.

Ms. Gao received a bachelor's degree in medicine from Fudan University in the PRC in June 2011 and a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in December 2016.

Ms. Gao will not receive any remuneration for her appointment as a non-executive Director from the Company.

III. INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Li Lihua (厲力華), aged 58, was appointed as an independent Director of the Company in October 2020 and transferred as an independent non-executive Director in April 2021. His main responsibility is to participate in the decision making of major events of the Company and to provide advice on corporate governance, audit and remuneration and evaluation of Directors, Supervisors and senior management.

Dr. Li served as an assistant professor and associate professor at the University of South Florida School of Medicine from 1994 to 2006. Since June 2006, He has served as the director of The Institute of Biomedical Engineering and Instrument, the Dean of the School of Life Information and Instrument Engineering, and the Dean of the Institute of Intelligent Health of Hangzhou Dianzi University (杭州電子科技大學).

Dr. Li is well-known in the field of science. In December 2006, he was selected as the first level of “The New Century 151 Talent Project” (新世紀151人才工程) of Zhejiang Province. In August 2006, he was appointed as “Qianjiang Scholar” Distinguished Professor of Zhejiang Higher Education Institution (浙江省高等學校“錢江學者”特聘教授). In September 2007, he was awarded the National Science Fund for Outstanding Young Scholars by the National Natural Science Foundation of China (國家自然科學基金委員會). In 2009, he was selected as the national talent of “New Century Millions of Talents Project”. Dr. Li is currently a member of the Science and Technology Development Advisory Committee of Zhejiang Province (浙江省科技發展諮詢委員會委員), a member of the Academic Advisory Committee of Zhijiang Laboratory(之江實驗室學術諮詢委員會), chairman of the Image Information and Control Professional Committee of the Chinese Society of Biomedical Engineering (中國生物醫學工程學會圖像信息與控制專業委員會), and vice chairman of the Medical Imaging Professional Committee of the Chinese Society of Image and Graphics (中國圖象圖形學會醫學影像專業委員會). Dr. Li plays a leading role in several programs, such as the Key Program under the National Natural Science Foundation of China, the Key Program of Joint Fund for Regional Innovation under the National Natural Science Foundation of China, and the Special Program for Strategic Science and Technology Innovation cooperation under China’s National Key R&D Programs.

Dr. Li received his Ph.D. degree in Signal and Information Processing from Southeast University (東南大學) in China in November 1990.

Dr. Li will receive RMB100,000 per annum as allowance for his service as an independent non-executive Director, which was determined by the Board based on the recommendation by the Remuneration and Assessment Committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Mr. Ho Kin Cheong Kelvin (何建昌), aged 56, was appointed as an independent non-executive Director on April 21, 2021. He is primarily responsible for participating in the decision making for our Company’s significant events and advising on issues relating to corporate governance, audit and the remuneration and assessment of our Directors, Supervisors and senior management.

Mr. Ho has over 20 years of experience in finance and accounting, company secretary, initial public offering and debt restructuring areas. Mr. Ho worked at Grand Orient Holdings Limited (偉東集團有限公司) (stock code: 0106.HK) from June 1999 to October 2000, serving as the company secretary and chief financial officer. From December 2000 to November 2003, he worked for Hanny Magnetics Limited, a subsidiary of Hanny Holdings Limited (錦興集團有限公司) (currently known as Master Glory Group Limited) (stock code: 0275.HK) at which his last position was financial analyst. From January 2004 to September 2005, he worked for Friedmann Pacific Greater China Investments Limited (富泰大中華投資有限公司) (stock code: 1226.HK) as the company secretary and chief financial officer. From August 2006 to August 2008, he worked for Anhui Tianda Oil Pipes Company Limited (安徽天大石油管材有限公司) (stock code: 0839.HK) as company secretary and chief financial officer. From August 2008 to January 2010, he worked for FU JI Food and Catering Services Holdings Limited (福記食品服務控股有限公司) (currently known as Fresh Express Delivery Holdings Group Co., Limited) (stock code: 1175.HK) as company secretary and chief financial officer. From April 2010 to March 2012 and from May 2012 to December 2014, he worked for Greens Holdings Limited (格菱控股有限公司) (stock code: 1318.HK) at which his last position was company secretary and chief financial officer. From January 2016 to December 2017, he worked for Sand River Golf Club Limited (沙河高爾夫球會有限公司) as the company secretary and chief financial officer. From March 2019 to May 2020, he worked for Richly Field China Development Limited (裕田中國發展有限公司) (stock code: 0313.HK) as the company secretary and chief financial officer. From August 2020 to January 2022, Mr. Ho has been the company secretary and chief financial officer of China Wood International Holding Co., Limited (中木國際控股有限公司) (stock code: 1822.HK).

Mr. Ho was an independent non-executive director of Cheung Tai Hong Holdings Limited (currently known as ITC Properties Group Limited) (祥泰行集團有限公司) (stock code: 0199.HK) from October 2001 to May 2003 and a non-executive director of HongDa Financial Holding Limited (currently known as China Wood International Holding Co., Limited) (stock code: 1822.HK) (弘達金融控股有限公司) from April 2016 to April 2017. From August 2018 to February 2022, Mr. Ho has been an independent non-executive director of CECEP COSTIN New Materials Group Limited (In Provisional Liquidation) (中國節能海東青新材料集團有限公司) (“CECEP COSTIN”) (stock code: 2228.HK). Based on published information, CECEP COSTIN received a winding up petition and a summons for the appointment of joint provisional liquidators dated October 2017. Mr. Ho’s appointment was made subsequent to the winding up petition against CECEP COSTIN and he was appointed by the joint provisional liquidators to meet the relevant requirements under the Listing Rules. In February 2022, the listing status of CECEP COSTIN was cancelled by the Hong Kong Stock Exchange. From July 2020 to November 2022, Mr. Ho was an independent non-executive director of Rosan Resources Holdings Limited (融信資源控股有限公司) (stock code: 0578.HK). Since August 2020, he has been an independent non-executive director of Green Leader Holdings Group Limited (綠領控股集團有限公司) (stock code: 0061.HK). Since October 2020, he has been an independent non-executive director of Yadong Group Holdings Limited (亞東集團控股有限公司) (stock code: 1795.HK) and JW (Cayman) Therapeutics Co. Ltd (藥明巨諾(開曼)有限公司) (stock code: 2126.HK). Notwithstanding the above appointments as independent non-executive director, Mr. Ho confirmed that he will devote sufficient time to act as an independent non-executive Director of our Company. In addition, Mr. Ho acting as

independent non-executive director is neither a full-time member of the above-mentioned listed companies nor involved in day-to-day operations or management of the above-mentioned listed companies, and as such he has no executive or management responsibility.

Mr. Ho was admitted as an associate member of the Hong Kong Society of Accountants (currently known as The Hong Kong Institute of Certified Public Accountants) in June 1997 and a fellow member of The Association of Chartered Certified Accountants in the United Kingdom in April 2002. He has passed the Securities Broker Examination of The Stock Exchange of Hong Kong Limited in March 2000.

Mr. Ho obtained a bachelor degree of business administration from Hong Kong Baptist College (currently known as Hong Kong Baptist University) in Hong Kong in November 1990.

Mr. Ho will receive HK\$220,000 per annum as allowance for his service as an independent non-executive Director, which was determined by the Board based on the recommendation by the Remuneration and Assessment Committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Ms. Wang Chunfeng (王春鳳), aged 41, was appointed as an independent Director of our Company in October 2020 and re-designated as an independent non-executive Director in April 2021. She is primarily responsible for participating in the decision making for our Company's significant events and advising on issues relating to corporate governance, audit and the remuneration and assessment of our Directors, Supervisors and senior management.

Ms. Wang served successively as the supervisor, securities affairs representative and the director of the administrative management center of Enjoyor Co., Ltd. (銀江股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 300020) from September 2007 to July 2010. Since 2010, she has been working at Yinjiang Incubator Co., Ltd. (銀江孵化器股份有限公司) and she previously served as the chief executive officer and currently holds the position of vice chairperson.

Ms. Wang received a master's degree in business administration from Lanzhou University of Technology (蘭州理工大學) in the PRC in December 2015. She was granted the third prize of Hangzhou Science and Technology Progress Award (杭州市科技進步三等獎) by Hangzhou Science and Technology Bureau (杭州市科學技術局) in October 2011.

Ms. Wang will receive RMB100,000 per annum as allowance for her service as an independent non-executive Director, which was determined by the Board based on the recommendation by the Remuneration and Assessment Committee of the Company with reference to her qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Dr. Cheng Hua (程華), aged 58, was appointed as an independent non-executive Director of our Company in December 2022. His main responsibility is to participate in the decision making of major events of the Company and to provide advice on corporate governance, audit and remuneration and evaluation of Directors, Supervisors and senior management.

Dr. Cheng acted as the deputy director of Institute of Science and Technology, Zhejiang Sci-Tech University from November 2005 to November 2016, the director of School of Economics and Management, Zhejiang Sci-Tech University from December 2016 to December 2020, and an instructor of Department of Business Management, Zhejiang Sci-Tech University from December 2020. Since December 2020, Dr. Cheng has been working as an independent director of Zhejiang Xingxing Refrigeration Co., Ltd.

Dr. Cheng was awarded a bachelor's degree in management engineering in July 1986 by Donghua University (formerly known as China Textile University), a master's degree in business management in March 1992 by Shanghai University of Finance and Economics, and a doctoral degree in agricultural economics and management in March 2004 by School of Management, Zhejiang University.

Dr. Cheng will receive RMB100,000 per annum as allowance for his service as an independent non-executive Director, which was determined by the Board based on the recommendation by the Remuneration and Assessment Committee of the Company with reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Upon receiving the necessary Shareholders' approval in respect of their proposed election as Directors, each of the Directors proposed to be elected is expected to enter into a service contract and/or letter of appointment with the Company, and continue to serve as a Director for such term until the second session of the Board expires.

Saved as disclosed above, each of the Directors proposed to be elected has confirmed that, as at the Latest Practicable Date, he or she (i) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, or other major appointments and professional qualifications; (ii) was not related to any Directors, Supervisors, senior management or substantial Shareholders of the Company; (iii) was not interested in any other Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); and (iv) did not hold any other position with the Company or other members of the Group.

Biographical details of candidates as Supervisors (other than employee representative Supervisor) for the second session of the Supervisory Committee are set out below:

Mr. Lyu Cheng (呂承), aged 35, is a shareholders' representative Supervisor. Mr. Lyu joined our Group in October 2020 as a Supervisor. He is primarily responsible for supervising the performance of our Directors and members of senior management and performing other supervisory duties as a Supervisor.

Mr. Lyu has been successively serving as the investment manager and investment director of LYZZ Capital (上海醴澤投資管理有限公司), an investment company, since February 2017, where he was responsible for investment matters.

Mr. Lyu received a bachelor's degree in business administration from Glion Institute of Higher Education in Switzerland in May 2012 and a master's degree in tourism administration from George Washington University in the United States in May 2015.

Mr. Lyu will not receive any remuneration for his appointment as a Supervisor from the Company.

Mr. Zhao Zhiheng (趙志恆), aged 40, is a shareholders' representative Supervisor. Mr. Zhao joined our Group in August 2013 as the manager of purchasing department. He is primarily responsible for supervising the performance of our Directors and members of senior management and performing other supervisory duties as a Supervisor.

Prior to joining our Group, he was the sole proprietor of Hangzhou Shangcheng District Xiuyushanju Handicraft Shop (杭州市上城區秀玉山居工藝品店) from January 2010 to December 2012. Mr. Zhao served as the purchasing manager of the Company from August 2013 to October 2020. Since October 2020, he has been serving as a Supervisor and the purchasing manager of the Company. Mr. Zhao has been serving as the Supervisor of Hangzhou Jienuotong Technology Materials Co., Ltd. (杭州捷諾通科技材料有限公司) (a wholly-owned subsidiary of the Company) since November 2021. Since February 2023, he has been serving as the Supervisor of Hangzhou MicroTech Medical Electronics Co., Ltd. (杭州微泰醫療電子有限公司) (a wholly-owned subsidiary of the Company).

Mr. Zhao graduated from Zhejiang University City College (浙江大學城市學院) in the PRC with a major in financial analysis in February 2007. He obtained his bachelor's degree in logistics management from Huazhong University of Science and Technology (華中科技大學) in the PRC in July 2019.

Mr. Zhao will not receive any remuneration for his appointment as a Supervisor from the Company.

Upon receiving the necessary Shareholders' approval in respect of their proposed election as Supervisors, each of the Supervisors proposed to be elected is expected to enter into a service contract with the Company, and continue to serve as a Supervisor for such term until the second session of the Supervisory Committee expires.

Saved as disclosed above, each of the Supervisors proposed to be elected has confirmed that, as at the Latest Practicable Date, he (i) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, or other major appointments and professional qualifications; (ii) was not related to any Directors, Supervisors, senior management or substantial Shareholders of the Company; (iii) was not interested in any other Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); and (iv) did not hold any other position with the Company or other members of the Group.

Details of the Proposed Amendments to the Articles of Association are set out below:

No.	Before Amendment	After Amendment (Revision)
Article 9	<p>The Articles of Association have been considered and approved at the general meeting of the Company and shall become effective from the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed on the Hong Kong Stock Exchange. The original Articles of Association of the Company shall be invalidated automatically from the effective date of the Articles of Association.</p>	<p>The Articles of Association have been considered and approved at the general meeting of the Company with immediate effect. The original Articles of Association of the Company shall be invalidated automatically from the effective date of the Articles of Association.</p>
Article 14	<p>The Company shall maintain ordinary shares at all times. Subject to the approval of the company approving department authorised by the State Council, the Company may set up other kinds of shares as required.</p>	
Article 16	<p>The shares of the Company shall take the form of stock. The share certificates issued by the Company shall each have a par value of RMB1.</p>	<p>The shares of the Company shall take the form of stock. The share certificates issued by the Company shall each have a par value, <u>denominated in RMB</u>.</p>
Article 17	<p>Subject to the approval by the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and overseas investors.</p>	<p>The Company may issue shares to domestic investors and overseas investors <u>according to the law</u>.</p>

No.	Before Amendment	After Amendment (Revision)
Article 18	<p>Shares that the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares that are listed overseas shall be referred to as overseas listed foreign shares.</p>	<p>Shares that the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares that are listed overseas shall be referred to as overseas listed foreign shares.</p>
	<p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions that are recognized by the foreign exchange authority of the PRC and that can be used to pay the share price to the Company.</p>	<p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions that are recognized by the foreign exchange authority of the PRC and that can be used to pay the share price to the Company.</p>
	<p>Foreign shares issued by the Company that are listed in Hong Kong shall be referred to as H shares. H shares are shares that have been approved for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in foreign currencies.</p>	<p>Foreign shares issued by the Company that are listed in Hong Kong shall be referred to as H shares. H shares are shares that have been approved for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in foreign currencies.</p>
	<p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>	<p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>

