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Haier Smart Home Co., Ltd.*

海爾智家股份有限公司

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

Stock Code: 6690

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Haier Smart Home Co., Ltd. (the “**Company**”) announces that:

In order to further improve corporate governance, promote compliant practice and sound operation of the Company, pursuant to the related requirements of relevant laws, regulations and regulatory documents such as the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Guidelines on Articles of Association of Listed Companies, Rules Governing the Listing of Stock on the Shanghai Stock Exchange, Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations, Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 5 — Transaction and Related Party Transaction (Revised in January 2023), and considering the actual condition of the Company, the Company proposes to amend the existing valid Articles of Association of the Haier Smart Home Co., Ltd. (the “**Articles of Association**”). Subject to the approval at the Board meeting held on 27 March 2024, the Company proposes to make the following amendments to the Articles of Association:

No.	Original provisions	Amended provisions	Basis or reason of amendment
1	<p>Article 1 The Articles of Association is formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing (hereinafter referred to as the "Mandatory Clauses"), the Guidelines on Articles of Association of Listed Companies, the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations, the Reply of the State Council on the Adjustment of the Notice Period of the Shareholders' General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong, the Guidelines for Corporate Governance of Listed Companies, the German Securities Trading Act, the Listing Rules of the Frankfurt Stock Exchange (hereinafter referred to as the "Listing Rules of the FSE") (the German Securities Trading Act, the Listing Rules of the FSE and relevant EU regulations on securities issuance and trading are hereinafter collectively referred to as the "relevant listing regulations of Frankfurt Stock Exchange"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant provisions for the purposes of protecting the legitimate rights and interests of Haier Smart Home Co., Ltd. (hereinafter referred as the "Company"), its shareholders and creditors, and regulating organization and acts of the Company.</p>	<p>Article 1 The Articles of Association is formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing (hereinafter referred to as the "Mandatory Clauses"), the Guidelines on Articles of Association of Listed Companies, the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations, the Reply of the State Council on the Adjustment of the Notice Period of the Shareholders' General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong, the Guidelines for Corporate Governance of Listed Companies, the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Guidelines for the Application of Regulatory Rules — Overseas Issuance and Listing No. 1, the German Securities Trading Act, the Listing Rules of the Frankfurt Stock Exchange (hereinafter referred to as the "Listing Rules of the FSE") (the German Securities Trading Act, the Listing Rules of the FSE and relevant EU regulations on securities issuance and trading are hereinafter collectively referred to as the "relevant listing regulations of Frankfurt Stock Exchange"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant provisions for the purposes of protecting the legitimate rights and interests of Haier Smart Home Co., Ltd. (hereinafter referred as the "Company"), its shareholders and creditors, and regulating organization and acts of the Company.</p>	Deleted obsolete rules and added updated rules
2	<p>Article 7 The Company's registered capital is RMB9,446,253,758.</p>	<p>Article 7 The Company's registered capital is RMB9,446,253,758 9,438,114,893.</p>	Adjusted to accurately reflect the number of shares in the Company
3	<p>Article 8 The Company is a foreign-invested joint-stock company (Sino-foreign joint venture, listed).</p>	<p>Article 8 The Company is a foreign-invested joint-stock company (Sino-foreign joint venture, listed) an other joint-stock company (listed).</p>	Adjusted according to the type of enterprise published on the National Enterprise Credit Information Publicity System
4	<p>Article 11 All assets of the Company are divided into equal shares, the liability of the shareholders of the Company shall be limited to the shares held by them respectively, and the Company shall be liable for its debt with all of its assets. The Company may invest in other limited liability companies and joint stock limited companies. It shall be liable for such invested companies to the extent of the investment amounts.</p>	<p>Article 11 All assets of the Company are divided into equal shares, the liability of the shareholders of the Company shall be limited to the shares held by them respectively, and the Company shall be liable for its debt with all of its assets. The Company may invest in other limited liability companies and joint stock limited companies. It shall be liable for such invested companies to the extent of the investment amounts or subscribed shares.</p>	Merged the existing Article 11 with the existing Article 14, and adjusted the expression accordingly
		<p>Pursuant to the requirements under the Constitution of the Communist Party of China, the Company set up organizations and carries out activities of the Party. The Company provides the necessary conditions for the activities of the Party organizations.</p>	

No.	Original provisions	Amended provisions	Basis or reason of amendment
