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

If you have sold or transferred all your shares in 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.*, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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麗珠醫藥集團股份有限公司
LIVZON PHARMACEUTICAL GROUP INC.*
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 1513)

(I) PROPOSED REDUCTION OF THE REGISTERED CAPITAL
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(III) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES
FOR GENERAL MEETINGS
(IV) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES
FOR BOARD MEETINGS
(V) CONVENING THE EGM

The letter from the Board is set out on pages 3 to 6 of this circular.

The Company will hold the EGM at the Conference Room on the 6th Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 2:30 p.m. on Tuesday, 5 March 2024. The notice convening the EGM and the proxy form for use by the Shareholders of the Company at the EGM has been posted on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.livzon.com.cn).

If you would like to attend the EGM by proxy, please complete the proxy form in accordance with the instructions printed thereon and return it to the Secretariat of the Board of the Company (for A Shareholders) or the H Share Registrar of the Company, Tricor Investor Services Limited (for H Shareholders) as soon as possible and in any event no later than 24 hours before the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, the following terms shall have the meanings set out below unless the context requires otherwise:

“A Share(s)”	the domestic shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange (stock code: 000513)
“A Shareholder(s)”	holder(s) of the A Share(s)
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.*, a joint stock company incorporated in the PRC in accordance with the Company Law on 26 January 1985 with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively
“Company Law”	Company Law of the PRC (中華人民共和國公司法), as adopted at the Fifth Session of the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993, effective from 1 July 1994, as amended, supplemented or otherwise modified from time to time
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the 2024 second extraordinary general meeting of the Company to be held at the Conference Room on the 6th Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 2:30 p.m. on Tuesday, 5 March 2024
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas-listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 01513)
“H Shareholder(s)”	holder(s) of the H Share(s)

DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Amendments”	the proposed amendments to the Articles of Association, the Rules and Procedures for General Meetings, and the Rules and Procedures for Board Meetings
“RMB”	Renminbi, the lawful currency of the PRC
“Rules and Procedures for Board Meetings”	the rules and procedures for Board meetings of the Company
“Rules and Procedures for General Meetings”	the rules and procedures for general meetings of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Shenzhen Listing Rules”	the Stock Listing Rules of the Shenzhen Stock Exchange (as amended in 2022)

In case of any inconsistency between the Chinese names of the PRC entities mentioned in this circular and their English translations, the Chinese names shall prevail.

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LETTER FROM THE BOARD



麗珠醫藥集團股份有限公司
LIVZON PHARMACEUTICAL GROUP INC.*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 1513)

Executive Directors:

Mr. Tang Yanggang (*President*)
Mr. Xu Guoxiang (*Vice Chairman and Vice President*)

Non-executive Directors:

Mr. Zhu Baoguo (*Chairman*)
Mr. Tao Desheng (*Vice Chairman*)
Mr. Qiu Qingfeng
Mr. Yu Xiong

Independent Non-executive Directors:

Mr. Bai Hua
Mr. Tian Qiusheng
Mr. Wong Kam Wa
Mr. Luo Huiyuan
Ms. Cui Lijie

Registered office:

Headquarters Building
38 Chuangye North Road
Jinwan District Zhuhai
Guangdong Province
China

**Principal place of business
in Hong Kong:**

Room 1301, 13/F
YF Life Centre
38 Gloucester Road
Wanchai
Hong Kong

31 January 2024

To the Shareholders

Dear Sir/Madam,

(I) PROPOSED REDUCTION OF THE REGISTERED CAPITAL
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(III) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES
FOR GENERAL MEETINGS
(IV) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES
FOR BOARD MEETINGS
(V) CONVENING THE EGM

The purpose of this circular is to provide you with relevant information to enable you to make informed decisions in voting on the special resolutions in relation to the proposed reduction of the registered capital of the Company and the Proposed Amendments to be proposed at the EGM.

* *For identification purpose only*

LETTER FROM THE BOARD

I. PROPOSED REDUCTION OF THE REGISTERED CAPITAL

Upon the completion of the cancellation of 6,093,808 A shares repurchased by the Company, the total share capital of the Company was reduced from 945,103,454 shares (including 625,239,237 A shares and 319,864,217 H shares) to 939,009,646 shares (including 619,145,429 A shares and 319,864,217 H shares) and the registered capital was reduced from RMB945,103,454 to RMB939,009,646. Accordingly, the Board approved the proposed reduction of registered capital in order to reflect the above changes.