No.	Before Amendment	After Amendment (Revision)
	<p>Subject to the approval of the securities regulatory authorities of the State Council, shareholders of the Company may transfer all or part of the unlisted shares they hold to foreign investors and list and trade the unlisted shares on an overseas stock exchange, and may also convert all or part of the unlisted shares they hold into overseas listed shares and arrange for the listing and trading of these shares on an overseas stock exchange. Listing and trading of the aforesaid transferred or converted shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market. No approval of a shareholders' general meeting or meeting of class shareholders is required for the listing and trading of such transferred shares on overseas stock exchange, or all or part of the unlisted shares held by the shareholders of the Company being converted into overseas listed shares and listed and traded on the overseas stock exchange. The Company's unlisted shares, upon being listed and traded on the overseas stock exchange, shall belong to the same class of shares as the original overseas listed shares.</p> <p>Ordinary shareholders of domestic shares and foreign shares of the Company shall have the same rights in any distribution made by dividends or other forms.</p>	<p>Shareholders of the Company may <u>lawfully</u> transfer all or part of the unlisted shares they hold to foreign investors and list and trade the unlisted shares on an overseas stock exchange, and may also <u>lawfully</u> convert all or part of the unlisted shares they hold into overseas listed shares and arrange for the listing and trading of these shares on an overseas stock exchange. Listing and trading of the aforesaid transferred or converted shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market. No shareholders' general meeting is required for the listing and trading of such transferred shares on overseas stock exchange, or all or part of the unlisted shares held by the shareholders of the Company being converted into overseas listed shares and listed and traded on the overseas stock exchange.</p> <p>Ordinary shareholders of domestic shares and foreign shares of the Company shall have the same rights in any distribution made by dividends or other forms.</p>

No.	Before Amendment	After Amendment (Revision)
Article 19	<p>Subject to the approval of the company approving department authorized by the State Council, the total number of ordinary shares issued by the Company was 360,000,000 shares. The total number of ordinary shares issued by the Company upon incorporation was 83,022,715 shares, all of which were subscribed for by promoters upon the establishment of the Company. The total number of ordinary shares of the Company after the additional issuance in November 2020 was 95,195,805 shares. The total number of ordinary shares of the Company after the conversion of capital reserve to share capital in December 2020 was 360,000,000 shares.</p>	
Article 20	<p>Upon completion of the initial public offering of overseas listed foreign shares (H Shares) and the over-allotment, the share capital of the Company is 425,742,600 shares, the capital structure shall comprise of: 286,473,574 domestic shares, 73,526,426 non-overseas listed foreign shares and 65,742,600 overseas listed foreign shares.</p>	
Article 21	<p>With the plan for issuing overseas listed foreign shares and domestic shares by the Company approved by the securities regulatory authority of the State Council, the Board of Directors of the Company may arrange for the implementation of such plan by means of separate issuances.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 22	<p>The plan of the Company to separately issue overseas listed foreign shares and domestic shares in accordance with the provisions of the preceding paragraph may be implemented separately within 15 months from the date of approval by the securities regulatory authority of the State Council or within the period prescribed by the relevant applicable regulations.</p>	
Article 27	<p>Where the Company issues overseas listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plan, every such issue shall be fully subscribed for in one time. If it is impossible for the shares to be fully subscribed for at one time for special reasons, the shares may be issued by several times upon approval by the securities regulatory authority of the State Council.</p>	
	<p>The Company may repurchase its shares by any of the following methods:</p> <ul style="list-style-type: none"> <li data-bbox="408 1364 874 1464">(I) issuance to all the shareholders of a buyback offer on a pro rata basis; <li data-bbox="408 1513 874 1576">(II) buyback through open transaction on a stock exchange; <li data-bbox="408 1625 874 1689">(III) buyback by agreement outside a stock exchange; or <li data-bbox="408 1738 874 1953">(IV) by other means as permitted by the laws, administrative regulations, listing rules of the place where the securities of the Company are listed and the relevant competent authorities. 	

No.	Before Amendment	After Amendment (Revision)
Article 28	<p>A prior approval shall be obtained from the shareholders' general meeting in respect of any share repurchase by the Company through agreement outside a stock exchange in accordance with the provisions of the Articles of Association. After the shareholders' general meeting giving its prior approval in the same way, the Company may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts.</p>	<p>The aforesaid contract to repurchase shares includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Company shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p> <p>Where the Company has redeemable shares and has the right to repurchase the redeemable shares, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are made by tender, tenders shall be available to all Shareholders alike.</p>

No.	Before Amendment	After Amendment (Revision)
Article 29	<p>The Company purchasing its own shares under any of the circumstances set forth in sub-paragraphs (I) and (II) of Article 26 hereof shall be subject to a resolution of the shareholders' general meeting. The Company purchasing its own shares under any of the circumstances set forth in sub-paragraphs (III), (V) and (VI) of Article 26 hereof may be subject to a resolution of a meeting of the Board of Directors at which more than two-thirds of Directors are present. The shares repurchased according to Article 26 hereof under the circumstance stipulated in sub-paragraph (I) shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the repurchase of shares is made under the circumstances stipulated in either sub-paragraph (II) or sub-paragraph (IV). In the event of the circumstances set out in sub-paragraphs (III), (V) and (VI), the total shares held by the Company shall not exceed 10% of the total shares issued by the Company, and shall be assigned or deregistered within three years.</p>	<p>The Company purchasing its own shares under any of the circumstances set forth in sub-paragraphs (I) and (II) of <u>Article 21</u> hereof shall be subject to a resolution of the shareholders' general meeting. The Company purchasing its own shares under any of the circumstances set forth in sub-paragraphs (III), (V) and (VI) of <u>Article 21</u> hereof may be subject to a resolution of a meeting of the Board of Directors at which more than two-thirds of Directors are present. The shares repurchased according to <u>Article 21</u> hereof under the circumstance stipulated in sub-paragraph (I) shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the repurchase of shares is made under the circumstances stipulated in either sub-paragraph (II) or sub-paragraph (IV). In the event of the circumstances set out in sub-paragraphs (III), (V) and (VI), the total shares held by the Company shall not exceed 10% of the total shares issued by the Company, and shall be assigned or deregistered within three years.</p>

No.	Before Amendment	After Amendment (Revision)
Article 30	<p>After the repurchase of shares according to law, the Company shall deregister or transfer the said shares before the deadline specified by the laws and administrative regulations if the shares should be deregistered according to law, and shall apply for the change of the registered capital registered with the original company registration authority after deregistration of the shares.</p> <p>The aggregate par value of those deregistered shares shall be deducted from the Company's registered capital.</p> <p>Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to the repurchase of its issued shares:</p> <p>(I) Where the Company repurchases its shares at par value, payment shall be deducted from the book balance of distributable profits of the Company or from the proceeds from any issue of new shares made for the purpose of the repurchase;</p> <p>(II) Where the Company repurchases its shares at a price higher than the par value, the part equivalent to the par value shall be deducted from the book balance of distributable profits of the Company or from the proceeds from any issue of new shares made for the purpose of the repurchase; the part above the par value shall be processed as follows:</p>	<p>After the repurchase of shares according to law, the Company shall deregister or transfer the said shares before the deadline specified by the laws and administrative regulations if the shares should be deregistered according to law, and shall apply for the change of the registered capital registered with the original company registration authority after deregistration of the shares.</p>

No.	Before Amendment	After Amendment (Revision)
	1. If the shares being repurchased were issued at par value, payment shall be deducted from the book balance of distributable profits of the Company;	
	2. If the shares being repurchased were issued at a price higher than the par value, payment shall be deducted from the book balance of distributable profits of the Company or from the proceeds of any issue of new shares made for the purpose of the repurchase; provided that the amount deducted from the proceeds of the issuance of new shares shall neither exceed the aggregate amount of premiums obtained at the time of issuance of the shares repurchased nor the amount (including the premium from the issuance of new shares) in the Company's premium account (or capital reserve account) at the time of the repurchase;	
	(H) The Company shall make the following payments out of the Company's distributable profits:	
	1. acquisition of the right to repurchase its shares;	
	2. variation of any contract to repurchase of its shares;	

No.	Before Amendment	After Amendment (Revision)
Article 31	<p data-bbox="469 272 874 378">3. release of its obligations under any contract to repurchase of its shares.</p> <p data-bbox="408 427 874 863">(IV) After the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant regulations; the amount deducted from the distributable profits for payment of the par value of shares that have been repurchased shall be credited to the Company's share premium account (or capital reserve account).</p> <p data-bbox="408 910 874 1427">Unless otherwise provided by laws, administrative regulations and listing rules of the place where the securities of the Company are listed; the shares of the Company that have been fully paid for shall not be subject to any restrictions in respect of the right of assignment, can be transferred freely and are not subject to any lien. Transfer of overseas listed foreign shares listed in Hong Kong shall be registered with the Hong Kong-based share registrar entrusted by the Company.</p>	<p data-bbox="919 910 1385 1278"><u>Shares of the Company held by promoters are not allowed to be transferred within one year from the date of the establishment of the Company. No transfer of the shares of the Company issued before its public offering shall be made within one year from the date on which the shares of the Company are listed and traded on the stock exchange.</u></p> <p data-bbox="919 1327 1385 1951"><u>The directors, supervisors and other senior management of the Company shall report to the Company their shareholdings and the changes thereof, and shall not transfer in a given year during their terms of office more than 25% of the total number of shares of the Company held by them, the shares of the Company held by them shall not be transferred within one year from the day on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer the shares of the Company held by them within six months from the date of their resignations.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 32	<p>All overseas listed foreign shares that have been fully paid for and listed on the Hong Kong Stock Exchange may be assigned freely in accordance with the Article of Association; however, the Board of Directors may refuse to accept any assignment documents without stating any reasons unless the following conditions are satisfied:</p> <p>(I) transfer document and other documents that are relevant with the ownership of any Shares or will affect the ownership of Shares must be registered. The fees in respect of the registration must be paid to the Company in accordance with the charging standards specified in Hong Kong Listing Rules and shall not exceed the maximum fee specified in Hong Kong Listing Rules from time to time;</p> <p>(II) the instrument of transfer only involves the overseas listed foreign shares listed in Hong Kong Stock Exchange;</p> <p>(III) the stamp duty payable on the instrument of transfer required by the laws of Hong Kong has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board of Directors showing that the transferor has the right to transfer such shares shall be provided;</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>(V) if the shares are to be transferred to joint holders, the number of joint shareholders shall not exceed four;</p> <p>(VI) the Company does not have any lien over the relevant shares.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Company shall provide the transferor and the transferee with a notice of refusal in relation to registration of shares within two months from the formal application for registration.</p>	
Article 33	<p>All transfers of H shares shall be effected by transfer instrument in writing in a general or common form or in any other form acceptable to the Board, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. The transfer instrument may be signed by hand or stamped with the Company's seal (where the transferor or transferee is a corporation) only. If the transferor or transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong (hereinafter referred to as "Recognized Clearing House") or its nominee, the transfer instrument may be signed by authorization or in printed form.</p> <p>All the transfer instruments shall be kept at the legal address of the Company or an address designated by the Board from time to time.</p>	

No.	Before Amendment	After Amendment (Revision)
Section 4	Financial Assistance for the Acquisition of Shares of the Company	
Article 35	<p>The Company or its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company. The aforesaid person acquiring shares of the Company includes a person who has directly or indirectly incurred any obligations as a result of the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, by any means at any time, provide financial assistance to the aforesaid person for the purpose of reducing or discharging his obligations.</p> <p>This Article shall not apply to the circumstances specified in Article 37 in this Chapter.</p>	
Article 36	<p>The financial assistance referred to in this Chapter includes, but is not limited to, the following:</p> <p>(I) Gifts;</p> <p>(II) Guarantees (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor); indemnity (other than indemnity arising from the Company’s own default) or release or waiver of any rights;</p>	

No. Before Amendment After Amendment (Revision)

~~(III) Provision of loans or any entering into other agreements under which the obligations of the Company are to be fulfilled before the obligations of another party, and a change in parties to, or the assignment of rights arising under, such loan or agreement; and~~

~~(IV) Any other kind of financial assistance provided by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.~~

~~For the purpose of this Chapter, the expression “assumption of obligations” includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether or not such contract or arrangement is enforceable, and irrespective of whether or not such obligations are to be borne by the obligor solely or jointly with other persons), or by any other means which results in a change in his financial position.~~

No.	Before Amendment	After Amendment (Revision)
Article 37	<p>The following activities shall not be deemed to be activities as prohibited in Article 35 of this Chapter:</p> <ul style="list-style-type: none"><li data-bbox="408 421 874 832">(I) The provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares of the Company, or the giving of financial assistance is an incidental part of the overall plan of the Company;<li data-bbox="408 874 874 938">(II) The lawful distribution of the Company's assets as dividends;<li data-bbox="408 981 874 1044">(III) The allotment of bonus shares as dividends;<li data-bbox="408 1087 874 1310">(IV) The reduction of registered capital, repurchase of shares or reorganization of share capital structure of the Company effected in accordance with the Articles of Association;<li data-bbox="408 1353 874 1730">(V) The lending of money by the Company for normal business activities within its scope of business, provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided from the distributable profits of the Company; and	

No.	Before Amendment	After Amendment (Revision)
Article 38	<p>(VI) The contributions made by the Company to the employee share ownership schemes, provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided from the distributable profits of the Company.</p>	
	<p>Share certificates of the Company shall be in registered form.</p>	<p>Share certificates of the Company shall be in registered form.</p>
	<p>Matters to be specified in the Company’s shares shall include:</p>	<p>Matters to be specified in the Company’s shares shall include:</p>
	<p>(I) name of the Company;</p>	<p>(I) name of the Company;</p>
	<p>(II) date of incorporation of the Company;</p>	<p>(II) date of incorporation of the Company;</p>
	<p>(III) category of share, par value and number of shares represented;</p>	<p>(III) category of share, par value and number of shares represented;</p>
	<p>(IV) share certificate number; and</p>	<p>(IV) share certificate number; and</p>
	<p>(V) other particulars that are required to be specified by the Company Law and the stock exchange where the securities of the Company are listed.</p>	<p>(V) other particulars that are required to be specified by the Company Law and the stock exchange where the securities of the Company are listed.</p>
	<p>The Company may issue overseas listed foreign shares in the form of foreign depository receipts or other derivatives of shares in accordance with the laws of the place where the Securities of the Company are listed and the practice of securities registration and deposit.</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>During the time the Company's H shares remain listed on the Hong Kong Stock Exchange the Company shall ensure that all listing documents and ownership documents (including H share certificates) relating to its securities listed on Hong Kong Stock Exchange include the statements stipulated below, and shall instruct and procure its share registrar not to register the subscription purchase or transfer of any of its shares in the name of any particular holder unless and until such individual holder submits to the share registrar a signed form in respect to such shares which bear statements to the following effect:</p>	
	<p>(I) The acquirer of the shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with Company Law and other relevant laws, administrative regulations and the Articles of Association;</p>	

No.	Before Amendment	After Amendment (Revision)
(H)	<p>The acquirer of the shares agrees with the Company, each shareholder, director, supervisor, general manager and other senior management officer of the Company, and the Company acting for itself and for each director, supervisor, general manager and other senior management officer agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations conferred or imposed by Company Law or other relevant laws or administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any referral to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. The arbitration shall be final.</p>	
(HI)	<p>The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof;</p>	

No.	Before Amendment	After Amendment (Revision)
Article 39	<p>(IV) The acquirer of shares authorizes the Company to enter into a contract on his behalf with each director and senior management officer whereby such directors and senior management officers undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>	<p>The share certificates shall be signed by the chairman of the Board of Directors. Where the stock exchange on which the Securities of the Company are listed requires the share certificates to be signed by other senior management officers of the Company, the share certificates shall also be signed by other relevant senior management officers. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed or printed with the Company's seal under the authorization of the directors. The signature of the chairman of the Board of Directors or other relevant senior management officer of the Company on the share certificates may also be in printed form. In the event of paperless issuance and trading of the shares of the Company, other requirements stipulated by the securities regulatory authorities and stock exchanges of the places where the shares of the Company are listed shall apply.</p>

No.	Before Amendment	After Amendment (Revision)
Article 40	The Company shall maintain a register of members and register the following particulars: (I) The name, address (residence); occupation or nature of each shareholder; (II) The class and number of shares held by each shareholder; (III) The amount paid or payable in respect to shares held by each shareholder; (IV) The serial numbers of the shares held by each shareholder; (V) The date on which each shareholder was registered as a shareholder; and (VI) The date on which each shareholder ceased to be a shareholder.	The Company shall maintain a register of members and register the following particulars: (I) The name, <u>and</u> address (residence) of each shareholder; (II) The number of shares held by each shareholder; (III) The serial numbers of the shares held by each shareholder; <u>and</u> (IV) The date on which each shareholder <u>received the shares.</u>

No.	Before Amendment	After Amendment (Revision)
	The register of members shall be the sufficient evidence for the shareholders' shareholding in the Company, unless there is evidence to the contrary.	<u>The Company shall keep a register of members according to the certificates provided by the securities registration authority, and such register of members shall be the sufficient evidence for the shareholders' shareholding in the Company.</u>
	Subject to compliance with the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of members.	Where two or more persons are registered as joint holders of any share, they shall be deemed as joint owners of such share and subject to the following restrictions: ...
	Any assignment and transfer of stocks must be registered in the register of members.	
	Where two or more persons are registered as joint holders of any share, they shall be deemed as joint owners of such share and subject to the following restrictions: ...	