5	<p>Article 12 Since the date of the Articles of Association taking effect, it shall become a legally binding document that regulates the Company's organization and activities, the rights and obligations among the Company and each shareholder as well as among the shareholders themselves. The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors, managers and other senior management; and the aforesaid persons may make any claims and propositions related to the matters of the Company in accordance with the Articles of Association.</p> <p>Article 13 The shareholders are entitled to sue the Company in accordance with the Articles of Association; the Company is entitled to sue the shareholders, directors, supervisors, presidents and other senior management in accordance with the Articles of Association; any shareholder is entitled to sue other shareholders in accordance with the Articles of Association; and the shareholders are also entitled to sue the directors, supervisors, presidents and other senior management of the Company in accordance with the Articles of Association.</p> <p>The term "sue" in the preceding paragraph shall include filing of a lawsuit at a court or applying for arbitration at an arbitral institution.</p> <p>Other senior management referred to in the Articles of Association means the vice-president, secretary to the Board and the chief financial officer of the Company.</p>	<p>Article 12 Since the date of the Articles of Association taking effect, it shall become a legally binding document that regulates the Company's organization and activities, the rights and obligations among the Company and each shareholder as well as among the shareholders themselves. The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors, managers and other senior management; and the aforesaid persons may make any claims and propositions related to the matters of the Company in accordance with the Articles of Association.</p> <p>The shareholders are entitled to sue the Company in accordance with the Articles of Association; the Company is entitled to sue the shareholders, directors, supervisors, presidents and other senior management in accordance with the Articles of Association; any shareholder is entitled to sue other shareholders in accordance with the Articles of Association; and the shareholders are also entitled to sue the directors, supervisors, presidents and other senior management of the Company in accordance with the Articles of Association. The term "sue" in the preceding paragraph mentioned above shall include filing of a lawsuit at a court or applying for arbitration at an arbitral institution.</p> <p>Other senior management referred to in the Articles of Association means the vice-president, secretary to the Board and the chief financial officer of the Company.</p>	Merged and improved the accuracy of expression
6	<p>Article 22 Subject to the approval by the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p>The "overseas investors" referred to in the preceding paragraph shall refer to investors from foreign countries or from Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company, and "domestic investors" shall refer to investors inside the People's Republic of China (excluding the above-mentioned regions) that subscribe for shares issued by the Company.</p>	<p>Article 22220 Subject to the approval by registration or filing with the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p>The "overseas investors" referred to in the preceding paragraph shall refer to investors from foreign countries or from Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company, and "domestic investors" shall refer to investors inside the People's Republic of China (excluding the above-mentioned regions) that subscribe for shares issued by the Company.</p>	In accordance with the Measures for the Administration of Securities Registration of Securities Offering by Listed Companies and the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, corresponding adjustments were made to reflect the adjustments to the share issuance regulatory system.
7	<p>Article 23 Shares issued by the Company to domestic investors which are subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Company to overseas investors which are subscribed for in foreign currency shall be referred to as "foreign shares". Foreign shares listed overseas shall be referred to as "overseas-listed foreign shares". Shareholders holding domestic shares are called domestic shares shareholders. Shareholders holding foreign shares or foreign shares listed abroad are called foreign shares shareholders.</p> <p>The "foreign currency" referred to in the preceding paragraph means the legal currency of other countries or regions except RMB which is recognized by foreign exchange departments of China and could be used to pay for the shares of the Company. Domestic shares and foreign shares are all ordinary shares, which enjoy and bear the same rights and obligations.</p>	<p>Article 23231 Shares issued by the Company to domestic investors and other qualified investors which are subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Company to overseas investors and specific domestic investors that meet the relevant requirements of the securities regulatory authority of the State Council which are subscribed for in foreign currency currencies recognized by the securities regulatory authority of the State Council and the securities regulatory authority of the place where the Company's shares are listed shall be referred to as "foreign shares". Foreign shares listed overseas shall be referred to as "overseas-listed foreign shares". Shareholders holding domestic shares are called domestic shares shareholders. Shareholders holding foreign shares or foreign shares listed abroad are called foreign shares shareholders.</p> <p>The "foreign currency" referred to in the preceding paragraph means the legal currency of other countries or regions except RMB which is recognized by foreign exchange departments of China and could be used to pay for the shares of the Company. Domestic shares and foreign shares are all ordinary shares, which enjoy and bear the same rights and obligations.</p>	Adjusted in accordance with Article 10 and 11 of the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises.