II. PROPOSED AMENDMENTS

In order to further improve and standardize the operation level and improve the governance structure of the Company, amendments to the relevant provisions of the Articles of Association, the Rules and Procedures for General Meetings and the Rules and Procedures for Board Meetings are proposed in accordance with the updated requirements of the Company Law, the Securities Law of the People's Republic of China and the Measures for the Administration of Independent Directors of Listed Companies issued by the CSRC on 1 August 2023 and other relevant laws, regulations and normative documents by taking into account the actual conditions of the Company.

In addition, pursuant to the consultation conclusions of the "Proposals to Expand the Paperless Listing Regime and Other Rule Amendments" published by the Hong Kong Stock Exchange in June 2023, the Hong Kong Listing Rules were amended with effect from 31 December 2023 to the effect, among others, that any "corporate communication" (as defined under the Hong Kong Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Hong Kong Stock Exchange's website. Accordingly, amendments to the relevant provisions of the Articles of Association are proposed to be made. The Proposed Amendments are subject to the approval of Shareholders by way of special resolutions at the EGM.

The full text of the Proposed Amendments, which were prepared in the Chinese language, are set out in Appendix I to Appendix III to this circular, respectively. The English translation is for reference only. In the event of any discrepancy between the Chinese and the English version of the Proposed Amendments, the Chinese version shall prevail.

LETTER FROM THE BOARD

III. CONVENING THE EGM

The Company will hold the EGM at the Conference Room on the 6th Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 2:30 p.m. on Tuesday, 5 March 2024. The notice convening the EGM and the proxy form for use by the Shareholders of the Company at the EGM has been posted on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.livzon.com.cn).

If you would like to attend the EGM by proxy, please complete the proxy form in accordance with the instructions printed thereon and return it to the Secretariat of the Board of the Company (for A Shareholders) or the H Share Registrar of the Company, Tricor Investor Services Limited (for H Shareholders) as soon as possible and in any event no later than 24 hours before the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

IV. RECORD DATE

The record date for determining the qualification of the Shareholders to attend and vote at the EGM will be Tuesday, 27 February 2024. In order to qualify as Shareholders to attend and vote at the EGM, the H Shareholders who are not registered must lodge all transfers of shares accompanied by the relevant share certificates 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 no later than 4:30 p.m. on Tuesday, 27 February 2024.

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all the resolutions put forward at the EGM will be voted on by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Poll results will be announced by the Company in accordance with Rule 13.39(5) of the Hong Kong Listing Rules after the EGM.

VI. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the EGM in relation to the reduction of the registered capital of the Company and the Proposed Amendments are in the interests of the Company and the Shareholders as a whole, and accordingly recommends the Shareholders to vote in favour of all the resolutions to be proposed the EGM.

LETTER FROM THE BOARD

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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
麗珠醫藥集團股份有限公司
Livzon Pharmaceutical Group Inc.*
Yang Liang
Company Secretary

Zhuhai, China

* *For identification purpose only*

Existing Articles	Revised Articles
<p>Article 6 The registered capital of the Company is RMB945,103,454.</p>	<p>Article 6 The registered capital of the Company is RMB<u>939,009,646</u>.</p>
<p>Article 22 Following the establishment of the Company, after public issuance of shares, rights issue, creation of bonus shares by transfer of capital reserve and undistributed profit and repurchase of foreign-invested shares, the share capital structure of the Company is changed as follows: 295,721,852 ordinary shares, of which 183,728,498 shares are domestic-listed domestic-invested shares, representing 62.13% of the total number of issued ordinary shares of the Company and 111,993,354 shares are domestic-listed foreign-invested shares, representing 37.87% of the total number of issued ordinary shares of the Company.</p> <p>.....</p> <p>As approved by a special resolution passed at the shareholders' general meeting, subsequent to the exercise of share options in the second exercise period under the first grant and in the first exercise period under the reserved grant of the 2018 Share Options Incentive Scheme of the Company and prior to the cancellation of A Shares repurchased by the Company, the share capital structure of the Company is changed as follows: 945,103,454 ordinary shares, of which 625,239,237 shares are domestic-listed domestic-invested shares and 319,864,217 shares are overseas-listed foreign-invested shares (H Shares), representing 66.16% and 33.84% of the total number of issued ordinary shares of the Company respectively.</p>	<p>Article 22 Following the establishment of the Company, after public issuance of shares, rights issue, creation of bonus shares by transfer of capital reserve and undistributed profit and repurchase of foreign-invested shares, the share capital structure of the Company is changed as follows: 295,721,852 ordinary shares, of which 183,728,498 shares are domestic-listed domestic-invested shares, representing 62.13% of the total number of issued ordinary shares of the Company and 111,993,354 shares are domestic-listed foreign-invested shares, representing 37.87% of the total number of issued ordinary shares of the Company.</p> <p>.....</p> <p>As approved by a special resolution passed at the shareholders' general meeting, subsequent to the exercise of share options in the second exercise period under the first grant and in the first exercise period under the reserved grant of the 2018 Share Options Incentive Scheme of the Company and prior to the cancellation of A Shares repurchased by the Company, the share capital structure of the Company is changed as follows: 945,103,454 ordinary shares, of which 625,239,237 shares are domestic-listed domestic-invested shares and 319,864,217 shares are overseas-listed foreign-invested shares (H Shares), representing 66.16% and 33.84% of the total number of issued ordinary shares of the Company respectively.</p>