No.	Before Amendment	After Amendment (Revision)
Article 41	<p>The Company may, in accordance with any understanding or agreements between the securities regulatory authority of the State Council and overseas securities regulatory organisations, keep its original copy of the register of holders of overseas-listed foreign shares outside China and entrust overseas agent(s) to manage such register. The original copy of the register of holders of overseas-listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares at the Company's corporate domicile. The appointed overseas agent shall ensure consistency between the original and the duplicate register of the holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original copy and the duplicate register of the holders of overseas-listed foreign shares, the original copy shall prevail.</p>	<p>The Company may, in accordance with any understanding or agreements between the securities regulatory authority of the State Council and overseas securities regulatory organisations, keep its original copy of the register of holders of overseas-listed foreign shares outside China and entrust overseas agent(s) to manage such register. The original copy of the register of holders of overseas-listed foreign shares listed in Hong Kong shall be kept in Hong Kong, <u>in which case such register of members may be available to the shareholders for inspection, provided that the Company may close the register of members on terms equivalent to Section 632 of the Companies Ordinance.</u></p> <p>The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares at the Company's corporate domicile. The appointed overseas agent shall ensure consistency between the original and the duplicate register of the holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original copy and the duplicate register of the holders of overseas-listed foreign shares, the original copy shall prevail.</p>

No.	Before Amendment	After Amendment (Revision)
Article 42	<p data-bbox="408 274 874 342">The Company shall maintain a complete register of members.</p> <p data-bbox="408 389 874 457">The register of members shall include the following parts:</p> <p data-bbox="408 504 874 719">(I) The register of members kept at the Company's corporate domicile (other than those registers of shareholders as described in sub-paragraphs (II) and (III) of this Article);</p> <p data-bbox="408 763 874 978">(II) The register of members of overseas-listed foreign shares of the Company kept at the place where the overseas stock exchange on which the shares are listed is located; and</p> <p data-bbox="408 1023 874 1204">(III) The register of members kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company's shares.</p>	
Article 43	<p data-bbox="408 1251 874 1689">Different parts of the register of members shall not duplicate one another. No transfer of the shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register of members. Alteration or rectification of each part of the register of members shall be carried out in accordance with the laws of the place where such part of the register of members is maintained.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 44	No changes due to the transfer of shares may be made to the register of members within 4 days prior to the date of a shareholders' general meeting or within 5 days before the record date set by the Company for the purpose of distribution of dividends.	
Article 45	Where the Company convenes a shareholders' general meeting, distributes dividends, liquidates, or carries out other activities that require the determination of <u>shareholdings</u> , the Board of Directors shall set a date for registration of the shareholding. Upon close of such date, the shareholders whose name appear on the register shall be the shareholders of the Company.	Where the Company convenes a shareholders' general meeting, distributes dividends, liquidates, or carries out other activities that require the determination of <u>shareholders' identities</u> , the Board of Directors or the convener of a shareholders' general meeting <u>determines</u> shall set a date for registration of the shareholding. <u>After the closing hours on</u> such date, the shareholders whose name appear on the register shall be the shareholders <u>entitled to relevant interests</u> .
Article 46	Any person who requests to have his/her name entered to, or removed from the register of members may apply to the relevant court of authority for rectification of the register of members.	

No.	Before Amendment	After Amendment (Revision)
Article 47	<p>Any shareholder who is registered in, or any person who requests to have his name entered in, the register of members may, if his share certificates (“Original Certificates”) are lost, apply to the Company for a replacement share certificate in respect to such shares (“Relevant Shares”).</p>	<p>If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the relevant requirements of Company Law.</p> <p>If a holder of overseas-listed foreign shares loses his share certificates and applies for their replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange, as well as other relevant regulations of the place where the original copy of the register of holders of overseas-listed foreign shares is kept.</p>

No.	Before Amendment	After Amendment (Revision)
	<p>If a holder of overseas-listed foreign shares listed in Hong Kong loses his share certificates and applies for their replacement, the issue of replacement certificates to that holder shall comply with the following requirements:</p>	
	<p>(I) The applicant shall submit an application in standard form as prescribed by the Company accompanied by a notarial document or statutory declaration. The notarial document or statutory declaration shall specify the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect to the Relevant Shares.</p>	
	<p>(II) No statement has been received by the Company from any person other than the applicant for having his name registered as a holder of the Relevant Shares before the Company comes to a decision to issue the replacement certificates.</p>	

No.	Before Amendment	After Amendment (Revision)
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~~(III) The Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board of Directors. The announcement shall be made at least once every 30 days over a period of 90 days.~~

~~(IV) The Company shall, prior to the publication of the announcement of its intention to issue a replacement certificate, deliver to the stock exchange a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from the stock exchange that the announcement has been exhibited at its premises. The announcement shall be exhibited at the premises of the stock exchange for a period of 90 days.~~

~~In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered holder a copy of the announcement to be published.~~

No.	Before Amendment	After Amendment (Revision)
(V)	<p>If, upon expiration of the 90-day period for announcement and exhibition referred to in sub-paragraphs (III) and (IV) of this Article, the Company has not received from any person any objection to the issuance of replacement certificates, the Company may issue replacement certificates to the applicant according to his application.</p>	
(VI)	<p>Where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and replacement issue into the register of members accordingly.</p>	
	<p>All expenses relating to the cancellation of an Original Certificate and the issuance of a replacement certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable undertaking is provided by the applicant therefor.</p>	
Article 48	<p>Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforesaid replacement certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of members.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 49	<p>The Company shall not be liable to any person for any damages caused by the cancellation of the Original Certificate or the issuance of the replacement certificate, unless the claimant is able to prove that the Company has acted fraudulently.</p>	
Article 50	<p>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. All classes of shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other form.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise prejudice any of the rights attaching to any shares of the Company only by reason that persons who are interested directly or indirectly therein have failed to disclose their interests in the Company.</p>	<p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise prejudice any of the rights attaching to any shares of the Company only by reason that persons who are interested directly or indirectly therein have failed to disclose their interests in the Company.</p>

No.	Before Amendment	After Amendment (Revision)
Article 51	The holders of ordinary shares of the Company shall be entitled to the following rights: (I) to receive dividends and other kinds of benefit distributions based on the number of shares held by them; (II) to require, convene, chair, attend or appoint a proxy to attend a shareholders' general meeting pursuant to the law and exercise the corresponding speaking rights and voting rights; (III) to supervise and manage the business operations of the Company, and to put forward suggestions and raise enquiries; (IV) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations and the Articles of Association;	The holders of ordinary shares of the Company shall be entitled to the following rights: (I) to receive dividends and other kinds of benefit distributions based on the number of shares held by them; (II) to require, convene, chair, attend or appoint a proxy to attend a shareholders' general meeting pursuant to the law and exercise the corresponding speaking rights and voting rights, <u>unless individual shareholders are required to abstain from voting on separate matters in accordance with applicable laws and regulations or the Hong Kong Listing Rules</u> ; (III) to supervise and manage the business operations of the Company, and to put forward suggestions and raise enquiries; (IV) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations and the Articles of Association;

No.	Before Amendment	After Amendment (Revision)
	<p data-bbox="405 272 877 417">(V) to obtain related information in accordance with provisions of the Articles of Association, including:</p> <ol data-bbox="469 463 877 719" style="list-style-type: none"><li data-bbox="469 463 877 566">1. obtaining the copies of the Article of Association after paying relevant costs;<li data-bbox="469 612 877 719">2. reviewing and copying the following documents after paying reasonable <p data-bbox="528 761 877 825">(1) copies of the register of members;</p>	<p data-bbox="916 272 1388 642">(V) <u>to inspect these Articles of Association, the register of members, counterfoils of the Company's bonds, the minutes of shareholders' general meetings, the resolutions of meetings of the Board, the resolutions of meetings of the Supervisory Committee and the financial and accounting reports;</u></p> <p data-bbox="916 685 1388 868">(VI) upon termination or liquidation of the Company, participating in the distribution of the Company's residual assets based on their shareholding;</p> <p data-bbox="916 910 1388 1132">(VII) a shareholder who objects to the resolution on merger or division of the Company passed by a shareholders' general meeting may request the Company to acquire his/her/its shares; and</p> <p data-bbox="916 1174 1388 1387">(VIII) any other rights stipulated by laws, administrative regulations, departmental rules, listing rules of the place where the securities of the Company are listed and the Articles of Association.</p>

No.	Before Amendment	After Amendment (Revision)
	<p>(2) personal information of the directors, supervisors, general manager and other senior management personnel of the Company, including:</p>	
	<p>a) current and previous names and aliases;</p>	
	<p>b) principal address (domicile);</p>	
	<p>c) nationality;</p>	
	<p>d) full-time and all other part-time occupations and titles;</p>	
	<p>e) identification document and its number;</p>	
	<p>(3) a report showing the state of the issued share capital of the Company;</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>(4) reports showing the total par value, quantity, maximum and minimum prices paid for each class of shares repurchased by the Company since the end of the last fiscal year and the all the expenses paid by the Company for this purpose (subdivided by Domestic Shares and foreign shares (and H shares, if applicable));</p>	
	<p>(5) minutes of the shareholders' general meetings (only for Shareholders to inspect) and copies of special resolutions of the Company, copies of resolutions of meetings of the Board and the Supervisory Committee;</p>	
	<p>(6) the latest audited financial statements of the Company, and the reports of the Board, the accounting firm and the Supervisory Committee; and</p>	

No.	Before Amendment	After Amendment (Revision)
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~~(7) a copy of the latest annual inspection report already submitted to the Administration for Industry and Commerce or other competent authorities of PRC for filing;~~

~~The Company shall place documents referred to in the above subparagraphs (1) to (7) (other than subparagraph (2)) and any other applicable documents at the Company's Hong Kong address according to Hong Kong Listing Rules for public and Shareholders to inspect free of charge (except for minutes of shareholders' general meetings which are only for shareholders to inspect). The shareholders of the Company may also inspect the resolutions of meetings of the Board and the Supervisory Committee. If any shareholder requests to inspect the aforesaid relevant information or asks for relevant data, the said shareholder shall provide the Company with written documents evidencing the class and number of shares that he/she/it held in the Company, and the Company will provide the said information or data as required by the said shareholder upon authenticating his/her/its identity.~~

No.	Before Amendment	After Amendment (Revision)
	<p>(VI) upon termination or liquidation of the Company, participating in the distribution of the Company’s residual assets based on their shareholding;</p> <p>(VII) a shareholder who objects to the resolution on merger or division of the Company passed by a shareholders’ general meeting may request the Company to acquire his/her/its shares; and</p> <p>(VIII) any other rights stipulated by laws, administrative regulations, departmental rules, listing rules of the place where the securities of the Company are listed and the Articles of Association.</p>	
Article 55	<p>Holders of ordinary shares of the Company shall undertake the following obligations:</p> <p>(I) to comply with the Articles of Association;</p> <p>(II) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(III) not to make divestment unless in the circumstances stipulated by laws and regulations; and</p>	<p>Holders of ordinary shares of the Company shall undertake the following obligations:</p> <p>(I) to comply with <u>laws, administrative regulations, and</u> the Articles of Association;</p> <p>(II) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(III) not to make divestment unless in the circumstances stipulated by laws and regulations; and</p>

No.	Before Amendment	After Amendment (Revision)
	(IV) other obligations that shall be undertaken in accordance with the provisions of laws, administrative regulations, rules, normative documents, listing rules of the place where the securities of the Company are listed and the Articles of Association.	(IV) <u>not to abuse the shareholders' rights to harm the interests of the Company and its shareholders. There shall be no abuse of the Company's independent incorporated status and shareholders' limited liability to harm the interests of creditors of the Company;</u>
	A Shareholder shall not be liable to make further contribution to subsequent increase in share capital other than the terms agreed by the subscriber of the relevant shares on subscription.	(V) other obligations that shall be undertaken in accordance with the provisions of laws, administrative regulations, rules, normative documents, listing rules of the place where the securities of the Company are listed and the Articles of Association.
		<u>Should the shareholders abuse their rights to cause any losses to the Company or other shareholders, they shall be liable for legal claims. Should the shareholders of the Company abuse the Company's independent incorporated status and shareholders' limited liability for debt evasion that leads to serious damage to the benefits of creditors of the Company, they shall be held liable for the debts of the Company.</u>

No.	Before Amendment	After Amendment (Revision)
Article 56	<p data-bbox="408 272 874 676">In addition to the obligations imposed by the laws, administrative regulations or listing rules of the place where the securities of the Company are listed, the Controlling Shareholders, in exercising their power as a shareholder, shall not exercise their voting rights in a manner prejudicial to the interests of all or some part of the shareholders when making decision on the following matters:</p> <p data-bbox="408 725 874 868">(I) to relieve a Director or Supervisor of their responsibility to act honestly and in the best interests of the Company;</p> <p data-bbox="408 917 874 1208">(II) to approve the Directors or Supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company; and</p> <p data-bbox="408 1257 874 1691">(III) to approve the Directors or Supervisors (for their own account or for the account of other parties) to deprive another shareholder of his individual interest, including but not limited to any allocation right and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting in accordance with the Articles of Association.</p>	<p data-bbox="919 272 1382 527"><u>Shareholders who hold more than 5% of the total number of shares carrying voting rights and have charged the shares they hold shall report to the Company in writing on the day of the occurrence of the charge.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 57	<p>A Controlling Shareholder referred to in the preceding Article means a person who satisfies any one of the following conditions:</p> <p>(I) Such person acting on his own or in concert with other parties has the power to elect more than half of the directors;</p> <p>(II) Such person acting on his own or in concert with other parties has the power to exercise or control the exercise of 30% or more of the voting rights of the Company;</p> <p>(III) Such person acting on his own or in concert with other parties holds 30% or more of the outstanding shares of the Company; and</p> <p>Such person acting on his own or in concert with other parties has actual control over the Company in any other manner.</p>	<p><u>The controlling shareholders of the Company and the <i>de facto</i> controller shall not make use of their connected relationships to harm the benefits of the Company. For any infringement that leads to damage of the Company, the parties shall be held liable for such losses.</u></p> <p><u>The controlling shareholders of the Company and the <i>de facto</i> controller have fiduciary duties towards the Company and its public shareholders. The controlling shareholders shall exercise his rights as investors strictly in accordance with the laws. The controlling shareholders shall not damage the lawful rights of the Company and public shareholders through profit allocation, assets restructuring, external investment, use of capital and loan guarantee etc. They shall not jeopardise the interest of the Company and public shareholders by making use of their controlling status.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 63	<p>Shareholders requesting the convening of extraordinary general meetings or class shareholders' general meetings shall proceed in accordance with the procedures set forth below:</p> <p>(I) two or more Shareholders collectively holding 10% or more of the voting shares at the proposed meeting can sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall convene an extraordinary general meeting or a class meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid shareholdings shall be calculated as at the date on which the written request is made.</p>	<p>Shareholders requesting the convening of extraordinary general meetings shall proceed in accordance with the procedures set forth below:</p> <p>(I) two or more Shareholders collectively holding 10% or more of the voting shares at the proposed meeting can sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting and stating the subject of the meeting. The Board shall convene an extraordinary general meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid shareholdings shall be calculated as at the date on which the written request is made.</p>