No.	Original provisions	Amended provisions	Basis or reason of amendment
8	Article 25, paragraph 2 The capital structure of the Company is comprised of 9,446,253,758 ordinary shares in total, of which the domestic shareholders hold 6,308,552,654 shares (representing 66.78% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (D Share) hold 271,013,973 shares (representing 2.87% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (H Share) hold 2,866,687,131 shares (representing 30.35% of total number of ordinary shares issued by the Company).	Article 25 23 , paragraph 2 The capital structure of the Company is comprised of 9,446,253,758 9,438,114,893 ordinary shares in total, of which the domestic shareholders hold 6,308,552,654 shares (representing 66.78 66.84 % of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (D Share) hold 271,013,973 shares (representing 2.87% of total number of ordinary shares issued by the Company); the shareholders of overseas-listed foreign shares (H Share) hold 2,866,687,131 2,858,548,266 shares (representing 30.35 30.29 % of total number of ordinary shares issued by the Company).	Adjusted in accordance with the latest number of shares in issue
9	Article 26 With the plan for issuing overseas-listed foreign shares and domestic shares by the Company examined and approved by the securities regulatory authority of the State Council, the Board of Directors of the Company may arrange for the implementation of such plan by means of separate issuances.	Deleted	Contents in respect of the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies were deleted due to its invalidity.
10	Article 27 The Company may implement its plan for separate issuances of overseas- listed foreign shares and domestic shares in accordance with the preceding paragraph separately within 15 months after being examined and approved by the securities regulatory authority of the State Council.	Deleted	Contents in respect of the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies were deleted due to its invalidity.
11	Article 28 Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plan, every such issue shall be fully subscribed for in one time. Where it is impossible for every such issue to be fully subscribed for in one time due to special circumstances, the shares may be issued in several stages, subject to the examination and approval of the securities regulatory authority of the State Council.	Deleted	Contents in respect of the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies were deleted due to its invalidity.
12	Article 31 Unless otherwise provided by laws, administrative regulations and listing rules of the place where the Company's shares are listed, the shares of the Company may be transferred freely without any lien attached.	Deleted	Duplicated with the content of the amended Article 34
13	Article 33 The Company shall notify its creditors within 10 days from the date on which the resolution on reduction of registered capital is passed and make an announcement on the newspaper within 30 days.	Article 33 27 The Company shall notify its creditors within 10 days from the date on which the resolution of the shareholders' general meeting on reduction of registered capital is passed and make an announcement on the newspaper or on the National Enterprise Credit Information Publicity System within 30 days.	Added such mean according to Article 224 of the new Company Law
14	Article 34 The Company may, under any of the following circumstances, buy back its outstanding shares pursuant to the provisions of laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed and the Articles of Association and approval by the relevant authorities:	Article 34 28 The Company may, under any of the following circumstances, buy back its outstanding shares pursuant to the provisions of laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed and the Articles of Association and approval by the relevant authorities.	Contents in respect of Article 24 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the provision has expired.