Existing Articles	Revised Articles
	<p><u>As approved by a special resolution passed at the shareholders' general meeting, upon the completion of the cancellation of 6,093,808 A Shares repurchased by the Company, the share capital structure of the Company is changed as follows: 939,009,646 ordinary shares, of which 619,145,429 shares are domestic-listed domestic-invested shares and 319,864,217 shares are overseas-listed foreign-invested shares (H Shares), representing 65.94% and 34.06% of the total number of issued ordinary shares of the Company, respectively.</u></p>
<p>Article 97 At an annual general meeting, the Board of Directors and the Supervisory Committee shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.</p>	<p>Article 97 At an annual general meeting, the Board of Directors and the Supervisory Committee shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports. <u>Annual work reports of the independent directors shall be disclosed no later than the time when the Company issues the notice for the annual general meeting.</u></p>
<p>Article 109 The list of candidates for directors and non-employee representative supervisors shall be submitted to the shareholders' general meeting for voting in the form of a proposal in writing.</p> <p>.....</p>	<p>Article 109 The list of candidates for directors and non-employee representative supervisors shall be submitted to the shareholders' general meeting for voting in the form of a proposal in writing.</p> <p>.....</p>

Existing Articles	Revised Articles
<p>Methods and procedures for the nomination of directors and supervisors are as follows:</p> <p>(i) Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Board are entitled to nominate candidates for non-independent Directors. Any shareholder individually or jointly holding more than 1% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days, the Board and the Supervisory Committee are entitled to nominate candidates for independent Directors. Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Supervisory Committee are entitled to nominate candidates for supervisors. Non-independent directors, independent directors and supervisors shall be nominated and voted separately.</p> <p>.....</p>	<p>Methods and procedures for the nomination of directors and supervisors are as follows:</p> <p>(i) Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Board are entitled to nominate candidates for non-independent Directors. Any shareholder individually or jointly holding more than 1% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days, the Board and the Supervisory Committee are entitled to nominate candidates for independent Directors. Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Supervisory Committee are entitled to nominate candidates for supervisors. Non-independent directors, independent directors and supervisors shall be nominated and voted separately. <u>The nominator of an independent director shall not nominate any person who has an interest or any other close associate that may affect the independent performance of his or her duties as a candidate for independent director. An investor protection corporation established in accordance with laws may publicly request shareholders to entrust it to exercise the right to nominate independent directors on their behalf.</u></p> <p>.....</p>

