
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Beijing Airdoc Technology Co., Ltd.
北京鷹瞳科技發展股份有限公司

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

(Stock code: 2251)

**(1) ELECTION OF THE SECOND SESSION OF BOARD OF DIRECTORS AND
BOARD OF SUPERVISORS**
**(2) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE GENERAL MEETING**
(3) USE OF IDLE FUNDS FOR CASH MANAGEMENT
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(5) GENERAL MANDATE TO REPURCHASE H SHARES
NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING
**NOTICE OF 2023 FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING**
AND
NOTICE OF 2023 FIRST H SHAREHOLDERS' CLASS MEETING

The notices convening the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting of Beijing Airdoc Technology Co., Ltd. to be held at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC on Friday, December 29, 2023 at 10:30 a.m., 11:00 a.m. (or immediately after the conclusion of the EGM) and 11:15 a.m. (or immediately after the conclusion of the Domestic Shareholders' Class Meeting) respectively are set out in this circular.

Shareholders who intend to appoint a proxy to attend the EGM and/or the Class Meetings shall complete the enclosed forms of proxy in accordance with the instructions printed thereon, and return it to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's registered office in the PRC at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC (for Domestic Shareholders), not less than 24 hours before the time fixed for holding the EGM and/or the Class Meetings or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM and/or the Class Meetings or any adjourned meeting should you so wish, and in such event, the forms of proxy that you have completed and returned will be deemed to be revoked.

This circular together with the forms of proxy for use at the EGM and the Class Meetings are published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.airdoc.com).

December 12, 2023

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Class Meetings”	the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	Beijing Airdoc Technology Co., Ltd. (北京鷹瞳科技發展股份有限公司), a joint stock company incorporated in the PRC with limited liability on September 9, 2015 and the H Shares of which were listed on the Stock Exchange on November 5, 2021
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	unlisted shares in the share capital of the Company, with a nominal value of RMB1.00 each, which is(are) subscribed for and paid up in RMB by domestic investors and currently not listed on any stock exchange
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Domestic Shareholders’ Class Meeting”	the Company’s 2023 first class meeting of Domestic Shareholders or any adjourned meeting to be convened and held on Friday, December 29, 2023 at 11:00 a.m., or immediately after the conclusion of the EGM or any adjournment thereof (whichever is the later)
“EGM”	the 2023 second extraordinary general meeting of the Company to be held on Friday, December 29, 2023 at 10:30 a.m., or any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of Renminbi 1.00 each, which is(are) subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares

DEFINITIONS

“H Shareholders’ Class Meeting”	the Company’s 2023 first class meeting of H Shareholders or any adjourned meeting to be convened and held on Friday, December 29, 2023 at 11:15 a.m., or immediately after the conclusion of the Domestic Shareholders’ Class Meeting or any adjournment thereof (whichever is the later)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	December 8, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended and supplemented from time to time
“PRC”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the EGM to repurchase H Shares during the relevant period not exceeding 10% of the total number of H Shares in issue as of the date of passing of the relevant resolution approving such mandate
“RMB”	Renminbi Yuan, the lawful currency of China
“Rules of Procedure of the General Meeting”	the rules of procedure of the general meeting of the Company, as amended from time to time
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Shares”	shares of the Company, comprising H Shares and Domestic Shares
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of our Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent



Beijing Airdoc Technology Co., Ltd.
北京鷹瞳科技發展股份有限公司

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

(Stock code: 2251)

Executive Directors:

Mr. ZHANG Dalei (張大磊)
(Chairman and chief executive officer)

Dr. CHEN Yuzhong (陳羽中)

Mr. CHEN Hailong (陳海龍)

Ms. WANG Lin (王林)

Non-Executive Director:

Mr. CHEN Xin (陳欣)

Independent Non-executive Directors:

Mr. NG Kong Ping Albert (吳港平)

Mr. WU Yangfeng (武陽豐)

Mr. HUANG Yanlin (黃彥林)

*Head Office, Registered Office
and Principal Place of Business
in the PRC:*

Room 21, 4th Floor, Building 2, A2 Yard
West Third Ring North Road
Haidian District
Beijing
PRC

*Principal Place of Business
in Hong Kong:*

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

December 12, 2023

To the Shareholders:

Dear Sir/Madam,

**(1) ELECTION OF THE SECOND SESSION OF BOARD OF DIRECTORS AND
BOARD OF SUPERVISORS**

**(2) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE GENERAL MEETING**

(3) USE OF IDLE FUNDS FOR CASH MANAGEMENT

(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(5) GENERAL MANDATE TO REPURCHASE H SHARES

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE OF 2023 FIRST DOMESTIC SHAREHOLDERS'

CLASS MEETING

AND

NOTICE OF 2023 FIRST H SHAREHOLDERS' CLASS MEETING

I. INTRODUCTION

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

LETTER FROM THE BOARD OF DIRECTORS

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

1. the election of the second session of the Board of Directors and the Board of Supervisors and the remuneration plan for the second session of the Board of Directors and the Board of Supervisors;
2. the proposed amendments to the Rules of Procedure of the General Meeting;
3. the use of idle funds for cash management;
4. the proposed amendments to the Articles of Association; and
5. the proposed general mandate to repurchase H Shares.

II. DETAILS OF THE RESOLUTIONS

Ordinary Resolutions

1. Election of the Second Session of Board of Directors and Board of Supervisors

Reference is made to the announcement of the Company dated November 24, 2023, in relation to, among other things, the election of the second session of the Board of Directors and the Board of Supervisors.

(1) Election of the Second Session of the Board of Directors

The term of office of the first session of the Board of Directors will expire in December 2023. In accordance with the relevant laws and regulations and the Articles of Association and the opinions from the nomination committee of the Board of Directors, the Board of Directors resolved on November 24, 2023 to propose the following Director candidates and board composition for the second session of Board of Directors for the Shareholders' consideration at the EGM:

Executive Directors	Mr. ZHANG Dalei (張大磊), Ms. WANG Lin (王林), Dr. HE Chao (和超) and Mr. QIN Yong (秦勇)
Independent Non-executive Directors	Mr. NG Kong Ping Albert (吳港平), Dr. WU Yangfeng (武陽豐) and Dr. HUANG Yanlin (黃彥林)

Ordinary resolutions will be proposed at the EGM for the Shareholders to consider and approve: (i) the re-election of Mr. ZHANG Dalei and Ms. WANG Lin as executive Directors and the appointment of Dr. HE Chao and Mr. QIN Yong as executive Directors; and (ii) the re-election of Mr. NG Kong Ping Albert, Dr. WU Yangfeng and Dr. HUANG Yanlin as independent non-executive Directors.

LETTER FROM THE BOARD OF DIRECTORS

The biographical details and other information in respect of the Director candidates are set out in Appendix I to this circular.

Save for Dr. HE Chao (和超) and Mr. QIN Yong (秦勇), all of the Director candidates are existing Directors. The term of office of the second session of the Board of Directors shall be three years commencing from the date of approval at the EGM. All existing members of the first session of the Board of Directors will continue to perform their roles and responsibilities in accordance with the applicable laws, administrative regulations and the Articles of Association until the election of the second session of the Board of Director is approved at the EGM.

Details of the membership of committees of the Board of Directors will be indicated in the announcement of the list of Directors of the Company after the EGM.

Subject to the approval of appointment of each Director candidate at the EGM, the Company will enter into service contracts with the Directors. The service contracts set out, among other things, the remuneration package and the length of service of the Directors. Remuneration of the Directors during their terms of office will be implemented based on the remuneration policy of the Company. The executive Directors holding senior management positions will receive remuneration (paid in the form of cash and/or equity incentives under any share schemes adopted or to be adopted by the Company from time to time) in accordance with the remuneration standards of senior management determined by the Board of Directors and/or their employment contracts signed with the Company. Mr. NG Kong Ping Albert (吳港平), Dr. WU Yangfeng (武陽豐) and Dr. HUANG Yanlin (黃彥林) as the independent non-executive Directors will receive an annual director's fee of RMB280,000, RMB180,000 and RMB180,000 from the Company, respectively.

As of the Latest Practicable Date, save as disclosed in this circular, none of the Director candidates (a) held any directorship in the last three years prior to the date of this circular in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas, or served other positions in the Company or any of its subsidiaries, (b) had any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders, (c) had been subject to any penalty or punishment imposed by any relevant authorities or stock exchanges, and (d) held any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As of the Latest Practicable Date, save as disclosed in this circular, there is no other information in relation to the proposed appointment of Director candidates that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2) of the Listing Rules, nor are there any matters in relation to

LETTER FROM THE BOARD OF DIRECTORS

proposed appointment of Director candidates and/or the election of the second session of the Board of Directors that need to be brought to the attention of the Shareholders.

Dr. CHEN Yuzhong and Mr. CHEN Hailong will retire by rotation as executive Directors and Mr. CHEN Xin will retire by rotation as a non-executive Director with effect from the conclusion of the EGM. Dr. CHEN Yuzhong and Mr. CHEN Hailong will continue with the Group, shifting their focus towards daily operation management and business development of the Group. The Board of Directors has not received from the retiring Directors of the first session of the Board of Directors, namely Dr. CHEN Yuzhong, Mr. CHEN Hailong and Mr. CHEN Xin, any disagreement between them and the Board of Directors relating to their retirement, and the Board of Directors is not aware of any matters relating to their retirement that need to be brought to the attention of the Stock Exchange and the Shareholders.

(2) Election of the Second Session of the Board of Supervisors

The term of office of the first session of the Board of Supervisors will expire in December 2023. In accordance with the relevant laws and regulations and the Articles of Association and the opinions from the nomination committee of the Board of Directors, the Board of Supervisors resolved on November 24, 2023 to propose the following Supervisor candidates for the second session of Board of Supervisors for the Shareholders' consideration at the EGM:

Supervisors Ms. BAI Huihui (白惠惠) and Dr. LUO Ting (羅婷)

Ordinary resolutions will be proposed at the EGM by the Board of Directors to consider and approve the re-election of Ms. BAI Huihui and Dr. LUO Ting as Supervisors.

Details of biographies and information of Mr. WEI Yubo, Ms. BAI Huihui, Dr. LUO Ting are set out in Appendix II to this circular.

All of the Supervisor candidates are existing Supervisors. The second session of the Board of Supervisors will comprise two non-employee representative Supervisors to be approved by the Shareholders at the EGM and the employee representative supervisor, Mr. WEI Yubo (魏宇博). Mr. Wei Yubo was re-elected by the employees of the Company through employees' democratic election procedure as the employee representative Supervisor of the second session of the Board of Supervisors on November 24, 2023, with his appointment taking effect from the conclusion of the EGM. The term of office of the second session of the Board of Supervisors shall be three years commencing from the date of the EGM. All existing members of the first session of the Board of Supervisors will continue to perform their roles and responsibilities in accordance with the applicable laws, administrative regulations and the Articles of Association until the completion of the appointment of the second session of the Board of Supervisors.

LETTER FROM THE BOARD OF DIRECTORS

Subject to the approval of the appointment of each non-employee representative Supervisor candidate as the second session of the Board of Supervisors at the EGM and the effectiveness of the appointment of the employee representative Supervisor, the Company will enter into service contracts with the Supervisors. The service contracts set out, among other things, the remuneration and the length of service of the Supervisors. Remuneration of the Supervisors during their terms of office will be implemented based on the remuneration policy of the Company. Dr. LUO Ting as the Supervisor will receive an annual fee of RMB100,000 from the Company, and Mr. WEI Yubo and Ms. BAI Huihui as the Supervisors will not receive any supervisor fee from the Company.

As of the Latest Practicable Date, save as disclosed in this circular, none of the Supervisor candidates and the employee representative Supervisor (a) held any directorship in the last three years prior to the date of this circular in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas, or served other positions in the Company or any of its subsidiaries, (b) had any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders, (c) had been subject to any penalty or punishment imposed by any relevant authorities or stock exchanges, and (d) held any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, save as disclosed in this circular, there is no other information in relation to the proposed appointment of Supervisor candidates and the election of employee representative Supervisor above that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2) of the Listing Rules, nor are there any matters in relation to the proposed appointment of Supervisor candidates and the election of employee representative Supervisor that need to be brought to the attention of the Shareholders.