No.	Original provisions	Amended provisions	Basis or reason of amendment
15	<p>Article 35 The Company, with the approval of the relevant competent authorities, may buy back its own shares by any of the following means:</p> <p>(1) making buy-back offers in the same proportion to all shareholders;</p> <p>(2) buying back through public trading at the stock exchange;</p> <p>(3) buying back by way of an agreement outside stock exchange;</p> <p>(4) any other method stipulated by laws and administrative regulations, listing rules of the place where the Company's shares are listed and that examined and approved by the relevant competent authorities.</p> <p>If the Company acquires the Company's shares in circumstances specified in Items (3), (5) and (6) of Article 34 of the Articles of Association, it shall be conducted by way of open and centralized trading.</p>	<p>Article 35²⁹ The Company, with the approval of the relevant competent authorities, may buy back its own shares by any of the following means:</p> <p>(1) making buy-back offers in the same proportion to all shareholders;</p> <p>(2) buying back through public trading at the stock exchange;</p> <p>(3) buying back by way of an agreement outside stock exchange;</p> <p>(4) any other method stipulated by laws and administrative regulations, listing rules of the place where the Company's shares are listed and that examined and approved^{recognised} by the relevant competent authorities.</p> <p>If the Company acquires the Company's shares in circumstances specified in Items (3), (5) and (6) of Article 34^{Article 28} of the Articles of Association, it shall be conducted by way of open and centralized trading.</p>	<p>Contents in respect of Article 24 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the provision has expired.</p>
16	<p>Article 36 When the Company is to buy back shares by an agreement outside stock exchange, prior examination and approval shall be obtained from the shareholders' general meeting in accordance with the provisions provided for in the Articles of Association. Upon prior examination and approval of the shareholders' general meeting obtained in the same manner, the Company may rescind or change the contracts concluded in the manner set forth above or waives any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, company for the buy-back of its own shares shall include (but not limited to) agreements whereby buy-back obligations are undertaken and buy-back rights are acquired.</p> <p>The Company may not assign contracts for the buy-back of its own shares or any of its rights thereunder.</p> <p>To the extent that the Company has the right to repurchase repurchasable shares, the price shall not exceed a certain maximum price limit unless repurchased by market or by means of tender. If repurchased by means of tender, such tender shall be issued to all shareholders equally.</p>	Deleted	<p>The first three paragraphs were deleted as they were part of the content of Article 26 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing, which has expired. The fourth paragraph corresponds to Appendix A1 (formerly Appendix III) of the Hong Kong Listing Rules, which has deleted the relevant provisions.</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
17	<p>Article 38 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) Where the Company repurchases shares at par value, payment shall be made out of the book surplus on the distributable profits of the Company and out of the proceeds of the new issue of shares made for that purpose;</p> <p>(2) Where the Company repurchases shares at a premium to its par value, payment equivalent to the par value may be made out of the book surplus on the distributable profits of the Company and out of the proceeds of the new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be handled as follows:</p> <ol style="list-style-type: none"> 1. if the shares being repurchased were issued at par value, payment shall be made out of the book surplus on the distributable profits of the Company; 2. if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus on the distributable profits of the Company or out of the proceeds of the new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account or capital reserve fund account (inclusive of the premiums from the new issue) at the time of the repurchase; <p>(3) The Company shall make the following payments out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. payment for the acquisition of the rights to repurchase the Company's own shares; 2. payment for the variation of any contract to repurchase the Company's own shares; 3. payment for the release of the Company's obligation under any repurchase contract. <p>(4) After the Company's registered capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account or capital reserve fund account.</p>	Deleted	<p>Contents in respect of Article 28 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the provision has expired.</p>
18	<p>Article 42 The shares of the Company held by a promoter shall not be transferred within 1 year from the date of the establishment of the Company. Shares issued prior to the public offering of shares by the Company shall not be transferred within 1 year from the day on which the shares are listed and traded on the stock exchange.</p>	<p>Article 42³⁴ The shares of the Company held by a promoter shall not be transferred within 1 year from the date of the establishment of the Company. Shares issued prior to the public offering of shares by the Company shall not be transferred within 2 years from the day on which the shares are listed and traded on the stock exchange.</p>	<p>Deleted as such requirement has been deleted in the new Company Law</p>