Existing Articles	Revised Articles
<p>Article 213 The Board of Directors of the Company shall, at each annual shareholders' general meeting, submit to the shareholders the financial reports that shall be prepared by the Company under relevant laws, administrative regulations and regulatory documents promulgated by the regional governments and departments in charge.</p>	<p>Article 213 The Board of Directors of the Company shall, at each <u>annual general meeting</u>, submit to the shareholders the financial reports that shall be prepared by the Company under relevant laws, administrative regulations and regulatory documents promulgated by the regional governments and departments in charge.</p>
<p>Article 214 The financial report of the Company shall be kept at the Company and shall be made available to the shareholders at least 20 days before the annual general meeting is held. Each shareholder of the Company shall have the right to obtain the financial report mentioned in this Chapter.</p>	<p>Article 214 The financial report of the Company shall be kept at the Company and shall be made available to the shareholders at least 20 days before the annual general meeting is held. Each shareholder of the Company shall have the right to obtain the financial report mentioned in this Chapter.</p>
<p>The Company shall send a copy of the report of directors together with its annual report (including the annual accounts and the auditors' report in relation to these accounts, including but not limited to the balance sheet (including all documents required to be annexed to the balance sheet according to the relevant regulations) and the income statement or profit or loss statement (including the aforesaid financial reports)) or a summary of the financial report to each shareholder of overseas-listed shares in person or by pre-paid post at least 21 days prior to the convening of the annual general meeting at the address appearing on the register of shareholders.</p>	<p>The Company shall send <u>notices and announcements regarding</u> the report of directors together with its annual report (including the annual accounts and the auditors' report in relation to these accounts, including but not limited to the balance sheet (including all documents required to be annexed to the balance sheet according to the relevant regulations) and the income statement or profit or loss statement (including the aforesaid financial reports)) or a summary of the financial report <u>in accordance to Article 238 of the Articles of Association</u> at least 21 days prior to the convening of the annual general meeting.</p>

Existing Articles	Revised Articles
<p>Article 223 The Company’s profit distribution policy is set out as follows:</p> <p>.....</p> <p>(vii) Decision-making procedures of profit distribution policy</p> <p>1. The management and Board of Directors of the Company shall propose a profit distribution recommendation of the Company based on the profitability, capital requirements and shareholders’ return plan. The recommendation shall be put for approval at a general meeting upon review and approval of the Board of Directors. The independent Directors shall issue independent opinions on the profit distribution proposal.</p> <p>When determining specific cash dividend proposal of the Company, the Board of Directors shall study and discuss on, among others, the timing, conditions as well as the minimum ratio, conditions for adjustments and the requirements of decision procedures. The independent Directors shall express their opinions clearly.</p> <p>.....</p>	<p>Article 223 The Company’s profit distribution policy is set out as follows:</p> <p>.....</p> <p>(vii) Decision-making procedures of profit distribution policy</p> <p>1. The management and Board of Directors of the Company shall propose a profit distribution recommendation of the Company based on the profitability, capital requirements and shareholders’ return plan. The recommendation shall be put for approval at a general meeting upon review and approval of the Board of Directors. When determining specific cash dividend proposal of the Company, the Board of Directors shall study and discuss on, among others, the timing, conditions as well as the minimum ratio, conditions for adjustments and the requirements of decision procedures.</p> <p>.....</p>

Existing Articles	Revised Articles
<p>3. If the Company fulfils the conditions for declaring cash dividends, but does not propose any cash dividend proposal, the management shall explain to the Board of Directors the reasons for not distributing dividend, and the purpose and the proposed application of the undistributed funds retained by the Company. Independent Directors shall then express their independent opinions thereon which shall be disclosed to the public. A special resolution will be put forward to the general meeting for approval upon review and approval of the Board of Directors. The Company shall provide an online voting platform to its shareholders, apart from the onsite meeting, when convening the shareholders' general meeting.</p>	<p>3. If the Company fulfils the conditions for declaring cash dividends, but does not propose any cash dividend proposal, the management shall explain to the Board of Directors the reasons for not distributing dividend, and the purpose and the proposed application of the undistributed funds retained by the Company. A special resolution will be put forward to the general meeting for approval upon review and approval of the Board of Directors. The Company shall provide an online voting platform to its shareholders, apart from the onsite meeting, when convening the shareholders' general meeting.</p>
<p>4. The Company shall strictly implement the cash dividend policy stipulated in the Articles of Association and the specific cash dividend proposal considered and approved at the general meetings. If the Company needs to adjust or change the profit distribution policy due to significant changes in the external operating environment or its own operations, it shall be resolved by the Board of Directors after due discussion, and the independent Directors shall express and disclose their views thereon to the public, and then put forward a special resolution at the general meeting for approval.</p>	<p>4. The Company shall strictly implement the cash dividend policy stipulated in the Articles of Association and the specific cash dividend proposal considered and approved at the general meetings. If the Company needs to adjust or change the profit distribution policy due to significant changes in the external operating environment or its own operations, it shall be resolved by the Board of Directors after due discussion, and then put forward a special resolution at the general meeting for approval.</p>