No.	Before Amendment	After Amendment (Revision)
<p>(II) if the Board of Directors fails to issue a notice on the convening of meeting within 30 days upon the receipt of the aforesaid written request, the Shareholders who made such request may convene the meeting on their own within four months upon the Board of Directors having received such request. The convening procedures shall, to the extent possible, be identical to the procedures according which shareholders' general meetings are to be convened by the Board of Directors.</p>	<p>(II) if the Board of Directors fails to issue a notice on the convening of meeting within 30 days upon the receipt of the aforesaid written request, the Shareholders who made such request may convene the meeting on their own within four months upon the Board of Directors having received such request. The convening procedures shall, to the extent possible, be identical to the procedures according which shareholders' general meetings are to be convened by the Board of Directors.</p>	
	<p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and the Supervisory Committee to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owed by the Company to the delinquent directors.</p>	<p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and the Supervisory Committee to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owed by the Company to the delinquent directors.</p>
Article 71	<p>Notice of the shareholders' general meeting shall:</p> <p>(I) be given in writing;</p> <p>(II) specify the venue, date and duration of the meeting;</p> <p>(III) set out the matters to be discussed at the meeting;</p>	<p>Notice of the shareholders' general meeting shall:</p> <p>(I) be given in writing;</p> <p>(II) specify the venue, date and duration of the meeting;</p> <p>(III) set out the matters to be discussed at the meeting;</p>

No.	Before Amendment	After Amendment (Revision)
(IV)	<p>provide the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle shall include (but not be limited to) when proposals are made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or to effect any other reorganization of the Company, the specific conditions and contracts (if any) of the proposed transaction shall be provided, and the causes and consequences of any such proposals shall also be properly explained;</p>	<p>(IV) contain the full text of any special resolution proposed to be passed at the meeting;</p>
(V)	<p>disclose the nature and extent of the material interests, if any, of any director, supervisor, general manager and other senior management personnel in the matters to be discussed; and provide an explanation of the differences, if any, between the way in which the matter to be discussed will affect such director, supervisor, general manager and other senior management personnel in his/her capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p>	<p>(V) contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p>
(VI)	<p>contain the full text of any special resolution proposed to be passed at the meeting;</p>	<p>(VI) specify of the equity registration date of shareholders entitled to attend the shareholders' general meeting; and</p>

No.	Before Amendment	After Amendment (Revision)
	(VII) contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;	(VII) specify the time and place for lodging the power of attorney for the voting proxy for the meeting.
	(VIII) specify of the equity registration date of shareholders entitled to attend the shareholders' general meeting; and	
	(IX) specify the time and place for lodging the power of attorney for the voting proxy for the meeting.	
Article 75	Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (who may not be a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:	Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (who may not be a shareholder) as his proxy to attend and vote on his behalf. <u>In the case of a corporation, a proxy may be appointed to attend and vote at any general meeting of the Issuer, and such corporation shall be deemed to be present in person at any such meeting if a proxy so authorized is present thereat. A corporation may execute a proxy form under the hand of a duly authorized officer.</u>
	(I) such shareholder's right to speak at the general meeting;	
	(H) the right to demand a poll alone or jointly with others; and	
	(HI) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to vote by show of hands or on a poll; however, a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.	

No.	Before Amendment	After Amendment (Revision)
	<p>Where such shareholder is a recognized clearing house (or its nominee), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' general meeting or any class meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized. The authorization letter is signed by the persons authorized by the recognized clearing house. The person so authorized may attend the meeting and exercise the rights on behalf of the recognized clearing house (or its nominees) (without presenting evidence of their shareholding, notarized authorization and/or further proof showing their due authorization) as if such person were an individual shareholder of the Company.</p>	<p>Where such shareholder is a recognized clearing house (or its nominee), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' general meeting <u>and creditors' meeting</u>, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized. The authorization letter is signed by the persons authorized by the recognized clearing house. The person so authorized may attend the meeting and exercise the rights on behalf of the recognized clearing house (or its nominees) (without presenting evidence of their shareholding, notarized authorization and/or further proof showing their due authorization) as if such person were an individual shareholder of the Company.</p>

No.	Before Amendment	After Amendment (Revision)
Article 76	<p>Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the appointer or his agent entrusted in writing. Where the appointer is a legal person, the instrument shall be made under the seal of a legal person or under the hand of its director or duly authorized agent.</p>	<p><u>Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents or proofs that can identify them, as well as their stock account card. Proxies attending the meeting shall present their personal identity cards and the power of attorney of the shareholder.</u></p> <p><u>Corporate shareholders shall be represented by their legal representative or proxies appointed by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid proofs that can prove their identity as the legal representatives. Proxies attending the meeting shall present their personal identity cards or the written power of attorney lawfully issued by the legal representatives of such corporate shareholders.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 77	<p>The letter of authorization shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to convening of the meeting at which the proxy proposes to vote, or 24 hours before the time appointed for voting. Where the letter of authorization is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the letter of authorization, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making body shall attend the shareholders' general meeting of the Company as a representative of the appointer.</p>	<p><u>The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:</u></p> <ul style="list-style-type: none"> <u>(I) the name of the proxy;</u> <u>(II) whether the proxy has any voting right;</u> <u>(III) separate instructions for voting for or against or abstaining from voting on each and every issue under consideration included in the agenda of the general meeting;</u> <u>(IV) the date of issue and validity period of the power of attorney;</u> <u>(V) signature (or seal) of the appointer. If the appointer is a corporate shareholder, the corporate seal shall be affixed.</u>

No.	Before Amendment	After Amendment (Revision)
Article 78	<p>Where such shareholder is a recognized clearing house (or its nominee) as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong, it may authorize one or more persons as it deems fit to act as its proxy(ies) or representative(s) at any shareholders' general meeting or any class meeting, provided that, if more than one person is so authorized, the letter of authorization or power of attorney shall specify the number and class of shares involving each person is so authorized. The person so authorized may exercise the rights on behalf of the recognized clearing house (or its nominees) without presenting evidence of their shareholding, notarized authorization and/or further evidence of their duly authorization) as if such person were an individual shareholder of the Company.</p> <p>Any proxy form issued to a shareholder by the Board of Directors of the Company for appointing a proxy of shareholder shall be in such format as to allow the shareholder to freely instruct the proxy to vote "FOR" or "AGAINST" and to give separate instructions on each matter to be voted at the meeting. Such form shall contain a statement that the proxy may vote as he deems fit in the absence of the shareholder's instruction.</p>	<p><u>The power of attorney shall contain a statement that specifies whether the proxy may vote as he/she thinks fit in the absence of instructions by the shareholder.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 79	Where the appointer has died, became incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.	<u>Where the power of attorney for proxy voting is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, and the power of attorney for proxy voting shall be lodged at the address of the Company or such other place as specified in the notice convening the meeting.</u>
<u>Article 59</u>		<u>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board of Directors or other decision-making body shall attend the general meeting of the Company as a representative of the appointer.</u>
Article 90	<p>The following matters shall be resolved by way of ordinary resolutions at a shareholders’ general meeting:</p> <ul style="list-style-type: none"> (I) Work reports of the Board of Directors and the Supervisory Committee; (II) Plans for profit distribution and recovery of losses drafted by the Board of Directors; (III) Appointment or removal of members of the Board of Directors and the Supervisory Committee (except for staff representative supervisors), and their remuneration and method of payment thereof; 	<p>The following matters shall be resolved by way of ordinary resolutions at a shareholders’ general meeting:</p> <ul style="list-style-type: none"> (I) Work reports of the Board of Directors and the Supervisory Committee; (II) Plans for profit distribution and recovery of losses drafted by the Board of Directors; (III) <u>Appointment or removal of members of the Board of Directors and the Supervisory Committee, and their remuneration and method of payment thereof;</u>

No.	Before Amendment	After Amendment (Revision)
	<p>(IV) The Company's annual financial budgets and final accounts; balance sheets, income statements and other financial statements; and</p> <p>(V) Any matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be approved by special resolution.</p>	<p>(IV) The Company's annual financial budgets and final accounts; and</p> <p>(V) Any matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be approved by special resolution.</p>
Article 91	<p>The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) Issuance of debentures of the Company;</p> <p>(III) Demerger, merger, dissolution, liquidation or change in the form of the Company;</p>	<p>The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) Increase <u>and</u> reduction of the <u>registered</u> capital of the Company;</p> <p>(II) Demerger, <u>spin-off</u>, merger, dissolution or liquidation of the Company;</p> <p>(III) Amendments to the Articles of Association;</p>

No.	Before Amendment	After Amendment (Revision)
	(IV) Amendments to the Articles of Association;	(IV) <u>Equity incentive plan</u> ;
	(V) Any other matters approved by ordinary resolution at a shareholders’ general meeting as having a material impact on the Company and are required to be approved by a special resolution;	(V) Any other matters approved by ordinary resolution at a shareholders’ general meeting as having a material impact on the Company and are required to be approved by a special resolution;
	(VI) Any other matters required by the laws, administrative regulations, the Articles of Association and the listing rules of the place where the shares of the Company are listed to be approved by special resolution.	(VI) Any other matters required by the laws, administrative regulations, the Articles of Association and the listing rules of the place where the shares of the Company are listed to be approved by special resolution.
Article 92	Shareholders (including proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the shareholders’ general meeting. However, the shares of the Company held by the Company shall not be entitled to vote and such shares shall not be counted as part of the total number of shares entitled to vote at the shareholders’ general meeting.	Shareholders (including proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the shareholders’ general meeting.

No.	Before Amendment	After Amendment (Revision)
	Where any shareholder is, under applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the results.	Where any shareholder is, under applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted in the results.
	Shares of the Company held by the Company that carry no voting rights and such shares shall not be counted toward the total number of shares with voting rights held by shareholders attending the shareholders' general meeting.	Shares of the Company held by the Company that carry no voting rights and such shares shall not be counted toward the total number of shares with voting rights held by shareholders attending the shareholders' general meeting.
Article 96	<p>A resolution shall be decided on a show of hands at any shareholders' general meeting, unless, before or after a vote is carried out by a show of hands, a poll demanded by the following persons or required by relevant regulations of the securities regulatory authority of the place where the shares of the Company are listed:</p> <p>(I) the chairman of the meeting;</p> <p>(II) at least two shareholders with voting rights or their proxies; or</p> <p>(III) one or more shareholders (including their proxies) individually or collectively holding over ten percent (including ten percent) of voting shares at the meeting.</p>	<p><u>Any vote of shareholders at a general meeting shall be taken by poll except where the chairman, 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.</u></p>

No.	Before Amendment	After Amendment (Revision)
	<p>Unless a poll is demanded pursuant to the preceding provision, the chairman shall declare whether the resolution has been passed based on the results of showing of hands, and record the same in the minutes of meeting as conclusive evidence. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution.</p>	
	<p>The demand for a poll may be withdrawn by the person who demanded the same.</p>	
	<p>If a poll is demanded in accordance with the relevant regulations of the securities regulatory authority at the place where the shares of the Company are listed, the chairman of the meeting may make a decision in good faith to permit the resolution relating merely to procedures or administrative matters to be passed by show of hands.</p>	
	<p>In the event of vote by casting a poll, the Company shall appoint the scrutineer for vote counting in accordance with the listing rules of the place where the shares of the Company are listed, and disclose the number of relevant votes to the extent required by laws, administrative regulations, requirements of relevant regulatory authorities or the listing rules of the place where the shares of the Company are listed.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 97	<p>A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matter shall be taken at such time as the chairman decided; and the meeting may proceed to discuss other matters. The results of the poll shall still be deemed to be a resolution passed at that meeting.</p>	
Article 99	<p>On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.</p>	<p>When a shareholders’ general meeting holds a vote, it shall vote on resolutions on one-by-one basis.</p>
	<p>When a shareholders’ general meeting holds a vote, it shall vote on resolutions on one-by-one basis.</p>	
Article 101	<p>The chairman of meeting shall determine whether a resolution at a shareholders’ general meeting has been passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>	
Article 102	<p>If the chairman of meeting has any doubt as to the result of any resolution put to the vote, he/she may have the votes counted. If the chairman of meeting does not count the votes, any attending shareholder or proxy who objects to the result announced by the chairman of meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of meeting shall have the votes counted immediately.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 103	<p>If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p>	<p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company.</p>
Article 104	<p>Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. Any shareholders demand from the Company a copy of such minutes, the Company shall send a copy to him within 7 days following the receipt of reasonable fees.</p>	
Section 7	Special Voting Procedures for Class Shareholders	
Article 105	<p>Shareholders holding different classes of shares are referred to as class shareholders.</p>	<p>A class shareholder shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.</p>
	<p>Where the share capital of the Company includes shares that do not carry voting rights, the words "non-voting" must appear on the name of such shares. Where the share capital includes shares with different voting rights, the name of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".</p>	

No.	Before Amendment	After Amendment (Revision)
Article 106	<p>Rights conferred to class shareholders may not be varied or abrogated by the Company unless approved by way of a special resolution at a shareholders' general meeting and by the affected class shareholders at a separate shareholders' meeting convened in accordance with Articles 108 to 112 hereof.</p>	<p>Subject to the approval of the securities regulatory authorities of the State Council, where shareholders of the Company transfer all or part of the unlisted shares they hold to foreign investors and list and trade the unlisted shares on an overseas stock exchange; and convert all or part of the unlisted shares they hold into overseas listed shares and arrange for the listing and trading of these shares on an overseas stock exchange, it shall not be regarded as the Company's proposed modification or termination of the rights of a class of shareholders.</p>
Article 107	<p>The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:</p>	<p>(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 the shares of such class;</p>

No.	Before Amendment	After Amendment (Revision)
	<p>(H) To effect a change of all or part of the shares of such class into those of another class or to effect an exchange or grant a right of exchange of all or part of the shares of another class into those of such class;</p>	
	<p>(HI) To remove or reduce the rights in respect to accrued dividends or the cumulative dividends attached to shares of such class;</p>	
	<p>(IV) To reduce or remove the preferential rights attached to shares of such class to receive dividends or to the distribution of properties in the event that the Company is liquidated;</p>	
	<p>(V) To add, remove or reduce the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;</p>	
	<p>(VI) To remove or reduce the rights to receive payables from the Company in a particular currency attached to shares of such class;</p>	
	<p>(VII) To create a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;</p>	

No.	Before Amendment	After Amendment (Revision)
	(VIII) To restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;	
	(IX) To grant the right to subscribe for, or convert into, shares of such or another class;	
	(X) To increase the rights and privileges of shares of another class;	
	(XI) The restructuring scheme of the Company will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and	
	(XII) To vary or abrogate the provision of this Chapter.	
Article 108	Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders' general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning subparagraphs (II) to (VIII), (XI) and (XII) of Article 107 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.	