2. Proposed Amendments to the Rules of Procedure of the General Meeting

An ordinary resolution will be proposed at the EGM and the Class Meetings for the Shareholders to consider and approve the amendments to the Rules of Procedure of the General Meeting. On November 24, 2023, the Board of Directors has resolved to amend the rules of procedure of the General Meeting for the purposes of (i) reflecting the updates in the New PRC Regulations (as defined below) and the Listing Rules, and (ii) making other appropriate and housekeeping amendments. Details of the amendments are set out in Appendix III to this circular.

3. Use of Idle Funds for Cash Management

To ensure the sustainability of the Company's cash management, without affecting normal operations and while maintaining controllable risk, the Board of Directors proposes that, based on the business development plan and financial conditions, the Group may use its idle funds to purchase cash management products for cash management purpose within the 12 month period commencing from the date

LETTER FROM THE BOARD OF DIRECTORS

of the EGM. The idle funds (including the corresponding returns) can be used repeatedly, provided that the total balance of the outstanding cash management products at any time during the 12 month period shall not exceed RMB1 billion.

The idle funds may be used to purchase, among others, securities, wealth management products, asset management products, bonds and funds. The Company will prudently evaluate the cash management products, conduct strict risk control in accordance with relevant policies, and select those products with high security and relatively good liquidity and returns. Notwithstanding this resolution being approved by the Shareholders at the EGM, using idle funds to purchase cash management products may still constitute notifiable transactions and be subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules. The Company will review and monitor its cash management activities to ensure compliance with the requirements under Chapter 14 of the Listing Rules each time it purchases the cash management products.

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the use of idle funds for cash management.

Special Resolutions

4. Proposed Amendments to the Articles of Association

Reference is made to the announcement dated November 24, 2023 of the Company in relation to, among others, the proposed amendments to the Articles of Association.

On February 17, 2023, the State Council of the PRC and the China Securities Regulatory Commission issued the "Decision of the State Council to Repeal Certain Administrative Regulations and Documents" and the "Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies", respectively, and related guidelines (collectively, the "**New PRC Regulations**"), which came into effect on March 31, 2023. On the same date as the New PRC Regulations took effect, the "Mandatory Provisions for the Articles of Association of Companies Listed Overseas" and the "Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies" were repealed. The Stock Exchange has made certain consequential amendments to the Listing Rules, which came into effect on August 1, 2023. In light of the above, among other matters, holders of domestic shares and H shares are no longer deemed as different class of Shareholders, and the class meeting requirement applicable to holders of domestic shares and H shares are no longer necessary under the New PRC Regulations.

On November 24, 2023, the Board of Directors resolved to amend the Articles of Association for the purposes of (i) reflecting the updates in the New PRC Regulations and the Listing Rules, and (ii) making other appropriate and housekeeping amendments. Details are set out in Appendix IV to this circular.

LETTER FROM THE BOARD OF DIRECTORS

Save for the amendments to the Articles of Association set out in Appendix IV hereto, other provisions of the Articles of Association remain unchanged.

A special resolution will be proposed at the EGM and the Class Meetings for the Shareholders to consider and approve the proposed amendments to the Articles of Association. The amended Articles of Association shall become effective on the date of passing the relevant resolution at the EGM and the Class Meetings, prior to which the prevailing Articles of Association shall remain in effect.

5. General Mandate to Repurchase H Shares

In accordance with the requirements of relevant laws, regulations and the Listing Rules and in order to provide the Board of the Directors with flexibility in any event that it becomes desirable to repurchase Shares, the Board of Directors proposed at the EGM and Class Meetings that the Shareholders (a) grant the Board of Directors a general mandate to repurchase up to a maximum of 5,341,700 H Shares, representing 10% of the aggregate number of the H Shares in issue as of the date of passing the resolution approving the Repurchase Mandate, and (b) authorize the Board of Directors to execute all such documents, deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the Repurchase Mandate.

The scope of authorization under the Repurchase Mandate include, among other things:

- (a) opening a dedicated securities account and other relevant securities accounts for repurchase;
- (b) strategically repurchasing shares within the term of the Repurchase Mandate and deciding the timing, price, quantity and use of the repurchased shares;
- (c) adjusting the implantation plan of repurchase and dealing with matters pertaining to the share repurchase in accordance with relevant laws and regulations;
- (d) determining the cancellation plan of the repurchased shares in accordance with relevant laws and regulations and the actual situation of the Company after the completion of the repurchase;
- (e) preparing, amending, supplementing, executing, delivering, submitting and implementing all agreements, contracts and documents (if applicable) occurring in the course of the repurchase and making filings as required; and
- (f) dealing with all such matters or taking all such steps, which are not stated above, in connect with and to give effect to the repurchase.

LETTER FROM THE BOARD OF DIRECTORS

The Company Law of the PRC (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for (a) reducing its share capital; (b) a merger with another entity that holds the shares of the Company; (c) granting shares for the employee stock ownership plan or share incentive; (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division of the company; (e) the repurchased shares are used for the corporate bonds convertible into shares of the listed company; or (f) the repurchase is necessary for maintaining the value of the listed company and the interests of its shareholders.

The Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Board of Directors to repurchase H shares of such company that is listed on the Stock Exchange. Such Repurchase Mandate is required to be given by way of a special resolution passed by Shareholders at the EGM and special resolutions passed by holders of unlisted shares and holders of H shares in separate class meetings. As the H Shares are traded on the Stock Exchange in Hong Kong Dollars and the price payable by the Company for any repurchase of H Shares will, therefore, be paid in Hong Kong Dollars, the approvals of local bureaus of SAFE and other relevant government authorities are required for any repurchase of H Shares. In accordance with the requirements of the Articles of Association applicable to capital reduction, if the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared. Prior to exercising the Repurchase Mandate, the Company will have to notify its creditors in writing of the passing of such special resolutions and the possible reduction of the registered capital of the Company. The Company shall notify its creditors within 10 days after the passing of such special resolutions and also by way of publication of announcement in newspaper within 30 days after the passing of such special resolutions. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 45 days after the first publication of the newspaper announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

The repurchase is conditional upon satisfaction of each of the following conditions:

- (a) the special resolutions regarding the grant of the Repurchase Mandate having been approved at the EGM and Class Meetings;
- (b) the Company having obtained the approval from and/or filed to the local bureau of SAFE (or its successor authority) and/or any other regulatory authorities (if applicable) as may stipulated under the PRC laws, rules and regulations; and

LETTER FROM THE BOARD OF DIRECTORS

- (c) the Company has not been required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the provisions of the Articles of Association. If the Company determines to repay any amount to any of its creditors in circumstances described under conditions above, it expects to do so out of its internal resources. The Board of Directors will not exercise the Repurchase Mandate if the abovementioned conditions are not satisfied.

The Repurchase Mandate, if approved, shall be in force from the date of the passing of the relevant resolution at the EGM until the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or by any applicable laws; and (c) the date on which the authority given under the special resolution approving the Repurchase Mandate is revoked or varied by a special resolution of the Shareholders.

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net assets per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole. The Board of Directors has no current intention of exercising the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix V of this circular, which contains all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote in favor of or against the resolution regarding the grant of the Repurchase Mandate to the Board of Directors.

III. EGM, CLASS MEETINGS AND PROXY ARRANGEMENT

Notice of EGM and Class Meetings

The notice of the EGM is set out on pages 59 to 61 of this circular. The notice of the Domestic Shareholders' Class Meeting is set out on pages 62 to 63 of this circular. The notice of the H Shareholders' Class Meeting is set out on pages 64 to 65 of this circular. Notices of the EGM and Class Meetings are also published on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.airdoc.com).

LETTER FROM THE BOARD OF DIRECTORS

Vote by Poll

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the EGM and/or the Class Meetings decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM will exercise his power under the articles of association of the Company to demand a poll in relation to all the proposed resolutions at the EGM and the Class Meetings.

As of the Latest Practicable Date, to the best of the knowledge of the Directors and having made all reasonable enquiries, save as (a) Mr. ZHANG Dalei, who is a Director candidate and a Shareholder, shall abstain from voting on the resolution relating to the remuneration of the second session of the Board of Directors, and (b) Mr. GAO Fei and Mr. CHEN Mingqiang, as the parties acting in concert with Mr. ZHANG Dalei, shall abstain from voting on the resolution relating to the remuneration of the second session of the Board of Directors, no other Shareholder has any material interest in any of the proposed resolutions and is required to abstain from voting on the resolutions in relation thereto.

Closure of Register of Members of H Shares

For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the EGM and H Shareholders' Class Meeting, the register of members of the Company will be closed from December 9, 2023 to December 29, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the EGM and H Shareholders' Class Meeting, unregistered holders of H Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on December 8, 2023 for registration.

Proxy Arrangement

Forms of proxy for use at the EGM and Class Meetings are enclosed with this circular and such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.airdoc.com). To be valid, the forms of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarized copy of that power of attorney or authority, at the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's registered office at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24

LETTER FROM THE BOARD OF DIRECTORS

hours before the time appointed for the EGM and/or the Class Meetings or any adjournment thereof. Completion and delivery of the forms of proxy will not preclude you from attending and voting at the EGM and/or the Class Meetings if you so wish.

IV. RECOMMENDATION

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

V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

Hong Kong, December 12, 2023

Mr. ZHANG Dalei (張大磊), aged 41, our founder, joined our Group on September 9, 2015 and was appointed as a Director and chairman of the Board of Directors on the same date. Mr. Zhang was re-designated as an executive Director on April 30, 2021. Mr. Zhang is primarily responsible for the overall management of the business strategy and corporate development of our Group. Furthermore, Mr. Zhang serves as a director in certain subsidiaries of the Company. Mr. Zhang has accumulated over 13 years of robust experience in the management of high-tech companies and accumulated technological knowledge in the R&D of AI technologies. From April 2015 to September 2015, Mr. Zhang served as the product vice president of Sina Technology (China) Company Limited (新浪網技術(中國)有限公司). From June 2014 to April 2015, Mr. Zhang served as a vice president at Synapse Computer System (Shanghai) Co., Ltd. (突觸計算機系統(上海)有限公司), a wholly-owned subsidiary of PPLive Corporation, where he was mainly responsible for product development and technology. From May 2010 to May 2013 Mr. Zhang served as the chief technology officer of Ethos Technologies Inc. (宇思信德科技(北京)有限公司). From March 2008 to April 2010, Mr. Zhang served as a program manager of Macintosh Business Unit of Microsoft (China) Co., Ltd. (微軟(中國)有限公司). Mr. Zhang received his bachelor's degree in pharmaceuticals in the PRC in June 2003. Mr. Zhang was granted the "Certified Standards Professional" and recognized as the "Most Valuable Professional" by Microsoft in April 2008 and April 2011, respectively. Mr. Zhang was certified as the Information System Project Manager (Senior) (信息系統項目管理師(高級)) by Beijing Human Resources and Social Security Bureau (北京市人力資源社會保障局) in November 2010. Mr. Zhang has been serving as a member of Professional Committee of Smart Medical of Chinese Association for Artificial Intelligence (中國人工智能學會智慧醫療專業委員會) since December 2020. Mr. Zhang was appointed as the vice chairman of industry development and coordination committee by the Asia Optometric Management Academy for a two-year term starting from March 2023. As of the Latest Practicable Date, Mr. Zhang has direct interest in 12,074,198 Domestic Shares and 5,174,656 H Shares, is interested in 3,107,040 H Shares grant yet unvested under the 2022 equity incentive scheme of the Company, and is deemed to be interested in (i) 2,335,363 Domestic Shares and 2,995,945 H Shares held by Beijing Airdoc Universe Technology Center L.P. (北京鬱金香宇宙科技中心(有限合夥)), where Mr. Zhang serves as the general partner, and (ii) 1,398,058 Domestic Shares and 1,101,459 H Shares held by his concert parties, Mr. GAO Fei and Mr. CHEN Mingqiang.