Existing Articles	Revised Articles
<p>(viii) The Company shall expressly disclose the details about the formulation and implementation of the cash dividend policy in the annual report, and state the details on the following matters:</p> <p>.....</p> <p>4. Whether the independent Directors have duly performed their duties;</p> <p>5. Whether there are opportunities for the public shareholders to fully express their views and requests, and whether their legal interests are sufficiently protected, etc.</p> <p>.....</p>	<p>(viii) The Company shall expressly disclose the details about the formulation and implementation of the cash dividend policy in the annual report, and state the details on the following matters:</p> <p>.....</p> <p>4. Whether there are opportunities for the public shareholders to fully express their views and requests, and whether their legal interests are sufficiently protected, etc.</p> <p>.....</p>
<p>Article 237 When the Company dismisses or disengages the accounting firm, it shall notify the accounting firm 30 days in advance. The accounting firm shall be given the opportunity to state their opinion during the voting of resolutions to dismiss the accounting firm at the shareholders’ general meeting of the Company.</p> <p>When the accounting firm requests to resign from the position, the accounting firm shall explain to the shareholders’ general meeting whether there is anything inappropriate with the Company.</p> <p>The accounting firm may resign from the position by submitting a written notice of resignation to the registered address of the Company. The notice shall take effect on the date on which it is submitted to the legal address of the Company or such later date as may be specified in the notice. Such notice shall include the following statements:</p>	<p>Article 237 When the Company dismisses or disengages the accounting firm, it shall notify the accounting firm 30 days in advance. The accounting firm shall be given the opportunity to state their opinion during the voting of resolutions to dismiss the accounting firm at the shareholders’ general meeting of the Company.</p> <p>When the accounting firm requests to resign from the position, the accounting firm shall explain to the shareholders’ general meeting whether there is anything inappropriate with the Company.</p>

Existing Articles	Revised Articles
<p>1. the statement that its resignation does not involve any situation that shall be stated to the shareholders or creditors of the Company; or</p> <p>2. statement on any situation that shall be stated.</p> <p>The Company shall deliver a copy of the written notice mentioned in the preceding paragraph to the relevant competent authorities within 14 days after receipt of such notice. If the notice contains the statement mentioned in item (ii) of the second paragraph under Article 236 of the Articles of Association, the Company shall keep a duplicate of such statement in the Company and make it available to the shareholders. The Company shall also send a duplicate of such statement to each holder of overseas-listed foreign-invested shares and each person who has the right to receive the financial statements of the Company through mail with prepaid postage to the addresses registered in the list of shareholders or other means specified by the Articles of Association.</p> <p>If the notice of resignation of the accounting firm contains the statement on any situation that shall be stated as mentioned in item 2 of the third paragraph under this Article, the accounting firm may require the Board of Directors to hold an extraordinary general meeting to hear the explanation about relevant situations concerning its resignation.</p>	

Existing Articles	Revised Articles
<p>Article 238 The notices of the Company shall be delivered by the following means:</p> <p>(i) by hand;</p> <p>(ii) by mail;</p> <p>(iii) by way of an announcement;</p> <p>(iv) by facsimile;</p> <p>(v) by E-mail;</p> <p>(vi) by other means approved by the securities regulatory authority and stock exchange where the shares of the Company are listed or stipulated in the Articles of Association.</p>	<p>Article 238 The notices of the Company shall be delivered by the following means:</p> <p><u>(i)</u> by mail;</p> <p><u>(ii)</u> by way of an announcement;</p> <p><u>(iii)</u> by facsimile;</p> <p><u>(iv)</u> by E-mail; <u>or</u></p> <p><u>(v)</u> by other means approved by the securities regulatory authority and stock exchange where the shares of the Company are listed or stipulated in the Articles of Association.</p>
<p>Article 239 According to the Hong Kong Listing Rules regarding the requirements of the means in providing or delivering corporate communications to holders of domestic shares, subject to the laws and regulations and listing rules of the place where the Company is listed as well as the Articles of Association, corporate communications may be provided or delivered to holders of domestic shares by one or more newspapers specified by The Stock Exchange of Hong Kong Limited (with at least one in Chinese and one in English) or posting on the websites designated by the Company and/or the websites of the Hong Kong Stock Exchange or by other electronic means.</p> <p>.....</p>	<p>Article 239 According to the Hong Kong Listing Rules regarding the requirements of the means in providing or delivering corporate communications to holders of <u>foreign-invested</u> shares, subject to the laws and regulations and listing rules of the place where the Company is listed as well as the Articles of Association, corporate communications may be provided or delivered to holders of <u>foreign-invested</u> shares <u>by posting</u> on the websites designated by the Company and/or the websites of the Hong Kong Stock Exchange or by other electronic means.</p> <p>.....</p>