No.	Before Amendment	After Amendment (Revision)
	<p>“Interested shareholder(s)”, as such term is mentioned in the preceding paragraph, means:</p>	
	<p>(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on stock exchange(s) under Article 27 hereof, an “interested shareholder” is a controlling shareholder as defined in Article 57 hereof;</p>	
	<p>(II) In the case of a repurchase of shares by the Company outside stock exchange by way of agreement under Article 27 hereof, an “interested shareholder” refers to a shareholder who is related to such agreement; or</p>	
	<p>(III) In the case of a restructuring scheme of the Company, an “interested shareholder” refers to a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 109	Resolutions of a class meeting shall be passed by shareholders present at the class meeting representing two-thirds or more of the voting rights in accordance with Article 108 hereof.	
Article 110	In the event that the Company convenes a class meeting, a written notice shall be issued, according to Article 70 of the Articles of Association, to all the shareholders whose names appear on the register of members of such class, specifying the matters proposed to be considered, the date and place of the meeting. If the listing rules of the place where the Securities of the Company are listed have specific provisions, such provisions shall be complied with.	
Article 111	The notice of the class meeting shall only be served to shareholders entitled to vote thereat.	A class meeting shall be held under procedures as similar as possible to a shareholders' general meeting. The provisions of the Articles of Associations which relate to the procedures of convening shareholders' general meetings shall apply to class meetings.

No.	Before Amendment	After Amendment (Revision)
Article 112	<p>In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special voting procedures for class meetings shall not apply to the following circumstances:</p> <p>(I) Where the Company issues, upon approval by a special resolution at a shareholders' general meeting, either separately or concurrently every 12 months, not more than 20% of each of the existing outstanding issued domestic shares and overseas-listed foreign shares;</p> <p>(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council; or</p> <p>(III) Where holders of domestic shares of the Company transfer the shares held by them to overseas investors or convert the shares into overseas-listed foreign shares, and such shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 127	<p>The Board of Directors shall not, without the approval of shareholders in a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of fixed assets proposed for disposal and the value of fixed assets disposed of within 4 months before the proposed disposal exceeds 33% of the value of the Company's fixed assets as shown in the balance sheet considered in the shareholders' general meeting.</p>	<p>For the purposes of this Article, the term "disposal of fixed assets" includes the transfer of an interest in certain assets, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of a transaction for disposal of fixed assets by the Company shall not be affected by a breach of the first paragraph of this Article.</p>

No.	Before Amendment	After Amendment (Revision)
Article 128	<p>The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the shareholders' general meetings and to convene and preside over Board meetings;</p> <p>(II) to inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) to sign the securities issued by the Company;</p> <p>(IV) to exercise other functions and powers granted by the Board of Directors or the listing rules of the place where the securities of the Company are listed.</p> <p>Where the chairman is incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties.</p>	<p>The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the shareholders' general meetings and to convene and preside over Board meetings;</p> <p>(II) to <u>supervise and</u> inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) to exercise other functions and powers granted by the Board of Directors or the listing rules of the place where the securities of the Company are listed.</p> <p>Where the chairman is incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties.</p>
Article 131	<p>Meetings of the Board of Directors shall be held only if more than half of the Directors (including directors in proxy in according with Article 133 in the Articles of Association) attend.</p>	<p>Meetings of the Board of Directors shall be held only if more than half of the Directors (including directors in proxy in according with <u>Article 99</u> in the Articles of Association) attend.</p>

No.	Before Amendment	After Amendment (Revision)
Article 139	<p>Directors or other senior management of the Company may concurrently hold the office of the secretary to the Board of Directors. No accountant of an accounting firm engaged by the Company may concurrently hold the office of the secretary to the Board of Directors.</p>	<p>Where a Director concurrently serves as the secretary to the Board of Directors, if any action needs to be taken separately by a Director and the secretary to the Board of Directors, the person concurrently serving as Director and the secretary to the Board of Directors shall not take such action in both capacities.</p>

No.	Before Amendment	After Amendment (Revision)
Article 149	<p>The Supervisory Committee shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with the law:</p> <p>(I) to review the Company's financial position;</p> <p>(II) to supervise the Directors, the general manager and other senior management in their performance of their duties of the Company and to propose the removal of Directors and senior management who have violated laws, administrative regulations, listing rules of the place(s) where the Shares of the Company are listed and the Articles of Association or resolutions of general meetings;</p> <p>(III) when the acts of a Director, general manager and other senior management are detrimental to the Company's interests, to require him/her to correct such acts;</p> <p>(IV) to verify financial information such as financial reports, business reports, profit distribution plans that the Board of Directors intends to submit to the shareholders' general meeting and, if in doubt, a registered accountant or practicing auditor shall be appointed in the name of the Company to assist in reviewing such information;</p>	<p>The Supervisory Committee shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with the law:</p> <p>(I) <u>to review the regular reports of the Company prepared by the Board of Directors and to submit its written audit opinions thereon;</u></p> <p>(II) to review the Company's financial position;</p> <p>(III) to supervise the Directors, the general manager and other senior management in their performance of their duties of the Company and to propose the removal of Directors and senior management who have violated laws, administrative regulations, listing rules of the place(s) where the Shares of the Company are listed and the Articles of Association or resolutions of general meetings;</p> <p>(IV) when the acts of a Director, general manager and other senior management are detrimental to the Company's interests, to require him/her to correct such acts;</p>

No.	Before Amendment	After Amendment (Revision)
(V)	to propose the convening of extraordinary Shareholders' general meetings and to convene and preside over Shareholders' general meetings when the Board fails to perform the duty of convening and presiding over Shareholders' general meetings;	(V) to propose the convening of extraordinary general meetings and to convene and preside over Shareholders' general meetings when the Board fails to perform the duty of convening and presiding over Shareholders' general meetings <u>in accordance with the Company Law;</u>
(VI)	to make proposals to the shareholders' general meeting;	(VI) to make proposals to the shareholders' general meeting;
(VII)	to negotiate with Directors on behalf of the Company or to initiate litigation against Directors, the general manager, and other senior management members in accordance with the law and the Articles of Association of the Company; and	(VII) to initiate litigation against Directors, the general manager, and other senior management members <u>in accordance with Article 151 of the Company Law;</u> and
(VIII)	to exercise other functions and powers stipulated in the Articles of Association.	(VIII) <u>to conduct an investigation and, if necessary, to engage professional organizations, such as accounting firms and law firms for assistance at the cost of the Company if irregularities in the operations of the Company are found.</u>
	Supervisors may attend board meetings and make enquiries or proposals in respect of Board resolutions.	<u>Supervisors may attend board meetings and make enquiries or proposals in respect of Board resolutions.</u>
	Supervisors shall ensure the truthfulness, accuracy and completeness of the information disclosed by the Company.	Supervisors may attend board meetings and make enquiries or proposals in respect of Board resolutions.
		Supervisors shall ensure the truthfulness, accuracy and completeness of the information disclosed by the Company.

No.	Before Amendment	After Amendment (Revision)
Article 155	<p>No one shall be a director, supervisor, general manager, or other senior management officer of the Company under any of the following circumstances:</p> <ul style="list-style-type: none"><li data-bbox="408 463 874 527">(I) A person without or with limited capacity for civil conduct;<li data-bbox="408 576 874 1017">(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than 5 years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than 5 years have elapsed since the sentence was served;<li data-bbox="408 1066 874 1506">(III) A person who is a Director, factory Director or manager of a bankrupt and liquidated company or enterprise due to poor operation and management whereby such person is personally liable for the insolvency of such company or enterprise, and where less than 3 years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;	<p>No one shall be a director, supervisor, general manager, or other senior management officer of the Company under any of the following circumstances:</p> <ul style="list-style-type: none"><li data-bbox="919 463 1385 527">(I) A person without or with limited capacity for civil conduct;<li data-bbox="919 576 1385 1017">(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than 5 years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than 5 years have elapsed since the sentence was served;<li data-bbox="919 1066 1385 1506">(III) A person who is a Director, factory Director or manager of a bankrupt and liquidated company or enterprise due to poor operation and management whereby such person is personally liable for the insolvency of such company or enterprise, and where less than 3 years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;

No.	Before Amendment	After Amendment (Revision)
(IV)	A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than 3 years have elapsed since the date of the revocation of business license of such company or enterprise;	(IV) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than 3 years have elapsed since the date of the revocation of business license of such company or enterprise;
(V)	A person who has a relatively large amount of debts which have become overdue;	(V) A person who has a relatively large amount of debts which have become overdue;
(VI)	A person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;	(VI) <u>a person who is being prohibited from participating in the securities market by CSRC for a period which has not yet expired;</u>
(VII)	A person who, according to law and administrative regulations, is not permitted to be the leader of an enterprise;	(VII) Other persons stipulated in the laws, administrative regulations and the listing rules or the relevant laws and regulations of the place where the Securities of the Company are listed.
(VIII)	A person who is not a natural person;	
(IX)	A person who has been convicted by the relevant competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than 5 years have elapsed since the date of such conviction;	

No.	Before Amendment	After Amendment (Revision)
(X) Other persons stipulated in the laws, administrative regulations and the listing rules or the relevant laws and regulations of the place where the Securities of the Company are listed.	In the case of the election, appointment of directors and supervisors or employment of senior management which violates the above provisions, the election, appointment or employment shall be null and void.	In the case of the election, appointment of directors and supervisors or employment of senior management which violates the above provisions, the election, appointment or employment shall be null and void.
Any director, supervisor or senior management officer who falls under the circumstances as set out in Paragraph (I) of this Article during his/her term of office shall be removed by the Company.	Any director, supervisor or senior management officer who falls under the circumstances as set out in Paragraph (I) of this Article during his/her term of office shall be removed by the Company.	Any director, supervisor or senior management officer who falls under the circumstances as set out in Paragraph (I) of this Article during his/her term of office shall be removed by the Company.
Article 156	The validity of an act carried out by the Company's Director, general manager and other senior management officer on behalf of the Company as against a bona fide third party shall not be affected by any irregularity in his employment, election or qualification.	<u>Any person who takes an administrative role other than a director or a supervisor in the controlling shareholders of the Company shall not serve as a senior management officer of the Company.</u> <u>The senior management officers only receive remuneration in the Company, not paid by the controlling shareholders on their behalf.</u>

No.	Before Amendment	After Amendment (Revision)
Article 157	<p data-bbox="408 274 874 676">In addition to the obligations imposed by law, administrative regulations or the listing rules of the place where the Securities of the Company are listed, each of the Company's directors, supervisors, general manager and other senior management officers owes the following obligations to each shareholder, in the exercise of the functions and powers granted to them by the Company:</p> <p data-bbox="408 725 874 825">(I) Not to exceed the Company's scope of business specified in its business license;</p> <p data-bbox="408 874 874 938">(II) To act bona fide in the best interests of the Company;</p> <p data-bbox="408 987 874 1129">(III) Not to expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p> <p data-bbox="408 1178 874 1536">(IV) Not to expropriate the personal rights and interests of shareholders, including (but not limited to) rights to distribution and voting rights, except in a restructuring of the Company which has been submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.</p>	<p data-bbox="919 274 1386 527"><u>If any senior management officer violates laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties in the Company, he/she shall indemnify the Company against its losses incurred due to such violation.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 158	<p>Each of the Company’s directors, supervisors, general managers and other senior management officers owes the duty that in the exercise of his powers or discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.</p>	<p><u>Senior management officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all the shareholders. If senior management officers of the Company fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.</u></p>
Article 159	<p>Each of the Company’s directors, supervisors, general manager and other senior management officers shall perform his duties on the principle of fiduciary responsibility, and shall not put himself in a position where his interests and his duties may conflict. This principle includes (but is not limited to) discharging the following obligations:</p> <p>(I) To act bona fide in the best interests of the Company;</p> <p>(II) To exercise his powers within his terms of reference and not to act ultra vires;</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>(III) To exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; and unless permitted by laws, administrative regulations and listing rules of the place where the Securities of the Company are listed or with the informed consent of the shareholders given in a general meeting, not to delegate the exercise of his/her discretion to another party;</p>	
	<p>(IV) To treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p>	
	<p>(V) Unless otherwise provided in the Articles of Association or listing rules of the place where the Securities of the Company are listed or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p>	
	<p>(VI) Not to use the Company's property in any way for his own benefit without the informed consent of the shareholders given in a general meeting;</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>(VII) Not to exploit his position to accept bribes or to obtain other illegal income, expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p>	
	<p>(VIII) Not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given in a general meeting;</p>	
	<p>(IX) To comply with the Articles of Association, perform his duties faithfully, protect the Company's interests and not to exploit his position and power in the Company for his own benefit;</p>	
	<p>(X) Not to compete with the Company in any way without the informed consent of the shareholders given in a general meeting;</p>	

No.	Before Amendment	After Amendment (Revision)
(XI)	<p>Not to misappropriate the Company's funds or lend the Company's funds to other persons, not to open any account in his own name or in any other name for the deposit of the Company's assets, and not to use the Company's assets to provide guarantee for the debts of shareholders of the Company or other individuals; and</p>	
(XII)	<p>Not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders given at a general meeting; nor shall he use such information other than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"><li data-bbox="467 1140 724 1168">1. provided by law;<li data-bbox="467 1215 874 1242">2. required in the public interest;<li data-bbox="467 1289 874 1430">3. required in the own interest of such Director, Supervisor, general manager and other senior management staff.	