Ms. WANG Lin (王林), aged 39, joined our Group as the general counsel in September 2017. On March 30, 2023, Ms. Wang was appointed as an executive Director. Ms. Wang serves as a director or a supervisor in certain subsidiaries of the Company. Ms. Wang has approximately 12 years of experience in legal practice. Prior to joining the Group, from March 2011 to July 2017, Ms. Wang served as a legal counsel in Beijing Sohu New Media Information Technology Co., Ltd. (北京搜狐新媒體信息技術有限公司), a wholly-owned subsidiary of Sohu.com Limited (formerly known as Sohu.com Inc.), whose shares are listed on NASDAQ (ticker symbol: SOHU). Ms. Wang obtained a bachelor's degree in laws from Hubei University (湖北大學) in June 2007 and a master's degree in laws from Beijing Technology and Business University (北京工商大學) in July 2010.

Dr. HE Chao (和超), aged 51, was appointed as our chief technology officer on October 23, 2018. He has led the development of our research and development team, which laid the foundation for the development of our Airdoc-AIFUNDUS, since 2018. Dr. He possesses more than 20 years of experience in research and development, and is the inventor of more than 50 Chinese patents or patent applications and 30 international patents in core technologies in the fields of artificial intelligence, intelligent hardware, and medical devices. Dr. He worked for Microsoft (China) Co., Ltd. from June 2009 to March 2015, where his last position was the principal software engineering manager. From February 2015 to October 2018, Dr. He served as the R&D vice president of Shanghai Xiaoyi Technology Co., Ltd. (上海小蟻科技有限公司). Dr. He received his bachelor's degree in radio technology and information system from Tsinghua University (清華大學) in the PRC in July 1995 and his doctor of philosophy in electrical engineering from the Ohio State University in the U.S. in 2005.

Mr. QIN Yong (秦勇), aged 43, joined our Group as the product operations manager in September 2017 and is mainly responsible for the operation of the Company's products. Since August 2022, Mr. Qin has served as the chief operating officer of Beijing Airdoc Intelligent Technology Co. Ltd. (北京鷹瞳智能科技有限公司), a subsidiary of the Group. Since November 2021, Mr. Qin has served as a director of Beijing Airdoc Medical Technology Co., Ltd. (北京鷹瞳醫療科技有限公司), a subsidiary of the Group.

From September 2010 to June 2016, Mr. Qin worked for China Mobile Design Institute (中國移動設計院), where he successively served as a project manager responsible for supporting the construction and operation aspects of the Mobile 10086 Portal, and then as the product leader of the mobile points mall responsible for the development of the mobile points mall portal. From August 2006 to September 2009, Mr. Qin served as a technical support manager at Microsoft (China) Co., Ltd. (微軟(中國)有限公司), where he was mainly responsible for the promotion of Microsoft's development technology. Mr. Qin obtained his bachelor's degree in computer science and technology from Yanshan University (燕山大學) in the PRC in July 2002 and his master's degree in Geographic Information System from China University of Geosciences (中國地質大學) in 2006.

Mr. NG Kong Ping Albert (吳港平), aged 66, joined our Group and was appointed as an independent non-executive Director on April 30, 2021. Mr. Ng is primarily responsible for addressing conflicts and giving strategic advice and guidance to the business and operations of our Group. Mr. Ng was the chairman of Ernst & Young China, the managing partner of Ernst & Young in Greater China and a member of Ernst & Young's Global Executive Committee before retirement. He has over 30 years of professional experience in accounting in Hong Kong and Mainland China. Prior to joining Ernst & Young, Mr. Ng served as Managing Partner of Arthur Andersen in Greater China, Managing Partner, China Operation of PricewaterhouseCoopers and the managing director of Citigroup China Investment Banking. Mr. Ng is an independent non-executive Director of Ping An Insurance (Group) Company of China, Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 601318) and the Stock Exchange (stock code: 02318)), China International Capital Corporation Limited (a company listed on the Shanghai Stock Exchange (stock code: 601995) and the Stock Exchange (stock code: 03908)), an

independent director of Alibaba Group Holding Limited (a company listed on the New York Stock Exchange (stock code: BABA) and the Stock Exchange (stock code: 09988)), and an independent non-executive director of Shui On Land Limited (a company listed on the Stock Exchange (stock code: 272)).

Mr. Ng is the president of the second session of Hong Kong China Chamber of Commerce and once served as a member of the first and second Consulting Committee of Corporate Accounting Standard (企業會計準則諮詢委員會), an advisor of the Hong Kong Business Accountants Association and a member of the Advisory Board of the School of Accountancy of The Chinese University of Hong Kong. Mr. Ng is also a member of the audit committee of The Chinese University of Hong Kong (Shenzhen) and a council member of the Education Foundation of The Chinese University of Hong Kong (Shenzhen). Mr. Ng has obtained his bachelor's and master's degree in business administration from The Chinese University of Hong Kong in December 1981 and October 1988, respectively. Mr. Ng is also a member of Hong Kong Institute of Certified Public Accountants (HKICPA), Chartered Accountants Australia and New Zealand (CAANZ), CPA Australia (CPAA) and Association of Chartered Certified Accountants (ACCA).

Dr. WU Yangfeng (武陽豐), aged 61, was appointed as an independent Director on December 25, 2020. Dr. Wu was re-designated as an independent non-executive Director on April 30, 2021. Dr. Wu is primarily responsible for addressing conflicts and giving strategic advice and guidance to the business and operations of our Group. Since July 2006, Dr. Wu has been working at medicine department of Peking University (北京大學) with his current position being the executive deputy director of clinical research institute, a professor of clinical research methodology and a doctoral supervisor. Before July 2006, Dr. Wu worked at Fuwai Hospital (阜外醫院) with his last position as a director of epidemiology research office, a researcher and a doctoral supervisor. Dr. Wu received his bachelor's degree of medicine from Shanxi Medical College (山西醫學院) in the PRC in December 1984. Dr. Wu received his master's degree and doctor's degree in medicine from Peking Union Medical College (中國協和醫科大學) in the PRC in December 1987 and July 1996, respectively.

Dr. HUANG Yanlin (黃彥林), aged 50, joined our Group on December 25, 2020 and was appointed as an independent Director on the same date. Dr. Huang was re-designated as an independent non-executive Director on April 30, 2021. Dr. Huang is primarily responsible for addressing conflicts and giving strategic advice and guidance to the business and operations of our Group.

Dr. Huang has been serving as an industry advisor in KKR Asia Limited since October 2022. From July 2020 to April 2021, Dr. Huang served as the chief technology officer of 9F Inc. (玖富集團), a company whose shares are listed on NASDAQ (ticker symbol: JFU), where he was primarily responsible for overseeing R&D. From August 2019 to July 2020, Dr. Huang served as the chief technology officer of GOME Holdings Group (國美控股集團), where he was primarily responsible for leading R&D. From September 2016 to June 2019, Dr. Huang served as the chief technology officer of Vipshop Holdings Limited, a company whose shares are listed on the New York Stock Exchange (ticker symbol: VIPS), where he was primarily responsible for leading R&D. From April 2015 to September 2016,

Dr. Huang served as the chief technology officer of Sina Technology (China) Company, where he was primarily responsible for leading R&D. Dr. Huang previously served as the chief technology officer of Shanghai SynaCast Media Tech Co., Ltd. (上海聚力傳媒技術有限公司) (PPTV), where he was primarily responsible for leading R&D. Dr. Huang once worked at Microsoft. Dr. Huang received his bachelor's degree of science in microbiology from Wuhan University (武漢大學) in the PRC in July 1993. Dr. Huang received his doctor's degree in biochemistry from State University of New York at Buffalo in the United States in September 1999. Dr. Huang received his master's degree in computer science from the University of Virginia in the United States in January 2001.

Mr. WEI Yubo (魏宇博), aged 41, joined our Group on April 30, 2016 and was appointed as a Supervisor on December 7, 2016. Mr. Wei is the chairman of the Board of Supervisors and primarily responsible for overseeing our business operations. Mr. Wei serves as a supervisor in certain subsidiaries of the Company. From July 2012 to April 2016, Mr. Wei served as an engineer of IGT Technology (Beijing) Co., Ltd. (IGT科技開發(北京)有限公司), where he was primarily responsible for software development and testing. From April 2006 to June 2012, Mr. Wei worked successively at Beyondsoft Technology Co., Ltd. (博彥科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002649) and Microsoft, where he was mainly responsible for Mac Office Testing. Mr. Wei received his bachelor's degree in electronic information engineering from Jilin University (吉林大學) in the PRC in July 2004.

Ms. BAI Huihui (白惠惠), aged 33, joined our Group on December 25, 2020 and was appointed as a Supervisor on the same date. Ms. Bai is primarily responsible for overseeing our business operations. Ms. Bai holds the following positions outside our Group concurrently. Since April 2020, Ms. Bai has been serving as the chairman of the board and general manager at Guoke Kaiyan Capital Co., Ltd. (國科開研資本有限公司) (“**Guoke Capital**”). Since March 2019, Ms. Bai has been serving as an executive director and general manager at Geluoli Asset Management Co., Ltd. (格羅力資產管理有限公司). Since April 2020, she has been serving as a supervisor at Beijing Kaiyan Investment Management Co., Ltd. (北京開研投資管理有限公司). From March 2019 to June 2019, Ms. Bai served as a supervisor at Guoke Capital. From June 2019 to April 2020, she served as a director at Guoke Capital. Ms. Bai received her bachelor's degree in light information science and technology from Shenzhen University (深圳大學) in the PRC in June 2012.

Dr. LUO Ting (羅婷), aged 48, joined our Group on May 19, 2022 and was appointed as a Supervisor on the same date, Dr. Luo is primarily responsible for overseeing our business operations.

Dr. Luo is currently serving as a tenured associate professor at School of Economics and Management, Tsinghua University, and an independent director of (i) Digital China Information Service Group Company Ltd. (神州數碼信息服務集團股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000555); and (ii) Beijing Sanyuan Foods Co., Ltd. (北京三元食品股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600429). Dr. Luo served as an independent director of (i) Beijing Thunisoft Co., Ltd. (北京華宇軟件股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 300271) from March 2020 to August 2022; and (ii) IAT Automobile Technology Co., Ltd. (阿爾特汽車技術股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 300825) from July 2018 to April 2022.

Dr. Luo participated in research projects covering topics of accounting and finance. Dr. Luo has been qualified as a Certified Public Accountant of the PRC. Dr. Luo obtained a bachelor's degree in business management from Peking University and a doctor of philosophy in accounting from University of Wisconsin-Madison in the United States in 1997 and 2007, respectively.

This English version of the proposed amendments to the Rules of Procedure of the General Meeting is for reference only. If there is any discrepancy between the English and Chinese version, the Chinese version shall prevail.