Existing Articles	Revised Articles
<p>Article 29 At an annual general meeting, the Board of Directors shall report to the meeting on their work over the past year, including the implementation of each matter to be dealt with by the Board of Directors as specified in the resolutions passed by the shareholders’ general meetings since the prior annual general meeting. Each of the independent directors shall also make their personal work reports.</p>	<p>Article 29 At an annual general meeting, the Board of Directors shall report to the meeting on their work over the past year, including the implementation of each matter to be dealt with by the Board of Directors as specified in the resolutions passed by the shareholders’ general meetings since the prior annual general meeting. Each of the independent directors shall also make their personal work reports. <u>Annual work reports of independent directors shall be disclosed no later than the time when the Company issues the notice for the annual general meeting.</u></p>
<p>Article 65 The list of candidates for directors and non-employee representative supervisors shall be submitted to the shareholders’ general meeting for voting in the form of a proposal in writing.</p> <p>.....</p>	<p>Article 65 The list of candidates for directors and non-employee representative supervisors shall be submitted to the shareholders’ general meeting for voting in the form of a proposal in writing.</p> <p>.....</p>

Existing Articles	Revised Articles
<p>Methods and procedures for the nomination of directors and supervisors are as follows:</p> <p>(i) Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Board are entitled to nominate candidates for non-independent directors. Any shareholder individually or jointly holding more than 1% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days, the Board and the Supervisory Committee are entitled to nominate candidates for independent directors. Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Supervisory Committee are entitled to nominate candidates for supervisors. Non-independent directors, independent directors and supervisors shall be nominated and voted separately.</p> <p>.....</p>	<p>Methods and procedures for the nomination of directors and supervisors are as follows:</p> <p>(i) Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Board are entitled to nominate candidates for non-independent directors. Any shareholder individually or jointly holding more than 1% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days, the Board and the Supervisory Committee are entitled to nominate candidates for independent directors. Any shareholder individually or jointly holding more than 10% of the total number of outstanding shares of the Company with voting rights for a period of more than 180 consecutive days as well as the Supervisory Committee are entitled to nominate candidates for supervisors. Non-independent directors, independent directors and supervisors shall be nominated and voted separately. <u>The nominator of an independent director shall not nominate any person who has an interest or any other close associate that may affect the independent performance of his or her duties as a candidate for independent director. An investor protection corporation established in accordance with laws may publicly request shareholders to entrust it to exercise the right to nominate independent directors on their behalf.</u></p> <p>.....</p>

Existing Articles	Revised Articles
<p>Article 7 The Board of Directors shall establish special committees such as strategy committee, audit committee, the nomination committee and the remuneration and appraisal committee as needed in accordance with the requirements of the Code of Corporate Governance. The members of such special committees comprise only directors. Independent directors shall account for the majority in each of the audit committee, the nomination committee and the remuneration and appraisal committee and serve as the convener (chairman of the committee). At least one independent director in the audit committee shall be an accounting professional, who shall also serve as the convener.</p>	<p>Article 7 The Board of Directors shall establish special committees such as strategy committee, audit committee, the nomination committee and the remuneration and appraisal committee <u>according to the actual needs of the Company</u>. The members of such special committees comprise only directors, <u>among which members of the audit committee shall be directors who do not hold any senior management position in the Company, the majority of whom shall be independent directors, and the accounting professional among the independent directors shall serve as the convener; Independent directors shall constitute the majority of the nomination committee and the remuneration and appraisal committee, who shall also serve as the convener.</u></p>
<p>Article 19 A director who cannot attend the meetings of the Board in person twice consecutively nor appointed any other directors to attend on his behalf and an independent director who cannot attend the meetings of the Board in person three times consecutively are deemed as failure in performing the duties, and shall be subject to replacement as recommended by the Board at the general meeting.</p>	<p>Article 19 A director who <u>fails to</u> attend the meetings of the Board in person twice consecutively <u>and has not appointed</u> any other directors to attend on his/<u>her</u> behalf and an independent director who <u>fails to</u> attend the meetings of the Board in person <u>twice</u> consecutively <u>and has not appointed any other independent directors to attend on his/her behalf</u> are deemed as failure in performing the duties, and shall be subject to replacement as recommended by the Board at the general meeting.</p>