No.	Before Amendment	After Amendment (Revision)
Article 160	<p>Director, Supervisor, general manager and other senior management of the Company shall not direct the following persons or institutions (referred to as “related parties”) to do anything that is not permitted:</p> <p>(I) The spouse or minor child of the Company’s Director, Supervisor, general manager and other senior management;</p> <p>(II) The trustee of the Company’s Director, Supervisor, general manager and other senior management or any person referred to in sub-paragraph (I) of this Article;</p> <p>(III) The partner of the Company’s Director, Supervisor, general manager and other senior management or any person referred to in sub-paragraphs (I) and (II) of this Article;</p> <p>(IV) A company in which the Company’s Director, Supervisor, general manager and other senior management, whether alone or jointly with the persons referred to in sub-paragraphs (I), (II) or (III) of this Article or other Directors, Supervisors, general managers and other senior management of the Company, has de facto control; and</p> <p>(V) The directors, supervisors, general managers and other senior management of the controlled company referred to in sub-paragraph (IV) of this Article.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 161	<p>The fiduciary duty of a Director, Supervisor, general manager and other senior management of the Company does not necessarily cease with the termination of his/her term of office, and their confidentiality obligation to the Company in respect of commercial secrets shall continue after expiry of his/her term of office. The term for continuance of other obligations shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the occurrence of the matter and the termination as well as the circumstances and conditions under which the relationship with the Company terminates.</p>	
Article 162	<p>Except in circumstances otherwise stipulated in the Article 56 of this Articles of Association, liabilities of a Director, Supervisor, general manager and other senior management arising from the violation of a specified duty may be released by informed Shareholders in general meeting.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 163	<p>Where a director, supervisor, general manager and other senior management member of the Company is, directly or indirectly, holding a material interest in a contract, transaction or arrangement that the Company has concluded or plans to conclude (excluding any employment contract of the Company with such director, supervisor, general manager and other senior management member), such director, supervisor, general manager and other senior management member shall, as soon as practicable, disclose to the Board of Directors the nature and extent of his/her interest, regardless of whether the issue concerned is subject to the approval of the Board of Directors in normal circumstances.</p>	<p>A director who is connected with an enterprise involved in the resolution made at a Board meeting shall not vote on the said resolution for himself or on behalf of another director and shall abstain from voting. The Board meeting may be held with the quorum of more than half of non-connected directors and resolutions at the Board meeting shall be passed by more than half of non-connected directors. Where the number of non-connected directors present at the Board meeting is less than three, the matter shall be submitted to the shareholders' general meeting of the Company for deliberation.</p>

No.	Before Amendment	After Amendment (Revision)
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~~Unless under the exceptional circumstances specified in the Note 1, Appendix 3 of Hong Kong Listing Rules or otherwise approved by the Hong Kong Stock Exchange, a Director shall not vote on any resolution of the Board approving contract, transaction, arrangement or any other proposal in which he/she or any of his/her close associates (as defined in the applicable Listing Rules which come into effect from time to time) has a material interest nor shall he/she be counted in the quorum of the meeting. If the relevant contract, transaction, arrangement or proposal involves the connected transaction specified in the Hong Kong Listing Rules, the “close associates” herein shall be changed to “associates” (as defined in the applicable Hong Kong Listing Rules which come into effect from time to time).~~

~~Unless the interested Director, Supervisor, general manager and other senior management of the Company has disclosed his/her interest to the Board of Directors as required by the first paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested Director, Supervisor, general manager and other senior management.~~

No.	Before Amendment	After Amendment (Revision)
Article 164	A director, supervisor, general manager and other senior management member of the Company shall be deemed to have interests in a contract, transaction or arrangement where his/her connected persons or associates have interests.	Where a Director, Supervisor, general manager and other senior management of the Company gives the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in the contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed to be a disclosure for the purpose of the preceding Article of this Chapter, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the relevant contract conclusion, transaction or arrangement is first taken into consideration by the Company.
Article 165	The Company shall not in any manner pay taxes for its directors, supervisors, general manager or other senior management.	

No.	Before Amendment	After Amendment (Revision)
Article 166	<p>The Company shall not, directly or indirectly, provide loans or loan guarantees to the Directors, Supervisors, general manager and other senior management members of the Company and its parent Company, nor shall the Company provide the same to connected persons of the above-mentioned persons.</p> <p>The preceding provisions shall not apply to the following circumstances:</p> <p>(I) loans or loan guarantees provided by the Company to its subsidiaries;</p> <p>(II) loans, loan guarantees or other funds provided by the Company to the Directors, Supervisors, general manager and other senior management members of the Company pursuant to their employment contracts which were adopted by the Shareholders' general meeting, to cover expenditure incurred for the Company or for performing their duties and responsibilities for the Company; and</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>(H) if the normal business activities of the Company include provision of loans and loan guarantees, the Company may provide loans and loan guarantees to the relevant Directors, Supervisors, general manager and other senior management members and their connected persons, provided that the loans and loan guarantees are provided on normal commercial terms:</p>	
Article 167	<p>If the Company provides a loan in breach of the provisions above, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p>	
Article 168	<p>The Company shall not be forced to perform the loan guarantee it provided in breach of sub-paragraph (I) of Article 166, except in the following circumstances:</p>	
	<p>(I) the loan provider was not informed at the time that the loan was provided to the connected persons of the Directors, Supervisors, general manager and other senior management members of the Company or its parent company;</p>	
	<p>(II) the guarantee provided by the Company has been sold by the loan provider lawfully to a goodwill buyer.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 169	For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking or property provided by the guarantor to secure the performance of obligations by the obligor.	
Article 170	If a Director, a Supervisor, general manager and other senior management of the Company breaches his/her obligations to the Company, the Company shall, in addition to various rights and remedies provided by laws, administrative regulations, listing rules of the place where the Securities of the Company are listed, have a right to:	
	(f) require the relevant Director, Supervisor, general manager and other senior management to compensate for the losses sustained by the Company as a consequence of his/her dereliction of duty;	

No.	Before Amendment	After Amendment (Revision)
	<p>(H) rescind any contract or transaction concluded by the Company with the relevant Director, Supervisor, general manager and other senior management, as well as any contract or transaction concluded by the Company with a third party (where such third party is aware or should be aware that the Director, Supervisor, general manager and other senior management representing the Company was in breach of his/her obligations to the Company);</p>	
	<p>(HH) require the relevant Director, Supervisor, general manager and other senior management to surrender the gains derived from the breach of his/her obligations;</p>	
	<p>(IV) recover any funds received by the relevant Director, Supervisor, general manager and other senior management that should have been received by the Company, including (but not limited to) commissions;</p>	
	<p>(V) require the relevant Director, Supervisor, general manager and other senior management to repay the interest earned or possibly earned on the funds that should have been given to the Company.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 171	<p>The Company shall enter into written contracts with each of its Director, Supervisor and senior management, of which shall include the following provisions at least:</p> <p>(I) An undertaking by the director, supervisor and senior management to the Company to observe Company Law, the Articles of Association, the Codes on Takeover and Mergers reviewed by the Securities and Futures Commission of Hong Kong, which is amended from time to time, the Codes on Share Repurchases and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association, and that neither the contract nor his office is capable of assignment;</p> <p>(II) An undertaking by the director, supervisor or senior management to the Company on behalf of each shareholder to observe and perform his/her obligations for its shareholders required by the Articles of Association;</p> <p>(III) An arbitration clause as provided in Article 214 hereof.</p>	<p>The Company shall enter into written contracts with each of its Director, Supervisor and senior management, of which shall include the following provisions at least:</p> <p>(I) An undertaking by the director, supervisor and senior management to the Company to observe Company Law, the Articles of Association, the Codes on Takeover and Mergers reviewed by the Securities and Futures Commission of Hong Kong, which is amended from time to time, the Codes on Share Repurchases and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association, and that neither the contract nor his office is capable of assignment;</p> <p>(II) An undertaking by the director, supervisor or senior management to the Company on behalf of each shareholder to observe and perform his/her obligations for its shareholders required by the Articles of Association;</p>

No.	Before Amendment	After Amendment (Revision)
Article 172	<p>The Company shall enter into written contracts with the Directors and the Supervisors of the Company regarding remuneration which are subject to the prior approval from the Shareholders' general meeting. The aforesaid remuneration includes:</p> <p>(I) remuneration in respect to his service as Director, Supervisor or senior management of the Company;</p> <p>(II) remuneration in respect to his service as Director, Supervisor or senior management of any subsidiary of the Company;</p> <p>(III) remuneration in respect to the provision of other services in connection with the management of the Company and its subsidiaries; and</p> <p>(IV) payment to the Director or Supervisor as compensation for loss of office or as consideration in connection with his/her retirement.</p> <p>No proceedings may be brought by a Director or Supervisor against the Company for any benefit due to him in respect to the matters mentioned above except pursuant to the contract mentioned above.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 173	<p>The contracts entered into between the Company and its Directors or Supervisors concerning emoluments shall prescribe that in the event that the Company is being acquired, the Company's directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement.</p>	<p>For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <ul style="list-style-type: none"> <li data-bbox="408 910 874 981">(I) An offer made by any person to all shareholders; or <li data-bbox="408 1023 874 1278">(II) An offer made by any person such that the offeror will become the controlling shareholder. The term "controlling shareholder" has the same meaning as defined in the Article 57 of this Articles of Association. <p>If the relevant Director or Supervisor does not comply with this Article, any sum received by him/her shall belong to those persons who have sold their shares as a result of the acceptance of such offer, and the expenses incurred in distributing that sum on a pro rata basis among those persons shall be borne by the relevant Director or Supervisor and shall not be deducted from the distributed sum.</p>

No.	Before Amendment	After Amendment (Revision)
Article 178	The financial statements of the Company shall be prepared in accordance with China's accounting standards, laws and regulations.	The financial statements of the Company shall be prepared in accordance with China's accounting standards, laws and regulations.
Article 186	<p>The Company shall appoint one or more receiving agent(s) for holders of overseas-listed foreign shares. Receiving agent(s) shall receive dividends distributed and other amounts payable on overseas-listed foreign shares by the Company on behalf of relevant shareholders and shall hold such amounts in trust for holders of overseas-listed foreign shares, pending payment to them.</p> <p>The receiving agent(s) appointed by the Company shall meet the requirements of the laws of the place(s) or the relevant regulations of the securities exchange(s) where the shares are listed.</p> <p>The receiving agent(s) appointed by the Company for holders of overseas-listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>The Company has the power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares, but the Company shall exercise such power until such warrants have been so left uncashed on two consecutive occasions. However, the Company may also exercise such power when the dividend warrants are returned after they are sent to the addressee for the first time.</p>	
	<p>In relation to the exercise of right to issue warrants to bearer, no new warrant shall be issued to replace one that has been lost unless the Company is satisfied beyond a reasonable doubt that the original warrant has been destroyed.</p>	
	<p>Subject to compliance with applicable laws and regulations, the Company has the right to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas-listed foreign shares who is untraceable under the following circumstances:</p>	
	<p>(I) During a period of 12 years at least 3 dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>(H) Upon expiry of the 12-years period, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Securities of the Company are listed and notifies the securities exchange(s) where the shares are listed of such intention.</p>	
	<p>Subject to the relevant laws, regulations, rules, normative documents and relevant regulations of the securities regulatory authorities of places where the Securities of the Company are listed, the Company may exercise the right to forfeit any unclaimed dividends, but the said right shall not be exercised before expiry of the applicable validity period and such right may only be exercised six years or more after the date of dividends declaration.</p>	
	<p>Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holders of shares to participate in a dividend subsequently declared in respect of prepaid amount.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 189	<p data-bbox="408 272 874 378">An accounting firm appointed by the Company shall have the following rights:</p> <ul data-bbox="408 421 874 1353" style="list-style-type: none"><li data-bbox="408 421 874 715">(I) the right to the access to the accounts books, records or vouchers of the Company at any time and the right to require directors, general manager or other senior management of the Company to provide the relevant information and explanations;<li data-bbox="408 757 874 974">(II) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties; and<li data-bbox="408 1017 874 1353">(III) the right to attend shareholders' general meeting, to receive a notice or other information concerning any meetings which shareholders have a right to receive, and to be heard at any shareholders' general meetings on any matter which relates to it as the accounting firm of the Company.	
Article 190	<p data-bbox="408 1395 874 1730">If there is a vacancy in the position of accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act in this capacity during the period in which a vacancy exists.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 191	<p>The shareholders' general meeting may, by means of an ordinary resolution, dismiss such accounting firm prior to the expiration of its term of appointment, notwithstanding the terms in the contract between the accounting firm and the Company but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.</p>	
Article 192	<p>The remuneration or method of determining the remuneration of an accounting firm shall be decided by the shareholders' general meeting; which may authorize the Board of Directors to determine the relevant remuneration. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</p>	<p>The <u>appointment, removal and</u> remuneration of an accounting firm shall be decided by the shareholders' general meeting.</p>

No.	Before Amendment	After Amendment (Revision)
Article 193	<p>The appointment, dismissal or discontinuation of the appointment of an accounting firm of the Company shall be decided by the shareholders' general meeting and be reported to the State Council's securities regulatory authority for the record.</p> <p>Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, to re-appoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(f) Before notice of shareholders' general meeting is given to the shareholders, a copy of the appointment or removal proposal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>(H) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:</p>	
	<p>1. In any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations; and</p>	
	<p>2. Attach a copy of the representations to the notice and send it to every shareholder entitled to notice of general meeting in the manner stipulated in the Articles of Association.</p>	
	<p>(HH) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (H) of this Article, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.</p>	

No.	Before Amendment	After Amendment (Revision)
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~~(VI) An accounting firm that is leaving its post shall be entitled to attend:~~

~~1. The shareholders' general meeting at which its term of office would otherwise have expired;~~

~~2. The shareholders' general meeting at that it is proposed to fill the vacancy caused by its removal; and~~

~~3. The shareholders' general meeting that is convened as a result of its resignation.~~

The accounting firm shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.

No.	Before Amendment	After Amendment (Revision)
Article 194	<p>If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm 30 days in advance, and the latter has the right to state its opinions to the shareholders' general meeting. If the accounting firm resigns, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign from its office by depositing the written notice of resignation at the legal address of the Company. The notice shall become effective on the date when it is placed at the Company's legal address or on such later date as may be stated in the notice. The notice shall contain the following statements:</p> <p>(I) A statement to the effect that there are no circumstances connected with its resignation that it considers must be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) A statement of any such circumstances that should be explained.</p>	

No. Before Amendment After Amendment (Revision)

~~The Company shall, within 14 days of the receipt of the written notice referred to in preceding paragraph, send a copy of the notice to the relevant competent authority. If the notice contains a statement under sub-paragraph (H) of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement to every shareholder that is entitled to receive the financial report of the Company at the address recorded in the register of members.~~

~~If the accounting firm's notice of resignation contains a statement under sub-paragraph (H) of the second paragraph of this Article, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.~~

No.	Before Amendment	After Amendment (Revision)
Article 195	<p>In the event of the merger or division of the Company, the Company's Board of Directors shall put forward a proposal and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval formalities pursuant to the law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution of on the merger or division of the Company shall be contained in special documents which shall be available for inspection by the shareholders.</p> <p>The aforesaid documents shall be sent to each holder of overseas-listed foreign shares by post at the address recorded in the register of members.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 197	<p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and asset list. The Company shall notify its creditors within 10 days from the date of on which the resolution in favour of the merger is adopted and shall publish an announcement in a newspaper within 30 days from the date of such resolution. A creditor has the right to require the Company to repay its debts or to provide a corresponding guarantee for such debts within 30 days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within 45 days from the date of the relevant announcement.</p> <p>Upon the merger, claims and debts of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.</p>	<p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and asset list. The Company shall notify its creditors within 10 days from the date of on which the resolution in favour of the merger is adopted and shall publish an announcement in a newspaper within 30 days from the date of such resolution. A creditor has the right to require the Company to repay its debts or to provide a corresponding guarantee for such debts within 30 days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within 45 days from the date of the relevant announcement.</p> <p>Upon the merger, claims and debts of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.</p>

No.	Before Amendment	After Amendment (Revision)
	<p>In the event of a division of the Company, its properties shall be divided up accordingly.</p>	<p>In the event of a division of the Company, its properties shall be divided up accordingly.</p>
	<p>In the event of a division, the parties to the division shall enter into a division agreement, and prepare balance sheets and asset list. The Company shall notify its creditors within 10 days from the date on which a resolution is adopted in favour of the division and shall publish an announcement in a newspaper within 30 days from the date of such resolution.</p>	<p>In the event of a division, the parties to the division shall enter into a division agreement, and prepare balance sheets and asset list. The Company shall notify its creditors within 10 days from the date on which a resolution is adopted in favour of the division and shall publish an announcement in a newspaper within 30 days from the date of such resolution.</p>
	<p>Debts incurred by the Company before its division shall be borne by the companies after the division according to the agreement reached.</p>	<p>Debts incurred by the Company before its division shall be <u>jointly and severally borne by the companies after the division unless it is otherwise agreed in a written agreement reached by the Company and the creditors in relation to the debt pay-off before the division.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 200	The Company shall be dissolved and liquidated according to law in any of the following circumstances:	The Company shall be dissolved and liquidated according to law in any of the following circumstances:
	(I) upon expiry of term of business stipulated in the Articles of Association or occurrence of other circumstances of dissolution stipulated in the Articles of Association;	(I) upon expiry of term of business stipulated in the Articles of Association or occurrence of other circumstances of dissolution stipulated in the Articles of Association;
	(II) the shareholders’ general meeting by special resolution dissolves the Company;	(II) the shareholders’ general meeting by special resolution dissolves the Company;
	(III) dissolution is necessary due to a merger or division of the Company;	(III) dissolution is necessary due to a merger or division of the Company;
	(IV) the Company is declared bankrupt according to law as it is unable to repay its debts upon maturity;	(IV) the business license is revoked, the Company is ordered to close, or is wound up according to law; and
	(V) the business license is revoked, the Company is ordered to close, or is wound up according to law; and	(V) The Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters. Shareholders holding more than 10% of the total voting rights of the Company may appeal to the people’s court for dissolution of the Company.
	(VI) The Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters. Shareholders holding more than 10% of the total voting rights of the Company may appeal to the people’s court for dissolution of the Company.	