The full text of the proposed amendments to the Rules of Procedure of the General Meeting is set out as follows:

No.	Article before amendments	Article after amendments
1.	<p>Article 1</p> <p>To regulate the behaviors of Beijing Airdoc Technology Co., Ltd. (the “Company”) and to ensure the Company’s shareholders’ general meetings to exercise authority according to the law, these Rules of Procedure have been hereby established in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Rules (the “Hong Kong Listing Rules”), Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), and other relevant laws, administrative regulations and normative documents, as well as the Articles of Association of Beijing Airdoc Technology Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1</p> <p>To regulate the behaviors of Beijing Airdoc Technology Co., Ltd. (the “Company”) and to ensure the Company’s shareholders’ general meetings to exercise authority according to the law, these Rules of Procedure have been hereby established in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies,<u>the Trial Administrative Measures of Overseas Securities Offerings and Listings by Domestic Companies, the Applicable Guidelines under Regulatory Rules — Listed Category No. 1 for Overseas Issuance,</u> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), and other relevant laws, administrative regulations and normative documents, as well as the Articles of Association of Beijing Airdoc Technology Co., Ltd. (the “Articles of Association”).</p>
2.	<p>Article 4</p> <p>There are two types of general meetings: the annual general meetings and the extraordinary general meetings. Annual general meeting shall be held once every year within six months after the end of the last accounting year.</p>	<p>Article 4</p> <p>There are two types of general meetings: the annual general meetings and the extraordinary general meetings. Annual general meeting shall be held once every year<u>every accounting year</u> within six months after the end of the last accounting year.</p>

No.	Article before amendments	Article after amendments
3.	<p>Article 7</p> <p>If shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed:</p> <p>(I) Shareholders solely or jointly holding more than 10% of shares with voting rights at the general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene the extraordinary general meeting or class meeting, and specify the topics of the meeting. The Board shall convene the extraordinary general meeting or class meeting responsively after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated on the day when the shareholders tender the written request.</p> <p>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may request the Board of Supervisors to convene an extraordinary general meeting or class meeting.</p> <p>(III) If the Board of Supervisors fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders individually or jointly holding more than 10% of shares with voting rights at the meeting to be convened for 90 consecutive days may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes the general meeting.</p> <p>Where the shareholders convene a meeting because the Board or the Board of Supervisors fails to convene the meeting pursuant to the aforesaid provision, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting directors or supervisors.</p>	<p>Article 7</p> <p>If shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed:</p> <p>(I) Shareholders solely or jointly holding more than 10% of shares with voting rights at the general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene the extraordinary general meeting or class meeting, and specify the topics of the meeting. The Board shall convene the extraordinary general meeting or class meeting responsively after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated on the day when the shareholders tender the written request.</p> <p>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may request the Board of Supervisors to convene an extraordinary general meeting or class meeting.</p> <p>(III) If the Board of Supervisors fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders individually or jointly holding more than 10% of shares with voting rights at the meeting to be convened for 90 consecutive days may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes the general meeting.</p> <p>Where the shareholders convene a meeting because the Board or the Board of Supervisors fails to convene the meeting pursuant to the aforesaid provision, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting directors or supervisors.</p>

No.	Article before amendments	Article after amendments
4.	<p>Article 8</p> <p>When the Company convenes a general meeting, shareholders individually or jointly holding more than 3% of the shares of the Company may submit an interim proposal in writing to the convener 10 days before the general meeting is held. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p> <p>The general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting or that is inconsistent with these Rules of Procedure.</p>	<p>Article 8</p> <p>When the Company convenes a general meeting, shareholders individually or jointly holding more than 3% of the shares of the Company may submit an interim proposal in writing to the convener 10 days before the general meeting is held. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal, <u>make a public announcement of the contents of such extempore proposal</u> and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p> <p>The general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting or that is inconsistent with these Rules of Procedure.</p>

No.	Article before amendments	Article after amendments
5.	<p>Article 11</p> <p>A notice of the shareholders' general meeting shall be in writing and including following contents:</p> <p>(I) shall state the time, venue and date of the meeting;</p> <p>(II) shall describe the matters and proposals to be discussed at the meeting;</p> <p>(III) shall provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Company in any other way;</p>	<p>Article 11</p> <p>A notice of the shareholders' general meeting shall be in writing and including following contents:</p> <p>(I) shall state the time, venue and date<u>duration</u> of the meeting;</p> <p>(II) shall describe the matters and proposals to be discussed at the meeting;</p> <p>(III) shall provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Company in any other way;</p>

No.	Article before amendments	Article after amendments
	<p>(IV) in the event that any of the Directors, Supervisors, general manager and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(V) shall include the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VI) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a shareholder of the Company;</p> <p>(VII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(VIII) shall state the names and telephone numbers of the standing contact persons for the meeting;</p> <p>(IX) other matters required by laws, administrative regulations and normative documents.</p> <p>Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.</p>	<p>(IV) in the event that any of the Directors, Supervisors, general manager and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(V) shall include the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VI) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a shareholder of the Company;</p> <p>(VII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(VIII) shall state the names and telephone numbers of the standing contact persons for the meeting;</p> <p>(IX) <u>the registration date of equity interests for shareholders entitled to attend the shareholders' general meeting;</u></p> <p><u>(X) the time and procedures for voting online or by other means;</u></p> <p>(XI) other matters required by laws, administrative regulations and normative documents.</p> <p>Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.</p>

No.	Article before amendments	Article after amendments
6.		<p>Article 17</p> <p><u>Every shareholder shall be entitled to appoint a proxy who needs not necessarily be a shareholder of the corporation and that every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the issuer and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorized officer. Individual shareholders attending a shareholders' general meeting in person shall produce their identity cards or other valid proof or evidence of their identities or certificate account card, and in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.</u></p>
7.	<p>Article 17</p> <p>The appointment of a proxy by a shareholder shall be in writing and signed by the appointer or the agent authorized by the shareholders in writing; or if the appointer is a legal person, shall be affixed with the legal person's seal or signed by its director or formally authorised agent.</p>	<p>Article 178</p> <p><u>For a corporate shareholder, its legal representative or a proxy appointed by such legal representative shall attend a shareholders' general meeting. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives;</u> The appointment of a proxy by a shareholder shall be in writing and signed by the appointer or the agent authorized by the shareholders in writing; or if the appointer is a legal person, shall be affixed with the legal person's seal or signed by its director or formally authorised agent.</p>

No.	Article before amendments	Article after amendments
8.	<p>Article 18</p> <p>The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. Where such a power of attorney for voting is signed by a person authorized by the appointer, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the general meeting of the Company as a representative.</p> <p>If the shareholder is a Recognized Clearing House (or agent thereof), the said shareholder may authorize one or more persons as he/she deems appropriate to act as his/her proxy at any general meeting or class meeting; however, where several persons are thus authorized, the power of attorney shall clearly state the number and class of the shares represented by each of the persons thus authorized. The power of attorney shall be signed by the persons authorized by the Recognized Clearing House. The person thus authorized may represent the Recognized Clearing House (or agent thereof) in exercising its rights at any meeting (without being required to present share certificate, certified power of attorney and/or further evidence of due authorization) as if that person is an individual shareholder of the Company.</p>	<p>Article 189</p> <p>The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. Where such a power of attorney for voting is signed by a person authorized by the appointer, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the general meeting of the Company as a representative.</p> <p>If the shareholder is a Recognized Clearing House (or agent thereof), the said shareholder may authorize one or more persons as he/she deems appropriate to act as his/her proxy at any general meeting or class meeting; however, where several persons are thus authorized, the power of attorney shall clearly state the number and class of the shares represented by each of the persons thus authorized. The power of attorney shall be signed by the persons authorized by the Recognized Clearing House. The person thus authorized may represent the Recognized Clearing House (or agent thereof) in exercising its rights at any meeting (without being required to present share certificate, certified power of attorney and/or further evidence of due authorization) as if that person is an individual shareholder of the Company.</p> <p><i><u>If the shareholder is a clearing house (or agent thereof), the clearing house shall be entitled to appoint a proxy or corporation representative to attend general meetings of the issuer, class meeting of the issuer and meetings of creditors and such proxy or corporation representative shall have the same statutory rights as other shareholders, including the rights to speak and to vote.</u></i></p>

No.	Article before amendments	Article after amendments
9.		<p><u>Article 21</u></p> <p><i><u>If the proxy form is signed by another person organized by the entrustor, the power of attorney or other authorization documents organized to be signed shall be notarized. The notarized power of attorney or other authorization documents and the proxy form shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.</u></i></p>
10.	<p>Article 22</p> <p>Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived your voting rights, and the corresponding poll will be counted as “Abstain”. When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>	<p><u>Article 224</u></p> <p>Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of voting rights held by shareholders (including proxies thereof) attending the general meeting.</p> <p>A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting. <u>express one of the following opinions on motions for voting: for, against or abstain, except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mainland-Hong Kong stock connect, may express opinions according to the intentions of actual holders.</u> Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived your voting rights, and the corresponding poll will be counted as “Abstain”. When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>

No.	Article before amendments	Article after amendments
11.	<p>Article 23</p> <p>Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights in proportion to the amount of voting shares they represent. Each share carries the right to one vote. However, the Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>When the shareholders' general meeting considers connected transactions, the connected shareholders shall not participate in the voting provided that applicable laws, regulations or the listing rules of the stock exchange on which the Company's shares are listed requires. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the shareholders' general meeting shall fully disclose the voting results of the non-connected party shareholders.</p> <p>According to applicable laws and regulations and the Hong Kong Listing Rules, where any shareholder is required to waive his/her voting rights or is restricted to cast only affirmative or negative vote on a certain resolution, any vote cast by the said shareholder or proxy thereof in violation of the relevant provisions or restrictions shall not be counted into the voting results.</p>	<p>Article 235</p> <p>Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights in proportion to the amount of voting shares they represent. Each share carries the right to one vote. However, the Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>When the shareholders' general meeting considers connected transactions, the connected shareholders shall not participate in the voting provided that applicable laws, regulations or the listing rules of the stock exchange on which the Company's shares are listed requires. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the shareholders' general meeting shall fully disclose the voting results of the non-connected party shareholders.</p> <p>According to applicable laws and regulations and the Hong Kong Listing Rules, where any shareholder is required to waive his/her voting rights or is restricted to cast only affirmative or negative vote on a certain resolution, any vote cast by the said shareholder or proxy thereof in violation of the relevant provisions or restrictions shall not be counted into the voting results.</p>

No.	Article before amendments	Article after amendments
12.	<p>Article 28</p> <p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) working reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution proposals and loss recovery proposals formulated by the Board;</p> <p>(III) appointment and removal of members of the Board and the Board of Supervisors (excluding employee representative supervisors), their remunerations and methods of payment;</p> <p>(IV) annual financial budgets and final accounts, balance sheets, income sheets and other financial statements of the Company;</p> <p>(V) annual reports of the Company;</p> <p>(VI) other matters than those that should be passed by special resolutions pursuant to the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>	<p>Article 28³⁰</p> <p>The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) working reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution proposals and loss recovery proposals formulated by the Board;</p> <p>(III) appointment and removal of members of the Board and the Board of Supervisors (excluding employee representative supervisors), their remunerations and methods of payment;</p> <p>(IV) annual financial budgets and final accounts, balance sheets, income sheets and other financial statements of the Company;</p> <p>(V) annual reports of the Company;</p> <p>(VI) other matters than those that should be passed by special resolutions pursuant to the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>

No.	Article before amendments	Article after amendments
13.	<p>Article 29</p> <p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or reduction of the Company's registered capital or issuance of any class of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds or other securities by the Company and listing thereof;</p> <p>(III) the division, merger, dissolution and liquidation of the Company or form change of the Company;</p> <p>(IV) the amendments to the Articles of Association;</p> <p>(V) the Company's acquisition or disposal of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VI) formulation, modification and implementation of the share incentive plan scheme;</p> <p>(VII) repurchase of the Company's shares;</p> <p>(VIII) any other matter specified in the laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association and approved by an ordinary resolution at the general meeting of shareholders resolving such matters that may have material impact on the Company and shall be approved by a special resolution.</p>	<p>Article 2931</p> <p>The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or reduction of the Company's registered capital or issuance of any class of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds or other securities by the Company and listing thereof;</p> <p>(III) the division, <u>spin-off</u>, merger, dissolution and liquidation of the Company or form change of the Company;</p> <p>(IV) the amendments to the Articles of Association;</p> <p>(V) the Company's acquisition or disposal of major assets within one year with the transaction amount exceeding 30%<u>25%</u> of the latest audited total assets of the Company;</p> <p>(VI) formulation, modification and implementation of the share incentive plan scheme;</p> <p>(VII) repurchase of the Company's shares;</p> <p>(VIII) any other matter specified in the laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association and approved by an ordinary resolution at the general meeting of shareholders resolving such matters that may have material impact on the Company and shall be approved by a special resolution.</p>
14.	<p>Article 31</p> <p>The chairman of the meeting shall be responsible for determining whether a resolution has been passed pursuant to voting results. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p>	<p>Article 3133</p> <p>The chairman<u>presider</u> of the meeting shall be responsible for determining whether a resolution has been passed pursuant to voting results. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p>