19	<p>Article 45 The Company or its subsidiaries shall not, at any time and in any manner, provide any financial assistance to purchasers or prospective purchasers of the shares of the Company. The aforesaid purchasers of shares of the Company as shall include persons who directly or indirectly assume relevant obligations as a result of purchasing shares of the Company.</p> <p>The Company or its subsidiaries shall not, at any time and in any manner, provide any financial assistance to the above obligators in order to reduce or discharge their obligations.</p>	Deleted	<p>Contents in respect of Chapter 5 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the Notice has expired.</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
20	<p>Article 46 The provisions of this Article shall not apply to the circumstances described in Article 47 of this Articles of Association. The term “financial assistance” referred to in the Articles of Association shall include (but not limited to) the forms set out below:</p> <p>(1) gift;</p> <p>(2) guarantee (including the assumption of liability or provisions of property by the guarantor in order to secure the performance of the obligation by the obligator), indemnity (excluding, however, indemnity arising from the Company’s own default) and release or waiver of rights;</p> <p>(3) provision of a loan or execution of an agreement under which the obligations of the Company are to be fulfilled prior to the obligations of other parties to such agreement, or a change in the parties to such loan or agreement or the assignment of rights under such loan or agreement etc.;</p> <p>(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when such assistance would lead to a material reduction in the Company’s net assets.</p> <p>For the purposes of the Articles of Association, the term “assumption of liability” includes the assumption of a liability by the obligator by signing agreements or making arrangements (whether or not such agreement or arrangement is enforceable and whether or not such obligation is assumed by the obligator individually or jointly with any other person) or by changing its financial position in any other way.</p>	Deleted	<p>Contents in respect of Chapter 5 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the Notice has expired.</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
21	<p>Article 47 The conducts listed below shall not be regarded as those prohibited by Article 45 of the Articles of Association:</p> <p>(1) where the financial assistance given by the Company genuinely for the benefits of the Company and the main purpose of such financial assistance is not to purchase shares of the Company, or the financial assistance is an incidental part of a general plan of the Company;</p> <p>(2) distribution of the Company's properties as dividends pursuant to the law;</p> <p>(3) distribution of dividends in the form of shares;</p> <p>(4) reduction of registered capital, buy-back of shares and adjustment of shareholding structure etc., in accordance with the Articles of Association;</p> <p>(5) provision of a loan by the Company within its business scope and in the ordinary course of its business (provided that it does not lead to a reduction in the net assets of the Company or that if it constitutes a reduction, the financial assistance was paid out of the Company's distributable profits);</p> <p>(6) provision of money by the Company for an employee stock ownership plan (provided that it does not lead to a reduction in the net assets of the Company or that if it constitutes a reduction, the financial assistance was paid out of the Company's distributable profits).</p>	Deleted	<p>Contents in respect of Chapter 5 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the Notice has expired</p>
22	<p>Article 62 The Company shall keep a register of shareholders, in which the following particulars shall be recorded:</p> <p>(1) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and quantity of shares held by each shareholder;</p> <p>(3) the amount paid or payable for the shares held by each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder is registered as a shareholder;</p> <p>(6) the date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.</p>	<p>Article 6250 The Company shall keep a register of shareholders, which should contain the following particulars shall be recorded:</p> <p>(1) the name or title and address of each shareholder;</p> <p>(2) the type and number of shares subscribed by each shareholder;</p> <p>(3) if shares are issued in paper form, the serial numbers of the share certificate (if any);</p> <p>(4) the date of acquisition of shares by each shareholder.</p> <p>(1) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and quantity of shares held by each shareholder;</p> <p>(3) the amount paid or payable for the shares held by each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder is registered as a shareholder;</p> <p>(6) the date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.</p> <p>The shareholders recorded in the register of shareholders may, pursuant to the register of shareholders, claim and exercise shareholders' rights.</p>	<p>Contents in respect of Article 34 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were adjusted according to Article 102 of the new Company Law as the Notice has expired.</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