No.	Before Amendment	After Amendment (Revision)
Article 201	<p>In the circumstance of sub-paragraph (I) of the preceding Article, the Articles of Association may be amended so that the Company can continue to exist. Where the Company is dissolved pursuant to sub-paragraphs (I), (II) and (VI) of the preceding Article, a liquidation committee shall be set up within 15 days and the composition of the liquidation committee shall be determined by an ordinary resolution of the shareholders' general meeting.</p> <p>If the Company is dissolved pursuant to sub-paragraph (IV) of the preceding Article, the people's court shall, according to the relevant laws, organize shareholders, relevant institutions and professionals to establish liquidation committee and carry out liquidation.</p> <p>If the Company is dissolved pursuant to sub-paragraph (V) of the preceding Article, the relevant competent authorities shall organize shareholders, relevant institutions and professionals to establish liquidation committee and carry out liquidation.</p> <p>In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a people's court for appointing relevant persons to form the liquidation committee for liquidation. The people's court should accept such application and form a liquidation committee to conduct liquidation in a timely manner.</p>	<p>In the circumstance of sub-paragraph (I) of the preceding Article, the Articles of Association may be amended so that the Company can continue to exist. Where the Company is dissolved pursuant to sub-paragraphs (I), (II), <u>(IV) and (V)</u> of the preceding Article, a liquidation committee shall be set up within 15 days <u>after the occurrence of the event of dissolution, to proceed with the liquidation. The members of the liquidation committee shall be directors or persons determined by the shareholders' general meeting.</u></p> <p>In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a people's court for appointing relevant persons to form the liquidation committee for liquidation. The people's court should accept such application and form a liquidation committee to conduct liquidation in a timely manner.</p>

No.	Before Amendment	After Amendment (Revision)
Article 202	<p>Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board of Directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that the Board of Directors has conducted a comprehensive investigation into the affairs of the Company and is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 205	<p>After sorting out the Company's assets and preparing a balance sheet and an asset list, the liquidation committee shall formulate a liquidation plan and submit to the shareholders' general meeting or to the relevant competent authorities for confirmation.</p> <p>The assets of the Company shall be submitted for liquidation in the following order: payment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts:</p> <p>The remaining assets of the Company after liquidation in accordance with the preceding provision shall be distributed to the shareholders of the Company based on the class and proportion of the shares held by them.</p> <p>The Company continues to exist during the liquidation period, but it shall not engage in any operating activities irrelevant to the liquidation.</p> <p>The Company's assets shall not be distributed to shareholders before repayments are made in accordance with the provision described above.</p>	<p>After sorting out the Company's assets and preparing a balance sheet and an asset list, the liquidation committee shall formulate a liquidation plan and submit to the shareholders' general meeting or to the relevant competent authorities for confirmation.</p> <p>The remaining assets of the Company shall be distributed to the shareholders <u>based on</u> the proportion <u>of</u> the shares held by them after <u>successive</u> payment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts.</p> <p>The Company continues to exist during the liquidation period, but it shall not engage in any operating activities irrelevant to the liquidation.</p> <p>The Company's assets shall not be distributed to shareholders before repayments are made in accordance with the provision described above.</p>

No.	Before Amendment	After Amendment (Revision)
CHAPTER 14	SETTLEMENT OF DISPUTES	
Article 213	<p>The Company shall abide by the following principles for settlement of disputes:</p> <p>(f) Whenever any disputes or claims of rights arise between holders of overseas-listed foreign shares and the Company, holders of overseas-listed foreign shares and the Company’s directors, supervisors or senior management officers, or holders of overseas-listed foreign shares and holders of domestic shares, in respect to any rights or obligations arising from the Articles of Association, Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where the aforesaid disputes or claims of rights are referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company or the Company’s shareholders, directors, supervisors or senior management officers, comply with the decisions made through arbitration.</p>	

No.	Before Amendment	After Amendment (Revision)
	<p>Disputes with respect to the definition of shareholders and disputes concerning the register of members need not be resolved by arbitration.</p>	
	<p>(H) A claimant may choose arbitration either at the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or at the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the claimant submits a dispute or claim of rights to arbitration, the other party must carry out the arbitration at the arbitral body elected by the claimant.</p>	
	<p>If the claimant elects arbitration to be carried out at the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p>	

No.	Before Amendment	After Amendment (Revision)
<p>(III) If any disputes or claims of rights arising from the subparagraph (I) above are settled by way of arbitration, the laws of the People's Republic of China shall apply, unless otherwise provided in the laws and administrative regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p>	<p>Article 216 The Board of Directors of the Company shall be responsible for interpretation of the Articles of Association which become effective after being approved at the shareholders' general meeting and on the date on which the Securities of the Company are listed and traded on the Hong Kong Stock Exchange.</p>	<p>The Board of Directors of the Company shall be responsible for interpretation of the Articles of Association.</p>
CHAPTER 10	APPOINTMENT OF INTERNAL AUDIT AND ACCOUNTING FIRM	APPOINTMENT OF ACCOUNTING FIRM

The proposed amendments to the Rules of Procedure of the Shareholders' General Meeting are set out below:

No.	Before Amendment	After Amendment (Revision)
Article 9	Shareholders requesting the convening of extraordinary general meetings or class shareholders' general meetings shall proceed in accordance with the procedures set forth below:	Shareholders requesting the convening of extraordinary general meetings shall proceed in accordance with the procedures set forth below:
	(I) two or more Shareholders collectively holding 10% or more of the voting shares at the proposed meeting can sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall convene an extraordinary general meeting or a class meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid shareholdings shall be calculated as at the date on which the written request is made.	(I) two or more Shareholders collectively holding 10% or more of the voting shares at the proposed meeting can sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting and stating the subject of the meeting. The Board shall convene an extraordinary general meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid shareholdings shall be calculated as at the date on which the written request is made.
	(II) if the Board of Directors fails to issue a notice on the convening of meeting within 30 days upon the receipt of the aforesaid written request, the Shareholders who made such request may convene the meeting on their own within four months upon the Board of Directors having received such request. The convening procedures shall, to the extent possible, be identical to the procedures according which shareholders' general meetings are to be convened by the Board of Directors.	(II) if the Board of Directors fails to issue a notice on the convening of meeting within 30 days upon the receipt of the aforesaid written request, the Shareholders who made such request may convene the meeting on their own within four months upon the Board of Directors having received such request. The convening procedures shall, to the extent possible, be identical to the procedures according which shareholders' general meetings are to be convened by the Board of Directors.

No.	Before Amendment	After Amendment (Revision)
Article 17	Notice of the shareholders' general meeting shall: (I) be given in writing; (II) specify the venue, date and duration of the meeting; (III) set out the matters to be discussed at the meeting; (IV) provide the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle shall include (but not be limited to) when proposals are made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or to effect any other reorganization of the Company, the specific conditions and contracts (if any) of the proposed transaction shall be provided, and the causes and consequences of any such proposals shall also be properly explained; (V) disclose the nature and extent of the material interests, if any, of any director, supervisor, general manager and other senior management personnel in the matters to be discussed; and provide an explanation of the differences, if any, between the way in which the matter to be discussed will affect such director, supervisor, general manager and other senior management personnel in his/her capacity as shareholders and the way in which such matter will affect other shareholders of the same class;	Notice of the shareholders' general meeting shall: (I) be given in writing; (II) specify the venue, date and duration of the meeting; (III) set out the matters to be discussed at the meeting; (IV) contain the full text of any special resolution proposed to be passed at the meeting; (V) contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;

No.	Before Amendment	After Amendment (Revision)
	(VI) contain the full text of any special resolution proposed to be passed at the meeting;	(VI) specify the equity registration date of shareholders entitled to attend the shareholders' general meeting; and
	(VII) contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;	(VII) specify the time and place for lodging the power of attorney for the voting proxy for the meeting.
	(VIII) specify the equity registration date of shareholders entitled to attend the shareholders' general meeting; and	
	(IX) specify the time and place for lodging the power of attorney for the voting proxy for the meeting.	

No.	Before Amendment	After Amendment (Revision)
Article 21	<p>Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (who may not be a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) such shareholder's right to speak at the general meeting;</p> <p>(II) the right to demand a poll alone or jointly with others; and</p> <p>(III) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to vote by show of hands or on a poll; however, a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>Where such shareholder is a recognized clearing house (or its nominee), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' general meeting or any class meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized. The authorization letter is signed by the persons authorized by the recognized clearing house. The person so authorized may attend the meeting and exercise the rights on behalf of the recognized clearing house (or its nominees) (without presenting evidence of their shareholding, notarized authorization and/or further proof showing their due authorization) as if such person were an individual shareholder of the Company.</p>	<p>Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (who may not be a shareholder) as his proxy to attend and vote on his behalf. <u>In the case of a corporation, a proxy may be appointed to attend and vote at any general meeting of the Issuer, and such corporation shall be deemed to be present in person at any such meeting if a proxy so authorized is present thereat. A corporation may execute a proxy form under the hand of a duly authorized officer.</u></p> <p>Where such shareholder is a recognized clearing house (or its nominee), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' general meeting <u>and creditors' meeting</u>, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized. The authorization letter is signed by the persons authorized by the recognized clearing house. The person so authorized may attend the meeting and exercise the rights on behalf of the recognized clearing house (or its nominees) (without presenting evidence of their shareholding, notarized authorization and/or further proof showing their due authorization) as if such person were an individual shareholder of the Company.</p>

No.	Before Amendment	After Amendment (Revision)
Article 22	<p>Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the appointer or his agent entrusted in writing. Where the appointer is a legal person, the instrument shall be made under the seal of a legal person or under the hand of its director or duly authorized agent.</p>	<p><u>Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents or proofs that can identify them, as well as their stock account card. Proxies attending the meeting shall present their personal identity cards and the power of attorney of the shareholder.</u></p> <p><u>Corporate shareholders shall be represented by their legal representative or proxies appointed by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid proofs that can prove their identity as the legal representatives. Proxies attending the meeting shall present their personal identity cards or the written power of attorney lawfully issued by the legal representatives of such corporate shareholders.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 23	<p>The power of attorney for the voting proxy shall be deposited at the address of the Company or such other place specified in the notice of the meeting not less than 24 hours prior to convening of the meeting at which the proxy proposes to vote, or 24 hours before the time appointed for voting. Where the letter of authorization is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the power of attorney for the voting proxy, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making body shall attend the shareholders' general meeting of the Company as a representative of the appointer.</p>	<p><u>The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:</u></p> <p>(I) <u>the name of the proxy;</u></p> <p>(II) <u>whether the proxy has any voting right;</u></p> <p>(III) <u>separate instructions for voting for or against or abstaining from voting on each and every issue under consideration included in the agenda of the general meeting;</u></p> <p>(IV) <u>the date of issue and validity period of the power of attorney;</u></p> <p>(V) <u>signature (or seal) of the appointer. If the appointer is a corporate shareholder, the corporate seal shall be affixed.</u></p>
Article 24	<p>Any proxy form issued to a shareholder by the Board of Directors of the Company for appointing a proxy of shareholder shall be in such format as to allow the shareholder to freely instruct the proxy to vote "FOR" or "AGAINST" and to give separate instructions on each matter to be voted at the meeting. Such form shall contain a statement that the proxy may vote as he deems fit in the absence of the shareholder's instruction.</p>	<p><u>The power of attorney shall contain a statement that specifies whether the proxy may vote as he/she thinks fit in the absence of instructions by the shareholder.</u></p>

No.	Before Amendment	After Amendment (Revision)
Article 25	Where the appointer has died, became incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.	<u>Where the power of attorney for proxy voting is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, and the power of attorney for proxy voting shall be lodged at the address of the Company or such other place as specified in the notice convening the meeting.</u> <u>Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board of Directors or other decision-making body shall attend the general meeting of the Company as a representative of the appointer.</u>

No.	Before Amendment	After Amendment (Revision)
Article 34	The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:	The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:
	(I) Work reports of the Board of Directors and the Supervisory Committee;	(I) Work reports of the Board of Directors and the Supervisory Committee;
	(II) Plans for profit distribution and recovery of losses drafted by the Board of Directors;	(II) Plans for profit distribution and recovery of losses drafted by the Board of Directors;
	(III) Appointment or removal of members of the Board of Directors and the Supervisory (except for staff representative supervisors), and their remuneration and method of payment thereof;	(III) <u>Appointment or removal of members</u> of the Board of Directors and the Supervisory <u>Committee</u> and their remuneration and method of payment thereof;
	(IV) The Company's annual financial budgets and final accounts; balance sheets, income statements and other financial statements; and	(IV) The Company's annual financial budgets and final accounts; and
	(V) Any matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be approved by special resolution.	(V) Any matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be approved by special resolution.