No.	Article before amendments	Article after amendments
15.	Chapter 7 Special Voting Procedures for Class Shareholders	Chapter 7 Special Voting Procedures for Class Shareholders
16.	<p>Article 34</p> <p>Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p> <p>In addition to Shareholders of other classes of shares, Shareholders of Domestic Shares and overseas-listed shares shall be deemed Shareholders of different classes. If the share capital of the Company includes non-voting shares, the word “non-voting” shall be inserted into the names of such shares.</p> <p>Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).</p>	<p>Article 34</p> <p>Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p> <p>In addition to Shareholders of other classes of shares, Shareholders of Domestic Shares and overseas listed shares shall be deemed Shareholders of different classes. If the share capital of the Company includes non voting shares, the word “non voting” shall be inserted into the names of such shares.</p> <p>Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).</p>

No.	Article before amendments	Article after amendments
17.	<p>Article 35</p> <p>If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 37 to 41 of these Rules. The quorum required for the class meeting held for this purpose (but not including an adjournment) shall be the holders representing at least one third of the outstanding shares of that class.</p> <p>Where the rights of class shareholders are altered or repealed due to changes in domestic and foreign laws, administrative regulations and listing rules at the place of listing, as well as decisions made by domestic and foreign regulatory authorities according to law, the approval of general meeting or class meeting is not required.</p> <p>The act of the holders of Domestic Shares of the Company to transfer all or part of the shares they hold to the foreign investors and trade them on the overseas market, or the act of converting all or part of the Domestic Shares to the overseas-listed shares and trading them on the overseas stock exchange shall not be regarded as the Company's intention to change or abolish the rights of class Shareholders.</p>	<p>Article 35</p> <p>If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 37 to 41 of these Rules. The quorum required for the class meeting held for this purpose (but not including an adjournment) shall be the holders representing at least one third of the outstanding shares of that class.</p> <p>Where the rights of class shareholders are altered or repealed due to changes in domestic and foreign laws, administrative regulations and listing rules at the place of listing, as well as decisions made by domestic and foreign regulatory authorities according to law, the approval of general meeting or class meeting is not required.</p> <p>The act of the holders of Domestic Shares of the Company to transfer all or part of the shares they hold to the foreign investors and trade them on the overseas market, or the act of converting all or part of the Domestic Shares to the overseas-listed shares and trading them on the overseas stock exchange shall not be regarded as the Company's intention to change or abolish the rights of class Shareholders.</p>

No.	Article before amendments	Article after amendments
18.	<p>Article 36</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:</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 those of the shares of such class;</p> <p>(II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;</p> <p>(V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p>	<p>Article 36</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:</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 those of the shares of such class;</p> <p>(II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;</p> <p>(V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p>

No.	Article before amendments	Article after amendments
	<p>(VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles under the Articles of Association.</p>	<p>(VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles under the Articles of Association.</p>
19.	<p>Article 37</p> <p>Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 36 hereof, except that the interested shareholders shall not have the right to vote at the class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a buy-back offer to all shareholders in the same proportion or has bought back its own shares through public trading on stock exchanges in accordance with Article 32 of the Articles of Association, the controlling shareholders as defined in Article 64 of the Articles of Association shall be the “interested shareholders”;</p> <p>(II) if the Company has bought back its own shares by agreement outside stock exchanges in accordance with Article 32 of the Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;</p>	<p>Article 37</p> <p>Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 36 hereof, except that the interested shareholders shall not have the right to vote at the class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a buy-back offer to all shareholders in the same proportion or has bought back its own shares through public trading on stock exchanges in accordance with Article 32 of the Articles of Association, the controlling shareholders as defined in Article 64 of the Articles of Association shall be the “interested shareholders”;</p> <p>(II) if the Company has bought back its own shares by agreement outside stock exchanges in accordance with Article 32 of the Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;</p>

No.	Article before amendments	Article after amendments
	(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.	(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.
20.	Article 38 Resolutions of class meeting may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 113 of the Articles of Association.	Article 38 Resolutions of class meeting may be passed only by more than two thirds of the voting rights of that class represented at the meeting in accordance with Article 113 of the Articles of Association.
21.	Article 39 To hold a class meeting, the Company shall issue a written notice with reference to the time requirement for convening annual and extraordinary general meetings under Article 79 of the Articles of Association, and notify all the Shareholders of the relevant class listed on the register of shareholders of the matters to be considered at the meeting and the meeting date and place by way of announcement.	Article 39 To hold a class meeting, the Company shall issue a written notice with reference to the time requirement for convening annual and extraordinary general meetings under Article 79 of the Articles of Association, and notify all the Shareholders of the relevant class listed on the register of shareholders of the matters to be considered at the meeting and the meeting date and place by way of announcement.
22.	Article 40 The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting. The procedures according to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a general meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class meetings.	Article 40 The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting. The procedures according to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a general meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class meetings.

No.	Article before amendments	Article after amendments
23.	<p>Article 41</p> <p>In addition to Shareholders of other classes of shares, Shareholders of domestic shares and overseas-listed shares shall be deemed Shareholders of different classes.</p> <p>The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed shares every 12 months, and the number of the domestic shares and overseas listed shares intended to be issued does not exceed 20% of the outstanding shares of the respective class;</p> <p>(II) Where the plan for the issuance of domestic shares and overseas-listed shares upon the establishment of the Company is completed within 15 months after being approved by the securities regulatory authorities under the State Council;</p> <p>(III) Where, with the approval of the securities regulatory authorities under the State Council, the Shareholders of domestic shares of the Company transfer all or part of the Shares held by them to foreign investors and list them on overseas stock exchanges; or all or part of the unlisted shares (including Domestic Shares and Foreign Shares) issued by the Company are converted into overseas-listed shares.</p>	<p>Article 41</p> <p>In addition to Shareholders of other classes of shares, Shareholders of domestic shares and overseas listed shares shall be deemed Shareholders of different classes.</p> <p>The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed shares every 12 months, and the number of the domestic shares and overseas listed shares intended to be issued does not exceed 20% of the outstanding shares of the respective class;</p> <p>(II) Where the plan for the issuance of domestic shares and overseas listed shares upon the establishment of the Company is completed within 15 months after being approved by the securities regulatory authorities under the State Council;</p> <p>(III) Where, with the approval of the securities regulatory authorities under the State Council, the Shareholders of domestic shares of the Company transfer all or part of the Shares held by them to foreign investors and list them on overseas stock exchanges; or all or part of the unlisted shares (including Domestic Shares and Foreign Shares) issued by the Company are converted into overseas listed shares.</p>
24.	<p>Article 49</p> <p>These Rules of Procedure are passed at the general meeting of the Company and shall come into effect and be implemented on the date when the overseas listed foreign shares, upon approval by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on the Hong Kong Stock Exchange.</p>	<p>Article 49</p> <p>These Rules of Procedure are passed at the general meeting of the Company and shall come into effect and be implemented on the date when the overseas listed foreign shares, upon approval by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on the Hong Kong Stock Exchange.</p>

This English version of the proposed amendments to the Articles of Association is for reference only. If there is any discrepancy between the English and Chinese version, the Chinese version shall prevail.

The full text of the proposed amendments to the Articles of Association is set out as follows:

No.	Article before amendments	Article after amendments
1.	<p>Article 19</p> <p>The shares issued by the Company to domestic investors and subscribed in Renminbi are called domestic shares. The shares issued overseas by the Company in accordance with the Trial Administrative Measures of Overseas Securities Offerings and Listings by Domestic Companies and other relevant regulations are called foreign shares. The foreign shares listed at an overseas stock exchange are called overseas listed foreign shares.</p> <p>The term “foreign currencies” as said in the prior sentence means the legal tenders of other countries or territories other than Renminbi that are recognized by the foreign exchange administration of the state and can be used to pay the share price to the Company.</p> <p>The overseas shares issued by the Company listed on The Stock Exchange of Hong Kong Limited are called H shares in short. H shares mean the shares listed at The Stock Exchange of Hong Kong Limited after approval, denominated in Renminbi, and subscribed and traded in the foreign currency. The domestic shares may be converted into H shares upon the approval from the State Council or the authority authorized by the State Council and the consent from The Stock Exchange of Hong Kong Limited.</p> <p>Domestic shareholders and foreign shareholders are both common shareholders, enjoy the same rights to the dividend and the distribution in any other form and bear the same obligations.</p>	<p>Article 19</p> <p>The shares issued by the Company to domestic investors and subscribed in Renminbi are called domestic shares. The shares issued overseas by the Company in accordance with the Trial Administrative Measures of Overseas Securities Offerings and Listings by Domestic Companies and other relevant regulations are called foreign shares. The foreign shares listed at an overseas stock exchange are called overseas listed foreign shares.</p> <p>The term “foreign currencies” as said in the prior sentence means the legal tenders of other countries or territories other than Renminbi that are recognized by the foreign exchange administration of the state and can be used to pay the share price to the Company.</p> <p>The overseas shares issued by the Company listed on The Stock Exchange of Hong Kong Limited are called H shares in short. H shares mean the shares listed at The Stock Exchange of Hong Kong Limited after approval, denominated in Renminbi, and subscribed and traded in the foreign currency. The domestic shares may be converted into H shares upon the approval from the State Council or the authority authorized by the State Council and the consent from The Stock Exchange of Hong Kong Limited.</p> <p>Domestic shareholders and foreign shareholders are both common shareholders, enjoy the same rights to the dividend and the distribution in any other form and bear the same obligations.</p>

No.	Article before amendments	Article after amendments
	<p>The shares issued by the Company but not listed at any domestic or overseas stock exchange are called the unlisted shares. Upon the approval from the securities regulator of the State Council, the domestic shareholders of the Company can transfer their shares to overseas investors, and such shares may be listed and traded overseas at the overseas stock exchange to the extent permitted by related laws, administrative regulations and departmental regulations after the overseas shares of the Company are issued and listed. The listing and trading of the aforesaid shares at an overseas stock exchange shall also comply with the regulatory procedures, provisions and requirements of the overseas stock market. The listing and trading of the transferred shares at an overseas stock exchange require no holding of class shareholders' meeting and voting.</p>	<p>The shares issued by the Company but not listed at any domestic or overseas stock exchange are called the unlisted shares. Upon the approval from the securities regulator of the State Council, the domestic shareholders of the Company can transfer their shares to overseas investors, and such shares may be listed and traded overseas at the overseas stock exchange to the extent permitted by related laws, administrative regulations and departmental regulations after the overseas shares of the Company are issued and listed. The listing and trading of the aforesaid shares at an overseas stock exchange shall also comply with the regulatory procedures, provisions and requirements of the overseas stock market. The listing and trading of the transferred shares at an overseas stock exchange require no holding of class shareholders' meeting and voting.</p>
2.	<p>Article 30</p> <p>Shares repurchased in accordance with law by the Company shall be cancelled within the period required by laws and administrative regulations, and the Company shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>Acquisition of the Company's shares for reasons set out in (I) and (II) of Article 28 of the Articles of Association shall be subject to resolution at a general meeting. Acquisition of the Company's shares in circumstances as provided in (III), (V) and (VI) of Article 28 of the Articles of Association shall be resolved by more than two-thirds of the directors present at the board meeting in accordance with the authorization of the general meeting.</p> <p>After the Company has repurchased its shares in accordance with the Articles of Association, such shares shall be cancelled within 10 days after buyback in the circumstance set out in (I) of Article 28 of the Articles of Association, or shall be transferred or cancelled within six months under circumstances set out in (II) and (IV) of Article 28 of the Articles of Association; total shares held by the Company shall not exceed 10% of the total issued shares of the Company under the circumstances set out in (III), (V) and (VI) of Article 28 of the Articles of Association, and such shares shall be transferred or cancelled within 3 years.</p>	<p>Article 30</p> <p>Shares repurchased in accordance with law by the Company shall be cancelled within the period required by laws and administrative regulations, and the Company shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>Acquisition of the Company's shares for reasons set out in (I) and (II) of Article 28<u>7</u> of the Articles of Association shall be subject to resolution at a general meeting. Acquisition of the Company's shares in circumstances as provided in (III), (V) and (VI) of Article 28<u>7</u> of the Articles of Association shall be resolved by more than two-thirds of the directors present at the board meeting in accordance with the authorization of the general meeting.</p> <p>After the Company has repurchased its shares in accordance with the Articles of Association, such shares shall be cancelled within 10 days after buyback in the circumstance set out in (I) of Article 28<u>7</u> of the Articles of Association, or shall be transferred or cancelled within six months under circumstances set out in (II) and (IV) of Article 28<u>7</u> of the Articles of Association; total shares held by the Company shall not exceed 10% of the total issued shares of the Company under the circumstances set out in (III), (V) and (VI) of Article 28<u>7</u> of the Articles of Association, and such shares shall be transferred or cancelled within 3 years.</p>

No.	Article before amendments	Article after amendments
	<p>When the Company repurchases its shares in the circumstances as set out in (III), (V) and (VI) of Article 31 of the Articles of Association, such repurchase shall be conducted by way of public and centralized trading.</p> <p>Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws.</p> <p>After the Company lawfully cancelled such shares, the Company shall apply to the original company registration authority for registration of the change of its registered capital and make relevant announcement.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.</p>	<p>When the Company repurchases its shares in the circumstances as set out in (III), (V) and (VI) of Article 31 of the Articles of Association, such repurchase shall be conducted by way of public and centralized trading.</p> <p>Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws.</p> <p>After the Company lawfully cancelled such shares, the Company shall apply to the original company registration authority for registration of the change of its registered capital and make relevant announcement.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.</p>
3.	<p>Article 40</p> <p>No changes in the shareholders' register due to the transfer of shares may be made within 20 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends.</p> <p>Where laws and regulations of the PRC and the relevant laws, administrative regulations, departmental rules, regulatory documents and listing rules of the stock exchange where the company's shares are listed, have provisions on the period of closure of share register prior to the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>	<p>Article 40</p> <p>No changes in the shareholders' register due to the transfer of shares may be made within 20 days before the date of a general meeting or within 5 days before the record date for the Company's distribution of dividends.</p> <p>Where laws and regulations of the PRC and the relevant laws, administrative regulations, departmental rules, regulatory documents and listing rules of the stock exchange where the company's shares are listed, have provisions on the period of closure of share register prior to the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p> <p><u>If the laws, regulations and supervisory rules applicable to the place where the shares of the Company are listed, as well as the other provisions of securities regulators of the place where shares of the Company are listed provide otherwise, such provisions shall prevail.</u></p>

No.	Article before amendments	Article after amendments
4.	<p data-bbox="292 251 403 278">Article 56</p> <p data-bbox="292 314 831 406">The general meeting is the organ of authority of the Company, which exercises its following functions and powers in accordance with the law:</p> <p data-bbox="292 442 831 506">(I) determining the Company's business policies and investment plans;</p> <p data-bbox="292 542 831 697">(II) electing and replacing directors and supervisors not appointed from employee representatives, and determining matters concerning remunerations to directors and supervisors;</p> <p data-bbox="292 734 831 798">(III) examining and approving reports of the Board of Directors;</p> <p data-bbox="292 834 831 898">(IV) examining and approving reports of the Board of Supervisors;</p> <p data-bbox="292 934 831 1025">(V) examining and approving the Company's annual financial budget and final account proposals;</p> <p data-bbox="292 1061 831 1153">(VI) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p data-bbox="292 1189 831 1281">(VII) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p> <p data-bbox="292 1317 831 1436">(VIII) passing resolutions relating to the issuance of bonds, any type of securities, warrants and other similar securities by the Company, as well as the listing;</p> <p data-bbox="292 1472 831 1564">(IX) making resolution on merger, division, dissolution and liquidation or form change of the Company;</p> <p data-bbox="292 1600 831 1627">(X) modifying the Articles of Association;</p> <p data-bbox="292 1664 831 1789">(XI) considering and approving proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;</p> <p data-bbox="292 1825 831 1917">(XII) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;</p>	<p data-bbox="855 251 967 278">Article 56</p> <p data-bbox="855 314 1394 406">The general meeting is the organ of authority of the Company, which exercises its following functions and powers in accordance with the law:</p> <p data-bbox="855 442 1394 506">(I) determining the Company's business policies and investment plans;</p> <p data-bbox="855 542 1394 697">(II) electing and replacing directors and supervisors not appointed from employee representatives, and determining matters concerning remunerations to directors and supervisors;</p> <p data-bbox="855 734 1394 798">(III) examining and approving reports of the Board of Directors;</p> <p data-bbox="855 834 1394 898">(IV) examining and approving reports of the Board of Supervisors;</p> <p data-bbox="855 934 1394 1025">(V) examining and approving the Company's annual financial budget and final account proposals;</p> <p data-bbox="855 1061 1394 1153">(VI) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p data-bbox="855 1189 1394 1281">(VII) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p> <p data-bbox="855 1317 1394 1436">(VIII) passing resolutions relating to the issuance of bonds, any type of securities, warrants and other similar securities by <u>of</u> the Company, as well as the listing;</p> <p data-bbox="855 1472 1394 1564">(IX) making resolution on merger, division, dissolution and liquidation or form change of the Company;</p> <p data-bbox="855 1600 1394 1627">(X) modifying the Articles of Association;</p> <p data-bbox="855 1664 1394 1789">(XI) considering and approving proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;</p> <p data-bbox="855 1825 1394 1917">(XII) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;</p>

No.	Article before amendments	Article after amendments
	<p>(XIII) examining and approving external guarantees matters which should be submitted to the general meeting for examination;</p> <p>(XIV) examining purchase or sale of material assets of the Company that exceed 25% of the Company's total audited assets in the latest period within one year;</p> <p>(XV) reviewing equity incentive scheme and employee stock ownership scheme;</p> <p>(XVI) examining other matters which shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association;</p> <p>(XVII) examining material transactions and connected transaction which should be submitted to the general meeting for examination in accordance with the relevant laws, administrative regulations, regulatory rules of the place where the Company's shares are listed as well as the Articles of Association.</p> <p>(XVIII) examining and approving changes in use of the raised capital.</p> <p>If the laws, administrative regulations, departmental rules and regulations or rules of the stock exchange provide otherwise on the matters to be considered and the standard related to the matters to be considered, it shall prevail. Subject to the mandatory provisions of laws and regulations and the relevant laws and regulations of the place of listing, the general meeting may authorize or delegate the board of directors to handle the matters it authorizes or delegates.</p>	<p>(XIII) examining and approving external guarantees matters which should be submitted to the general meeting for examination;</p> <p>(XIV) examining purchase or sale of material assets of the Company that exceed 25% of the Company's total audited assets in the latest period within one year;</p> <p>(XV) reviewing equity incentive scheme and employee stock ownership scheme;</p> <p>(XVI) examining other matters which shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association;</p> <p>(XVII) examining material transactions and connected transaction which should be submitted to the general meeting for examination in accordance with the relevant laws, administrative regulations, regulatory rules of the place where the Company's shares are listed as well as the Articles of Association.</p> <p>(XVIII) examining and approving changes in use of the raised capital.</p> <p><u>(XVIII) examining other matters which shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association;</u></p> <p>If the laws, administrative regulations, departmental rules and regulations or rules of the stock exchange provide otherwise on the matters to be considered and the standard related to the matters to be considered, it shall prevail. Subject to the mandatory provisions of laws and regulations and the relevant laws and regulations of the place of listing, the general meeting may authorize or delegate the board of directors to handle the matters it authorizes or delegates.</p>

No.	Article before amendments	Article after amendments
5.	<p>Article 63</p> <p>If shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed:</p> <p>(I) Shareholders solely or jointly holding more than 10% of shares with voting rights at the general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene the extraordinary general meeting or class meeting, and specify the topics of the meeting. The Board shall convene the extraordinary general meeting or class meeting responsively after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated on the day when the shareholders tender the written request.</p> <p>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may request the Board of Supervisors to convene an extraordinary general meeting or class meeting.</p> <p>(III) If the Board of Supervisors fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders individually or jointly holding more than 10% of shares with voting rights at the meeting to be convened for 90 consecutive days may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes the general meeting.</p> <p>Where the shareholders convene a meeting because the Board or the Board of Supervisors fails to convene the meeting pursuant to the aforesaid provision, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting directors or supervisors.</p>	<p>Article 63</p> <p>If shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed:</p> <p>(I) Shareholders solely or jointly holding more than 10% of shares with voting rights at the general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene the extraordinary general meeting or class meeting, and specify the topics of the meeting. The Board shall convene the extraordinary general meeting or class meeting responsively after receipt of the aforesaid written request. The aforesaid amount of shareholding is calculated on the day when the shareholders tender the written request.</p> <p>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may request the Board of Supervisors to convene an extraordinary general meeting or class meeting.</p> <p>(III) If the Board of Supervisors fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders individually or jointly holding more than 10% of shares with voting rights at the meeting to be convened for 90 consecutive days may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes the general meeting.</p> <p>Where the shareholders convene a meeting because the Board or the Board of Supervisors fails to convene the meeting pursuant to the aforesaid provision, the reasonable expenses incurred shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting directors or supervisors.</p>

No.	Article before amendments	Article after amendments
6.	<p>Article 69</p> <p>A notice of the shareholders' general meeting shall be in writing and including following contents:</p> <p>(I) shall state the time, venue and duration of the meeting;</p> <p>(II) shall describe the matters and proposals to be discussed at the meeting;</p> <p>(III) shall provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Company in any other way;</p> <p>(IV) in the event that any of the Directors, Supervisors, general manager and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(V) shall include the full text of any special resolution to be proposed for approval at the meeting;</p>	<p>Article 69</p> <p>A notice of the shareholders' general meeting shall be in writing and including following contents:</p> <p>(I) shall state the time, venue and duration of the meeting;</p> <p>(II) shall describe the matters and proposals to be discussed at the meeting;</p> <p>(III) shall provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganizing the share capital or restructuring the Company in any other way;</p> <p>(IV) in the event that any of the Directors, Supervisors, general manager and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(V) shall include the full text of any special resolution to be proposed for approval at the meeting;</p>

No.	Article before amendments	Article after amendments
	<p>(VI) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a shareholder of the Company;</p> <p>(VII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(VIII) shall state the names and telephone numbers of the standing contact persons for the meeting;</p> <p>(IX) the registration date of equity interests for shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) the time and procedures for voting online or by other means;</p> <p>(XI) other matters required by laws, administrative regulations and normative documents.</p> <p>Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.</p>	<p>(VI) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a shareholder of the Company;</p> <p>(VII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(VIII) shall state the names and telephone numbers of the standing contact persons for the meeting;</p> <p>(IX) the registration date of equity interests for shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) the time and procedures for voting online or by other means;</p> <p>(XI) other matters required by laws, administrative regulations and normative documents.</p> <p>Notices and supplementary notices of a shareholders' meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notices or supplementary notices of the shareholders' meeting.</p>

No.	Article before amendments	Article after amendments
7.	<p>Article 75</p> <p>The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. Where such a power of attorney for voting is signed by a person authorized by the appointer, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the general meeting of the Company as a representative.</p> <p>If the shareholder is a clearing house (or agent thereof), the clearing house shall be entitled to appoint a proxy or corporation representative to attend general meetings of the issuer, class meeting of the issuer and meetings of creditors and such proxy or corporation representative shall have the same statutory rights as other shareholders, including the rights to speak and to vote.</p>	<p>Article 75</p> <p>The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. Where such a power of attorney for voting is signed by a person authorized by the appointer, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the general meeting of the Company as a representative.</p> <p>If the shareholder is a clearing house (or agent thereof), the clearing house shall be entitled to appoint a proxy or corporation representative to attend general meetings of the issuer, class meeting of the issuer and meetings of creditors and such proxy or corporation representative shall have the same statutory rights as other shareholders, including the rights to speak and to vote.</p>
8.	<p>Article 77</p> <p>If the proxy form is signed by another person organized by the entrustor, the power of attorney or other authorization documents organized to be signed shall be notarized. The notarized power of attorney or other authorization documents and the proxy form shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.</p>	<p>Article 77</p> <p>If the proxy form is signed by another person organized by the entrustor, the power of attorney or other authorization documents organized to be signed shall be notarized. The notarized power of attorney or other authorization documents and the proxy form shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.</p>
9.	<p>Article 81</p> <p>In the annual general meeting, the Board and Board of Supervisors shall report their work during the past year to the general meeting. The independent non-executive directors may also present a work report through the representative nominated by them.</p>	<p>Article 810</p> <p>In the annual general meeting, the Board and Board of Supervisors shall report their work during the past year to the general meeting. The independent non executive directors may also present a work report through the representative nominated by them.</p>