No.	Before Amendment	After Amendment (Revision)
Article 35	<p>The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(H) Issuance of debentures of the Company;</p> <p>(III) Demerger, merger, dissolution, liquidation or change in the form of the Company;</p> <p>(IV) Amendments to the Articles of Association;</p> <p>(V) Any other matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(VI) Any other matters required by the laws, administrative regulations, the Articles of Association and the listing rules of the place where the shares of the Company are listed to be approved by special resolution.</p>	<p>The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) Increase <u>and</u> reduction of the <u>registered</u> capital of the Company;</p> <p>(II) Demerger, <u>spin-off</u>, merger, dissolution or liquidation of the Company;</p> <p>(III) Amendments to the Articles of Association;</p> <p>(IV) <u>Equity incentive plan</u>;</p> <p>(V) Any other matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution;</p> <p>(VI) Any other matters required by the laws, administrative regulations, the Articles of Association and the listing rules of the place where the shares of the Company are listed to be approved by special resolution.</p>

No.	Before Amendment	After Amendment (Revision)
Article 43	<p>A resolution shall be decided on a show of hands at any shareholders' general meeting, unless, before or after a vote is carried out by a show of hands, a poll demanded by the following persons or required by relevant regulations of the securities regulatory authority of the place where the shares of the Company are listed:</p> <p>(I) the chairman of the meeting;</p> <p>(II) at least two shareholders with voting rights or their proxies; or</p> <p>(III) one or more shareholders (including their proxies) individually or collectively holding over ten percent (including ten percent) of voting shares at the meeting.</p> <p>Unless a poll is demanded pursuant to the preceding provision, the chairman shall declare whether the resolution has been passed based on the results of showing of hands, and record the same in the minutes of meeting as conclusive evidence. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution.</p>	<p><u>Any vote of shareholders at a general meeting shall be taken by poll except where the chairman, 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.</u></p>

No.	Before Amendment	After Amendment (Revision)
	<p>The demand for a poll may be withdrawn by the person who demanded the same.</p> <p>If a poll is demanded in accordance with the relevant regulations of the securities regulatory authority at the place where the shares of the Company are listed, the chairman of the meeting may make a decision in good faith to permit the resolution relating merely to procedures or administrative matters to be passed by show of hands.</p> <p>In the event of vote by casting a poll, the Company shall appoint the scrutineer for vote counting in accordance with the listing rules of the place where the shares of the Company are listed, and disclose the number of relevant votes to the extent required by laws, administrative regulations, requirements of relevant regulatory authorities or the listing rules of the place where the shares of the Company are listed.</p>	
Article 44	<p>A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matter shall be taken at such time as the chairman decided, and the meeting may proceed to discuss other matters. The results of the poll shall still be deemed to be a resolution passed at that meeting.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 47	<p>On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.</p> <p>When a shareholders' general meeting holds a vote, it shall vote on resolutions on one-by-one basis.</p>	
Article 49	<p>The chairman of meeting shall determine whether a resolution at a shareholders' general meeting has been passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>	
Article 50	<p>If the chairman of meeting has any doubt as to the result of any resolution put to the vote, he/she may have the votes counted. If the chairman of meeting does not count the votes, any attending shareholder or proxy who objects to the result announced by the chairman of meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of meeting shall have the votes counted immediately.</p>	
Article 51	<p>If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company.</p>	<p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company.</p>

No.	Before Amendment	After Amendment (Revision)
Article 52	Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. Any shareholders demand from the Company a copy of such minutes, the Company shall send a copy to him within 7 days following the receipt of reasonable fees.	
Section 7	Special Voting Procedures for Class Shareholders	
Article 53	Shareholders holding different classes of shares are referred to as class shareholders.	
	A class shareholder shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the articles of association of the Company.	
	Where the share capital of the Company includes shares that do not carry voting rights, the words "non-voting" must appear on the name of such shares. Where the share capital includes shares with different voting rights, the name of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".	
Article 54	Rights conferred to class shareholders may not be varied or abrogated by the Company unless approved by way of a special resolution at a shareholders' general meeting and by the affected class shareholders at a separate shareholders' meeting convened in accordance with Articles 56 to 60 hereof.	

No.	Before Amendment	After Amendment (Revision)
Article 55	<p>The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:-</p>	<p>(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 the shares of such class;</p> <p>(II) To effect a change of all or part of the shares of such class into those of another class or to effect an exchange or grant a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(III) To remove or reduce the rights in respect to accrued dividends or the cumulative dividends attached to shares of such class;</p> <p>(IV) To reduce or remove the preferential rights attached to shares of such class to receive dividends or to the distribution of properties in the event that the Company is liquidated;</p> <p>(V) To add, remove or reduce the share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire securities of the Company attached to shares of such class;</p>

No.	Before Amendment	After Amendment (Revision)
	(VI) To remove or reduce the rights to receive payables from the Company in a particular currency attached to shares of such class;	
	(VII) To create a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;	
	(VIII) To restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;	
	(IX) To grant the right to subscribe for, or convert into, shares of such or another class;	
	(X) To increase the rights and privileges of shares of another class;	
	(XI) The restructuring scheme of the Company will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and	
	(XII) To vary or abrogate the provision of this Chapter.	

No.	Before Amendment	After Amendment (Revision)
Article 56	<p>Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders' general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning subparagraphs (II) to (VIII), (XI) and (XII) of Article 55 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p>	<p>“Interested shareholder(s)”, as such term is mentioned in the preceding paragraph, means:</p> <ul style="list-style-type: none"><li data-bbox="387 836 887 1138">(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on stock exchange(s) under Article 27 hereof, an “interested shareholder” is a controlling shareholder as defined in Article 57 hereof;<li data-bbox="387 1181 887 1453">(II) In the case of a repurchase of shares by the Company outside stock exchange by way of agreement under Article 27 hereof, an “interested shareholder” refers to a shareholder who is related to such agreement; or<li data-bbox="387 1495 887 1798">(III) In the case of a restructuring scheme of the Company, an “interested shareholder” refers to a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.

No.	Before Amendment	After Amendment (Revision)
Article 57	Resolutions of a class meeting shall be passed by shareholders present at the class meeting representing two-thirds or more of the voting rights in accordance with Article 56 hereof.	
Article 58	In the event that the Company convenes a class meeting, a written notice shall be issued, according to Article 70 of the Articles of Association, to all the shareholders whose names appear on the register of members of such class, specifying the matters proposed to be considered, the date and place of the meeting. If the listing rules of the place where the Securities of the Company are listed have specific provisions, such provisions shall be complied with.	
Article 59	The notice of the class meeting shall only be served to shareholders entitled to vote thereat.	
	A class meeting shall be held under procedures as similar as possible to a shareholders' general meeting. The provisions of the Articles of Association which relate to the procedures of convening shareholders' general meetings shall apply to class meetings.	

No.	Before Amendment	After Amendment (Revision)
Article 60	<p>In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.</p> <p>The special voting procedures for class meetings shall not apply to the following circumstances:</p> <p>(I) Where the Company issues, upon approval by a special resolution at a shareholders' general meeting, either separately or concurrently every 12 months, not more than 20% of each of the existing outstanding issued domestic-listed domestic shares and overseas-listed foreign shares;</p> <p>(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council;</p> <p>(III) Where holders of domestic shares of the Company transfer the shares held by them to overseas investors or convert the shares into overseas-listed foreign shares, and such shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council.</p>	

No.	Before Amendment	After Amendment (Revision)
Article 62	<p>The Rules are the appendix to the Articles of Association, which were drafted by the board of directors of the Company and took effect from the date when it was reviewed and approved by the general meeting of the Company, and the same applies to amendments. The Rules took effect from the date on which the H shares issued by the Company were listed on the Hong Kong Stock Exchange. From the date on which the Rules took effect, the Company's original Rules of Procedures for the General Meeting automatically became invalid.</p>	<p>The Rules are the appendix to the Articles of Association, which were drafted by the board of directors of the Company and took effect from the date when it was reviewed and <u>passed</u> by the general meeting of the Company. From the date on which the Rules took effect, the Company's original Rules of Procedures for the General Meeting automatically became invalid.</p>

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING



MicroTech Medical (Hangzhou) Co., Ltd.

微泰醫療器械(杭州)股份有限公司

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

(Stock code: 2235)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of MicroTech Medical (Hangzhou) Co., Ltd. (the “Company”) will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on Wednesday, December 27, 2023 at 2:30 p.m. for the purposes of considering and, if deemed appropriate, approving the following resolutions.

ORDINARY RESOLUTIONS

1. To consider and approve the election of the following Directors (other than independent non-executive Directors) of the second session of the Board and authorize the Board to fix their remuneration:
 - 1.1 to elect Dr. Zheng Pan as an executive Director of the Company;
 - 1.2 to elect Dr. Yu Fei as an executive Director of the Company;
 - 1.3 to elect Dr. Shi Yonghui as an executive Director of the Company;
 - 1.4 to elect Ms. Liu Xiu as an executive Director of the Company;
 - 1.5 to elect Mr. Mao Shuo as a non-executive Director of the Company;
 - 1.6 to elect Ms. Gao Yun as a non-executive Director of the Company; and
 - 1.7 to authorize the Board to fix the remuneration of Directors (other than independent non-executive Directors) of the second session of the Board.
2. To consider and approve the election of the following independent non-executive Directors of the second session of the Board and authorize the Board to fix their remuneration:
 - 2.1 to elect Dr. Li Lihua as an independent non-executive Director of the Company;
 - 2.2 to elect Mr. Ho Kin Cheong Kelvin as an independent non-executive Director of the Company;

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

- 2.3 to elect Ms. Wang Chunfeng as an independent non-executive Director of the Company;
 - 2.4 to elect Dr. Cheng Hua as an independent non-executive Director of the Company; and
 - 2.5 to authorize the Board to fix the remuneration of independent non-executive Directors of the second session of the Board.
3. To consider and approve the election of the following Supervisors (other than employee representative Supervisor) of the second session of the Supervisory Committee and authorize the Board to fix their remuneration:
 - 3.1 To elect Mr. Lyu Cheng as a shareholders' representative Supervisor of the Supervisory Committee;
 - 3.2 To elect Mr. Zhao Zhiheng as a shareholders' representative Supervisor of the Supervisory Committee; and
 - 3.3 To authorize the Board to fix the remuneration of Supervisors (other than employee representative supervisor) of the second session of the Supervisory Committee.

SPECIAL RESOLUTIONS

4. To consider and approve the Proposed Amendments to the Articles of Association; and
5. To consider and approve the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting.

By Order of the Board
MicroTech Medical (Hangzhou) Co., Ltd.
Zheng Pan
Chairman of the Board

Hangzhou, the PRC, December 8, 2023

Notes:

- (i) Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated December 8, 2023.
- (ii) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

- (iv) In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) or the Company's office at No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China (for holders of unlisted shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than December 26, 2023 at 2:30 p.m.), or any adjourned meeting thereof (as the case may be).
- (v) Completion and return of the proxy form shall not preclude the shareholders of the Company (the "**Shareholders**") from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the proxy form shall be deemed to be revoked.
- (vi) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vii) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the EGM, the register of members of H shares of the Company will be closed from December 20, 2023 to December 27, 2023 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be December 27, 2023. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, December 19, 2023 for registration.
- (viii) Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate Shareholders appoint authorized representative to attend the EGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
- (ix) Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
- (x) 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 Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
- (xi) All times refer to Hong Kong local time, except as otherwise stated.
- (xii) For any matter relating to the EGM, please contact the securities representative or the investor relationship department of the Group (via email: zhengdai@microtechmd.com; ir@microtechmd.com, respectively, or telephone: 0571-88566373-866).



MicroTech Medical (Hangzhou) Co., Ltd.

微泰醫療器械(杭州)股份有限公司

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

(Stock code: 2235)

**NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF
H SHARES**

NOTICE IS HEREBY GIVEN THAT the 2023 second class meeting of holders of H shares (the “**Class Meeting of Holders of H Shares**”) of MicroTech Medical (Hangzhou) Co., Ltd. (the “**Company**”) will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on Wednesday, December 27, 2023 at 3:00 p.m. (or immediately after the conclusion of the 2023 first extraordinary general meeting of the Company to be held on the same date or any adjournment thereof) for the purpose of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Amendments to the Articles of Association; and
2. To consider and approve the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting.

By order of the Board
MicroTech Medical (Hangzhou) Co., Ltd.
Zheng Pan
Chairman of the Board

Hangzhou, the PRC, December 8, 2023

Notes:

- (i) Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated December 8, 2023.
- (ii) Any holder of H shares of the Company entitled to attend and vote at the Class Meeting of Holders of H Shares is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.

NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF H SHARES

- (iv) In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of H Shares (i.e. not later than December 26, 2023 at 3:00 p.m.), or any adjourned meeting thereof (as the case may be).
- (v) Completion and return of the proxy form shall not preclude the shareholders of the Company (the “**Shareholders**”) from attending and voting in person at the Class Meeting of Holders of H Shares or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the proxy form shall be deemed to be revoked.
- (vi) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Holders of H Shares, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vii) For the purpose of determining the H shareholders of the Company entitled to attend and vote at the Class Meeting of Holders of H Shares, the register of members of H shares of the Company will be closed from December 20, 2023 to December 27, 2023 (both days inclusive). The record date for determining the entitlement of the H shareholders of the Company to attend and vote at the Class Meeting of Holders of H Shares will be December 27, 2023. To be eligible to attend and vote at the Class Meeting of Holders of H Shares, all transfer documents must be lodged with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, December 19, 2023 for registration.
- (viii) Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Class Meeting of Holders of H Shares. If corporate Shareholders appoint authorized representative to attend the Class Meeting of Holders of H Shares, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the Class Meeting of Holders of H Shares.
- (ix) Shareholders attending the Class Meeting of Holders of H Shares shall be responsible for their own travel and accommodation expenses.
- (x) All resolutions at the Class Meeting of Holders of H Shares 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 Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
- (xi) All times refer to Hong Kong local time, except as otherwise stated.
- (xii) For any matter relating to the Class Meeting of Holders of H Shares, please contact the securities representative or the investor relationship department of the Group (via email: zhengdai@microtechmd.com; ir@microtechmd.com, respectively, or telephone: 0571-88566373-866).



MicroTech Medical (Hangzhou) Co., Ltd.

微泰醫療器械(杭州)股份有限公司

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

(Stock code: 2235)

NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF UNLISTED SHARES

NOTICE IS HEREBY GIVEN THAT the 2023 second class meeting of holders of Unlisted Shares (the “**Class Meeting of Holders of Unlisted Shares**”) of MicroTech Medical (Hangzhou) Co., Ltd. (the “**Company**”) will be held at Business Conference Room, 3rd Floor, MicroTech Medical Administration Building, No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China on Wednesday, December 27, 2023 at 3:15 p.m. (or immediately after the conclusion of the 2023 first extraordinary general meeting and the 2023 second class meeting of holders of H shares of the Company to be held on the same date or any adjournment thereof) for the purpose of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Amendments to the Articles of Association; and
2. To consider and approve the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting.

By order of the Board
MicroTech Medical (Hangzhou) Co., Ltd.
Zheng Pan
Chairman of the Board

Hangzhou, the PRC, December 8, 2023

Notes:

- (i) Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated December 8, 2023.
- (ii) Any shareholder of Unlisted Shares of the Company entitled to attend and vote at the Class Meeting of Holders of Unlisted Shares is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.

NOTICE OF 2023 SECOND CLASS MEETING OF HOLDERS OF UNLISTED SHARES

- (iv) In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's office at No. 108 Liuze Street, Cangqian Street, Yuhang District, Hangzhou, Zhejiang, China as soon as practicable but in any event not less than 24 hours before the time appointed for holding the Class Meeting of Holders of Unlisted Shares (i.e. not later than December 26, 2023 at 3:15 p.m.), or any adjourned meeting thereof (as the case may be).
- (v) Completion and return of the proxy form shall not preclude the shareholders of the Company (the "**Shareholders**") from attending and voting in person at the Class Meeting of Holders of Unlisted Shares or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the proxy form shall be deemed to be revoked.
- (vi) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Class Meeting of Holders of Unlisted Shares, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (vii) The record date for determining the entitlement of holders of Unlisted Shares of the Company to attend and vote at the Class Meeting of Holders of Unlisted Shares will be December 27, 2023.
- (viii) Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Class Meeting of Holders of Unlisted Shares. If corporate Shareholders appoint authorized representative to attend the Class Meeting of Holders of Unlisted Shares, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the Class Meeting of Holders of Unlisted Shares.
- (ix) Shareholders attending the Class Meeting of Holders of Unlisted Shares shall be responsible for their own travel and accommodation expenses.
- (x) All resolutions at the Class Meeting of Holders of Unlisted Shares 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 Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
- (xi) All times refer to Hong Kong local time, except as otherwise stated.
- (xii) For any matter relating to the Class Meeting of Holders of Unlisted Shares, please contact the securities representative or the investor relationship department of the Group (via email: zhengdai@microtechmd.com; ir@microtechmd.com, respectively, or telephone: 0571-88566373-866).