No.	Article before amendments	Article after amendments
10.	Chapter 7 Special Voting Procedures for Shareholders of Different Classes	Chapter 7 Special Voting Procedures for Shareholders of Different Classes
11.	<p>Article 101</p> <p>Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p> <p>In addition to Shareholders of other classes of shares, Shareholders of Domestic Shares and overseas-listed shares shall be deemed Shareholders of different classes. If the share capital of the Company includes non-voting shares, the word “non-voting” shall be inserted into the names of such shares.</p> <p>Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).</p>	<p>Article 101</p> <p>Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.</p> <p>In addition to Shareholders of other classes of shares, Shareholders of Domestic Shares and overseas-listed shares shall be deemed Shareholders of different classes. If the share capital of the Company includes non-voting shares, the word “non-voting” shall be inserted into the names of such shares.</p> <p>Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).</p>

No.	Article before amendments	Article after amendments
12.	<p>Article 102</p> <p>If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by way of a special resolution of a separate class meeting convened by the affected shareholders of that class in accordance with Articles 103–108 of the Articles of Association. The quorum required for the class meeting held for this purpose (but not including an adjournment) shall be the holders representing at least one third of the outstanding shares of that class.</p> <p>Where the rights of class shareholders are altered or repealed due to changes in domestic and foreign laws, administrative regulations and listing rules at the place of listing, as well as decisions made by domestic and foreign regulatory authorities according to law, the approval of general meeting or class meeting is not required.</p> <p>The act of the holders of Domestic Shares of the Company to transfer all or part of the shares they hold to the foreign investors and trade them on the overseas market, or the act of converting all or part of the Domestic Shares to the overseas-listed shares and trading them on the overseas stock exchange shall not be regarded as the Company’s intention to change or abolish the rights of class Shareholders.</p>	<p>Article 102</p> <p>If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by way of a special resolution of a separate class meeting convened by the affected shareholders of that class in accordance with Articles 103–108 of the Articles of Association. The quorum required for the class meeting held for this purpose (but not including an adjournment) shall be the holders representing at least one third of the outstanding shares of that class.</p> <p>Where the rights of class shareholders are altered or repealed due to changes in domestic and foreign laws, administrative regulations and listing rules at the place of listing, as well as decisions made by domestic and foreign regulatory authorities according to law, the approval of general meeting or class meeting is not required.</p> <p>The act of the holders of Domestic Shares of the Company to transfer all or part of the shares they hold to the foreign investors and trade them on the overseas market, or the act of converting all or part of the Domestic Shares to the overseas listed shares and trading them on the overseas stock exchange shall not be regarded as the Company’s intention to change or abolish the rights of class Shareholders.</p>

No.	Article before amendments	Article after amendments
13.	<p>Article 103</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:</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 those of the shares of such class;</p> <p>(II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;</p> <p>(V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p>	<p>Article 103</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:</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 those of the shares of such class;</p> <p>(II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;</p> <p>(V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p>

No.	Article before amendments	Article after amendments
	<p>(VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles of this Chapter.</p>	<p>(VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles of this Chapter.</p>
14.	<p>Article 104</p> <p>Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 103 hereof, except that the interested shareholders shall not have the right to vote at the class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a buy-back offer to all shareholders in the same proportion or has bought back its own shares through public trading on Hong Kong Stock Exchange in accordance with Article 28 hereof, the controlling shareholders as defined in Article 54 hereof shall be the “interested shareholders”;</p>	<p>Article 104</p> <p>Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 103 hereof, except that the interested shareholders shall not have the right to vote at the class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a buy back offer to all shareholders in the same proportion or has bought back its own shares through public trading on Hong Kong Stock Exchange in accordance with Article 28 hereof, the controlling shareholders as defined in Article 54 hereof shall be the “interested shareholders”;</p>

No.	Article before amendments	Article after amendments
	<p>(II) if the Company has bought back its own shares by agreement outside Hong Kong Stock Exchange in accordance with Article 28 hereof, holders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>	<p>(II) if the Company has bought back its own shares by agreement outside Hong Kong Stock Exchange in accordance with Article 28 hereof, holders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>
15.	<p>Article 105</p> <p>Resolutions of class meeting may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 104 hereof.</p>	<p>Article 105</p> <p>Resolutions of class meeting may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 104 hereof.</p>
16.	<p>Article 106</p> <p>To hold a class meeting, the Company shall issue a written notice with reference to the time requirement for convening annual and extraordinary general meetings under Article 69 hereof, and notify all the Shareholders of the relevant class listed on the register of shareholders of the matters to be considered at the meeting and the meeting date and place by way of announcement.</p>	<p>Article 106</p> <p>To hold a class meeting, the Company shall issue a written notice with reference to the time requirement for convening annual and extraordinary general meetings under Article 69 hereof, and notify all the Shareholders of the relevant class listed on the register of shareholders of the matters to be considered at the meeting and the meeting date and place by way of announcement.</p>
17.	<p>Article 107</p> <p>The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting.</p> <p>The procedures according to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a general meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class meetings.</p>	<p>Article 107</p> <p>The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting.</p> <p>The procedures according to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a general meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class meetings.</p>

No.	Article before amendments	Article after amendments
18.	<p>Article 108</p> <p>In addition to Shareholders of other classes of shares, Shareholders of domestic shares and overseas-listed shares shall be deemed Shareholders of different classes. The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed shares every 12 months, and the number of the domestic shares and overseas listed shares intended to be issued does not exceed 20% of the outstanding shares of the respective class;</p> <p>(II) Where the plan for the issuance of domestic shares and overseas-listed shares upon the establishment of the Company is completed within 15 months after being approved by the securities regulatory authorities under the State Council;</p> <p>(III) Where, with the approval of the securities regulatory authorities under the State Council, the Shareholders of domestic shares of the Company transfer all or part of the Shares held by them to foreign investors and list them on overseas stock exchanges; or all or part of the unlisted shares (including Domestic Shares and Foreign Shares) issued by the Company are converted into overseas-listed shares.</p>	<p>Article 108</p> <p>In addition to Shareholders of other classes of shares, Shareholders of domestic shares and overseas listed shares shall be deemed Shareholders of different classes. The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed shares every 12 months, and the number of the domestic shares and overseas listed shares intended to be issued does not exceed 20% of the outstanding shares of the respective class;</p> <p>(II) Where the plan for the issuance of domestic shares and overseas listed shares upon the establishment of the Company is completed within 15 months after being approved by the securities regulatory authorities under the State Council;</p> <p>(III) Where, with the approval of the securities regulatory authorities under the State Council, the Shareholders of domestic shares of the Company transfer all or part of the Shares held by them to foreign investors and list them on overseas stock exchanges; or all or part of the unlisted shares (including Domestic Shares and Foreign Shares) issued by the Company are converted into overseas listed shares.</p>

No.	Article before amendments	Article after amendments
19.	<p>Article 113</p> <p>The Company shall have independent Directors. Except as otherwise provided in this section, the provisions on the qualifications and obligations of Directors in Chapter 13 of the Articles of Association shall apply to the independent Directors. More than one-third of the members of the Board shall be independent Directors, and there shall be no less than 3 independent Directors, including at least one accounting professional. Independent Directors shall faithfully perform their duties and safeguard the interests of the Company, with particular attention to ensuring that the legitimate rights and interests of public shareholders are not jeopardized, so as to ensure that the interests of all shareholders are adequately represented.</p>	<p>Article 113<u>04</u></p> <p>The Company shall have independent Directors. Except as otherwise provided in this section, the provisions on the qualifications and obligations of Directors in Chapter 13<u>1</u> of the Articles of Association shall apply to the independent Directors. More than one-third of the members of the Board shall be independent Directors, and there shall be no less than 3 independent Directors, including at least one accounting professional. Independent Directors shall faithfully perform their duties and safeguard the interests of the Company, with particular attention to ensuring that the legitimate rights and interests of public shareholders are not jeopardized, so as to ensure that the interests of all shareholders are adequately represented.</p>
20.	<p>Article 116</p> <p>The Company shall have a Board of Directors, which is accountable to the general meeting. The board of directors shall consist of nine (9) directors, including three (3) independent directors and six (6) non-independent directors. The Board shall have one chairman.</p> <p>The chairman shall be elected and removed by a majority of all the Directors. The chairman shall serve a 3-year term and may be re-elected. Directors are not required to hold shares in the Company.</p> <p>An independent director shall have a term of office of three years and may be re-elected for a maximum period of not more than nine years, unless otherwise stipulated by the relevant laws and regulations and the listing rules of the stock exchange where the Company's shares are listed.</p>	<p>Article 116<u>07</u></p> <p>The Company shall have a Board of Directors, which is accountable to the general meeting. The board of directors shall consist of <u>five to nine</u> nine (9) directors, including three (3) independent directors <u>and the specific number of members of the board of directors shall be determined by shareholders at general meetings within this range.</u> and six (6) non-independent directors. The Board shall have one chairman.</p> <p>The chairman shall be elected and removed by a majority of all the Directors. The chairman shall serve a 3-year term and may be re-elected. Directors are not required to hold shares in the Company.</p> <p>An independent director shall have a term of office of three years and may be re-elected for a maximum period of not more than nine years, unless otherwise stipulated by the relevant laws and regulations and the listing rules of the stock exchange where the Company's shares are listed.</p>

No.	Article before amendments	Article after amendments
21.	<p>Article 161</p> <p>A guarantee for a loan provided by the Company in breach of the first paragraph of Article 159 shall not be enforceable against the Company, unless:</p> <p>(I) The lender was not aware of the relevant circumstances when he provided a loan to a related party of any of the directors, supervisors, general managers and other senior management officers of the Company or of the Company's controlling shareholders;</p> <p>(II) The collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p>Article 161152</p> <p>A guarantee for a loan provided by the Company in breach of the first paragraph of Article 1590 shall not be enforceable against the Company, unless:</p> <p>(I) The lender was not aware of the relevant circumstances when he provided a loan to a related party of any of the directors, supervisors, general managers and other senior management officers of the Company or of the Company's controlling shareholders;</p> <p>(II) The collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>
22.	<p>Article 164</p> <p>The Company shall, with the prior approval of shareholders in a general meeting or by the Board of Directors, enter into a written contract with its director, supervisor or senior management officer regarding his remuneration. The written contract shall include at least the following provisions:</p> <p>(I) An undertaking by the directors, supervisors and senior management officers to the Company to observe Company Law, the Articles of Association, the Codes on Takeover and Mergers approved by the Hong Kong Securities and Futures Commission as 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 directors, supervisors and senior management officers to the Company which represents each shareholder to observe and perform his obligations in accordance with the Articles of Association;</p> <p>(III) An arbitration clause as provided in Article 206 hereof.</p>	<p>Article 164155</p> <p>The Company shall, with the prior approval of shareholders in a general meeting or by the Board of Directors, enter into a written contract with its director, supervisor or senior management officer regarding his remuneration. The written contract shall include at least the following provisions:</p> <p>(I) An undertaking by the directors, supervisors and senior management officers to the Company to observe Company Law, the Articles of Association, the Codes on Takeover and Mergers approved by the Hong Kong Securities and Futures Commission as 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 directors, supervisors and senior management officers to the Company which represents each shareholder to observe and perform his obligations in accordance with the Articles of Association;</p> <p>(III) An arbitration clause as provided in Article 206197 hereof.</p>

No.	Article before amendments	Article after amendments
	<p>The aforesaid emoluments include:</p> <p>(I) Emoluments in respect to his service as a director, supervisor or senior management officer of the Company;</p> <p>(II) Emoluments in respect to his service as a director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) Emoluments in respect to the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(IV) Payments to the director or supervisor as compensation for loss of office or as consideration in connection with his 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 foregoing matters except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>	<p>The aforesaid emoluments include:</p> <p>(I) Emoluments in respect to his service as a director, supervisor or senior management officer of the Company;</p> <p>(II) Emoluments in respect to his service as a director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) Emoluments in respect to the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(IV) Payments to the director or supervisor as compensation for loss of office or as consideration in connection with his 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 foregoing matters except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>
23.	<p>Article 197</p> <p>Where the Company is to be dissolved under the circumstance specified in item (I) of Article 196, it may continue to exist by modifying the Articles of Association.</p> <p>Amendments to this Articles of Association in accordance with the provisions of the preceding paragraph must be approved by more than two-thirds of the voting rights held by shareholders attending the general meeting of shareholders.</p>	<p>Article 197<u>188</u></p> <p>Where the Company is to be dissolved under the circumstance specified in item (I) of Article 196<u>187</u>, it may continue to exist by modifying the Articles of Association.</p> <p>Amendments to this Articles of Association in accordance with the provisions of the preceding paragraph must be approved by more than two-thirds of the voting rights held by shareholders attending the general meeting of shareholders.</p>

No.	Article before amendments	Article after amendments
24.	<p>Article 198</p> <p>Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) and (VI) of Article 196, a liquidation committee shall be formed within 15 days from the date of occurrence of such grounds for dissolution, to start the liquidation process. The composition of the liquidation committee shall be determined by directors or the shareholders' general meeting. 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.</p>	<p>Article 198<u>189</u></p> <p>Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) and (VI) of Article 196<u>187</u>, a liquidation committee shall be formed within 15 days from the date of occurrence of such grounds for dissolution, to start the liquidation process. The composition of the liquidation committee shall be determined by directors or the shareholders' general meeting. 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.</p>

The following is an explanatory statement required under Rule 10.06(1)(b) of the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolutions to be proposed at the EGM and the Class Meetings in relation to the Repurchase Mandates.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As of the Latest Practicable Date, the issued share capital of the Company comprised 53,417,001 H Shares and 50,151,012 Domestic Shares with a nominal value of RMB1.00 each. Subject to the passing of the special resolution granting the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged since the Latest Practicable Date and up to the date of the EGM and the Class Meetings, the Company may repurchase pursuant to the Repurchase Mandate up to a maximum of 5,341,700 H Shares, representing 10% of the aggregate number of the H Shares in issue as of the date of passing the resolution approving the Repurchase Mandate, during the period commencing from the date of passing the resolution and until the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by any applicable laws to be held; and (c) the date on which the authority given under the special resolution approving the Repurchase Mandate is revoked or varied by an special resolution of the Shareholders.

3. REASONS AND FUNDING OF THE REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its H Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an

enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable PRC laws and regulations.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as of December 31, 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and in the best interest of the Company. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As of the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. ZHANG Dalei, Mr. GAO Fei, Mr. CHEN Mingqiang and Beijing Airdoc Universe Technology Center L.P. (北京鬱金香宇宙科技中心(有限合夥)) ("Airdoc Universe"), as a single largest group of Shareholders, are able to exercise or control the exercise of voting rights attaching to a total of 25,079,679 Shares, representing 24.2% of the total issued share capital of the Company, which include (a) 17,248,854 Shares directly held by Mr. ZHANG Dalei, (b) 5,331,308 Shares held by Airdoc Universe, where Mr. Zhang Dalei served as the general partner, (c) 676,757 Shares directly held by Mr. GAO Fei, and (d) 1,822,760 Shares directly held by Mr. CHEN Mingqiang.

In the event that the Directors exercise the Repurchase Mandates in full, the single largest group of Shareholders would be able to exercise or control the exercise of voting rights attaching to approximately 26.9% of the issued share capital of the Company. The increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Notwithstanding the foregoing, the Board does not propose to exercise the Repurchase Mandates to such an extent as would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, or consequences that would arise under any similar applicable law of which the Directors are aware. Moreover, the Board of Directors also does not propose to exercise the Repurchase Mandates to such an extent as would result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

Save as disclosed above, the Directors are not aware of any consequences which will arise under either or both of the Takeovers Code and any similar applicable law as a result of any repurchases to be made under the Repurchase Mandates.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the PRC and the Articles of Association.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months immediately preceding the Latest Practicable Date. The Company has no present intention to repurchase Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%.

8. SHARE PRICES

The highest and lowest traded prices for the Shares recorded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Highest traded prices HK\$	Lowest traded prices HK\$
2022		
December	15.9	13.52
2023		
January	14.82	12.2
February	19.48	13.94
March	18.94	14.44
April	17.88	13.36
May	14.6	9.81
June	11.82	9.51
July	11.94	9.55
August	11.6	7.88
September	12.4	10.04
October	12.42	10.48
November	13.76	10.7
December (up to the Latest Practicable Date)	12	10



Beijing Airdoc Technology Co., Ltd.
北京鷹瞳科技發展股份有限公司

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

(Stock code: 2251)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 second extraordinary general meeting (the “EGM”) of Beijing Airdoc Technology Co., Ltd. (the “Company”) will be held on Friday, December 29, 2023 at 10:30 a.m. at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC for the Shareholders to consider and, if thought fit, approve the following resolutions of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated December 12, 2023 (the “Circular”).

ORDINARY RESOLUTIONS

1. (a) To consider and approve the election of the second session of the Board of Directors, namely:
 - (1) the re-election of Mr. ZHANG Dalei as an executive Director;
 - (2) the re-election of Ms. WANG Lin as an executive Director;
 - (3) the appointment of Dr. HE Chao as an executive Director;
 - (4) the appointment of Mr. QIN Yong as an executive Director;
 - (5) the re-election of Mr. NG Kong Ping Albert as an independent non-executive Director;
 - (6) the re-election of Dr. WU Yangfeng as an independent non-executive Director; and
 - (7) the re-election of Dr. HUANG Yanlin as an independent non-executive Director.
- (b) To consider and approve the remuneration plan for the second session of the Board of Directors.
2. (a) To consider and approve the election of the second session of the Board of Supervisors (excluding the employee Supervisor), namely:
 - (1) the re-election of Ms. BAI Huihui as a Supervisor; and

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

- (2) the re-election of Dr. LUO Ting as a Supervisor.
- (b) To consider and approve the remuneration plan for the second session of the Board of Supervisors.
3. To consider and approve the proposed amendments to the Rules of Procedure of the General Meeting.
4. To consider and approve the use of idle funds for cash management.

SPECIAL RESOLUTIONS

5. To consider and approve the proposed amendments to the Articles of Association.
6. To consider and approve the proposed general mandate to repurchase H Shares.

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

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

Hong Kong, December 12, 2023

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at (www.airdoc.com) and Hong Kong Exchanges and Clearing Limited at (www.hkexnews.hk) after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's headquarters and registered office in the PRC (for holders of domestic shares) or the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares), at least 24 hours before the EGM (i.e. before 10:30 a.m. on Thursday, December 28, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

4. For the purpose of determining the list of holders of H shares who are entitled to attend the EGM, the H share register of members of the Company will be closed from December 9, 2023 to December 29, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on December 8, 2023 for registration.
5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his/her proxy should produce proof of identity when attending the EGM.
8. Notes for the meeting:
 - (1) Please contact the Office of the Board of Directors of the Company no later than two days before the convening of the EGM (i.e. before 10:30 a.m. on Wednesday, December 27, 2023).
 - (2) Contact information of the meeting:

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

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



Beijing Airdoc Technology Co., Ltd.
北京鷹瞳科技發展股份有限公司

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

(Stock code: 2251)

**NOTICE OF THE 2023 FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING**

NOTICE IS HEREBY GIVEN THAT the 2023 first Domestic Shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of Beijing Airdoc Technology Co., Ltd. (the "**Company**") will be held on Friday, December 29, 2023 at 11:00 a.m. at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC for the Shareholders to consider and, if thought fit, approve the following resolutions of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated December 12, 2023 (the "**Circular**").

ORDINARY RESOLUTION

1. To consider and approve the proposed amendments to the Rules of Procedure of the General Meeting.

SPECIAL RESOLUTIONS

2. To consider and approve the proposed amendments to the Articles of Association.
3. To consider and approve the proposed general mandate to repurchase H Shares.

Details of the above resolutions submitted to the Domestic Shareholders' Class Meeting are set out in the Circular.

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

Hong Kong, December 12, 2023

NOTICE OF THE 2023 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

Notes:

1. All resolutions will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at (www.airdoc.com) and Hong Kong Exchanges and Clearing Limited at (www.hkexnews.hk) after the Domestic Shareholders' Class Meeting.
2. Any shareholder entitled to attend and vote at the Domestic Shareholders' Class Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's headquarters and registered office in the PRC at least 24 hours before the Domestic Shareholders' Class Meeting (i.e. before 11:00 a.m. on Thursday, December 28, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the Domestic Shareholders' Class Meeting or any adjourned meeting thereof should he/she so wish.
4. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
5. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
6. A shareholder or his/her proxy should produce proof of identity when attending the Domestic Shareholders' Class Meeting.
7. Notes for the meeting:
 - (1) Please contact the Office of the Board of Directors of the Company no later than two days before the convening of the EGM (i.e. before 10:30 a.m. on Wednesday, December 27, 2023).
 - (2) Contact information of the meeting:

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

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



Beijing Airdoc Technology Co., Ltd.
北京鷹瞳科技發展股份有限公司

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

(Stock code: 2251)

NOTICE OF THE 2023 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 first H Shareholders' class meeting (the "H Shareholders' Class Meeting") of Beijing Airdoc Technology Co., Ltd. (the "Company") will be held on Friday, December 29, 2023 at 11:15 a.m. at Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District, Beijing, PRC for the Shareholders to consider and, if thought fit, approve the following resolutions of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated December 12, 2023 (the "Circular").

ORDINARY RESOLUTION

1. To consider and approve the proposed amendments to the Rules of Procedure of the General Meeting.

SPECIAL RESOLUTIONS

2. To consider and approve the proposed amendments to the Articles of Association.
3. To consider and approve the proposed general mandate to repurchase H Shares.

Details of the above resolutions submitted to the H Shareholders' Class Meeting are set out in the Circular.

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

Hong Kong, December 12, 2023

Notes:

1. All resolutions will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at (www.airdoc.com) and Hong Kong Exchanges and Clearing Limited at (www.hkexnews.hk) after the EGM.

NOTICE OF THE 2023 FIRST H SHAREHOLDERS' CLASS MEETING

2. Any shareholder entitled to attend and vote at the H Shareholders' Class Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at least 24 hours before the H Shareholders' Class Meeting (i.e. before 11:15 a.m. on Thursday, December 28, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the H Shareholders' Class Meeting or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares who are entitled to attend the H Shareholders' Class Meeting, the H share register of members of the Company will be closed from December 9, 2023 to December 29, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the H Shareholders' Class Meeting, unregistered holders of the shares shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on December 8., 2023 for registration.
5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his/her proxy should produce proof of identity when attending the H Shareholders' Class Meeting.
8. Notes for the meeting:
 - (1) Please contact the Office of the Board of Directors of the Company no later than two days before the convening of the EGM (i.e. before 10:30 a.m. on Wednesday, December 27, 2023).
 - (2) Contact information of the meeting:

The Office of the Board of Directors of Beijing Airdoc Technology Co., Ltd.
Address: Room 21, 4th Floor, Building 2, A2 Yard, West Third Ring North Road, Haidian District,
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As of the date of this notice, the Board of Directors comprises Mr. ZHANG Dalei, Dr. CHEN Yuzhong, Mr. CHEN Hailong and Ms. WANG Lin as executive Directors; Mr. CHEN Xin as a non-executive Director; and Mr. NG Kong Ping Albert, Dr. WU Yangfeng and Dr. HUANG Yanlin as independent non-executive Directors.