23	<p>Article 63 The Company may, pursuant to any understanding or agreement reached between the CSRC and overseas securities regulatory authority, keep outside the People's Republic of China the register of shareholders of overseas-listed foreign shares, and entrust the administration thereof to an overseas agent. Hong Kong is the place where the original register of shareholders of foreign capital stocks listed abroad is kept.</p> <p>The Company shall keep at its domicile a duplicate of the register of shareholders of overseas-listed foreign shares. The entrusted agent outside the People's Republic of China shall ensure that the register of shareholders of overseas-listed foreign shares and its duplicate are consistent at all times.</p> <p>When the original version and duplicate copies of the register of shareholders of overseas-listed foreign shares are inconsistent, the original version shall prevail.</p>	<p>Article 6351 The Company may, pursuant to any understanding or agreement reached between the CSRC and overseas securities regulatory authority, keep outside the People's Republic of China the register of shareholders of overseas listed foreign shares, and entrust the administration thereof to an overseas agent. Hong Kong is the place where the original register of shareholders of foreign capital stocks listed abroad is kept.</p> <p>The Company shall keep at its domicile a duplicate of the register of shareholders of overseas listed foreign shares. The entrusted agent outside the People's Republic of China shall ensure that the register of shareholders of overseas listed foreign shares and its duplicate are consistent at all times.</p> <p>When the original version and duplicate copies of the register of shareholders of overseas listed foreign shares are inconsistent, the original version shall prevail.</p> <p>The Hong Kong branch register of shareholders must be available for inspection by shareholders, however, the Company is allowed to close the register of members on terms equivalent to section 632 of the Companies Ordinance (Cap. 622 of the Laws in Hong Kong).</p>	<p>Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules</p>
24	<p>Article 68 Any shareholder who is registered in the register of shareholders or any person who requires his/her/its name (title) to be entered into the register of shareholders may apply to the Company for issuance of a replacement certificate in respect of his/her/its shares (hereinafter referred to as the "Relevant Shares") if such relevant share certificate (hereinafter referred to as the "Original Share Certificate") has been lost.</p> <p>Applications for the replacement of share certificates from shareholders of domestic share shall be dealt with in accordance with Article 143 of the Company Law.</p> <p>Applications for the replacement of share certificates from shareholders of overseas-listed foreign shares that have lost their share certificates may be dealt with in accordance with the laws, securities exchange regulations and other relevant provisions of the place where the original register of shareholders of overseas-listed foreign shares is kept.</p> <p>Applications for the replacement of share certificates from shareholders of overseas-listed foreign shares that have their share certificates stolen, lost or destroyed may be dealt with in accordance with the laws, securities exchange regulations and other relevant provisions of the place where the original register of shareholders of overseas-listed foreign shares is kept.</p>	<p>Article 6856 Any shareholder who is registered in the register of shareholders or any person who requires his/her/its name (title) to be entered into the register of shareholders may apply to the Company for issuance of a replacement certificate in respect of his/her/its shares (hereinafter referred to as the "Relevant Shares") if such relevant share certificate (hereinafter referred to as the "Original Share Certificate") has been lost.</p> <p>Applications for the replacement of share certificates from shareholders of domestic share shall be dealt with in accordance with the requirements of Article 143 of the Company Law.</p> <p>Applications for the replacement of share certificates from shareholders of overseas listed foreign shares that have lost their share certificates may be dealt with in accordance with the laws, securities exchange regulations and other relevant provisions of the place where the original register of shareholders of overseas listed foreign shares is kept.</p> <p>Applications for the replacement of share certificates from shareholders of overseas listed foreign shares that have their share certificates stolen, lost or destroyed may be dealt with in accordance with the laws, securities exchange regulations and other relevant provisions of the place where the original register of shareholders of overseas listed foreign shares is kept.</p>	<p>To improve the accuracy of expression</p>
25	<p>Article 72 The Company's shareholders are persons who lawfully hold shares of the Company and whose names (title) are entered in the register of shareholders. Shareholders shall enjoy the rights and undertake obligations in accordance with the class of shares held thereby. Shareholders holding the same kind of shares shall enjoy the same rights and bear the same obligations.</p> <p>The Company shall not exercise any power to freeze or otherwise impair the rights of any of the shares attached to it by any person having a direct or indirect interest merely because he has not disclosed his interest to the Company.</p> <p>When the Company convenes a shareholders' general meeting, distributes dividends, conducts liquidation or perform other activities that require determining the identity of the shareholders, the Board of Directors or the convener of the shareholders' general meeting shall determine the date of record, and shareholders registered in the register after market closing on the date of record shall be shareholders who enjoy the relevant rights and interests.</p> <p>The holders of convertible corporate bonds do not have shareholders' rights and obligation until their convertible corporate bonds being converted into shares.</p>	<p>Article 7260 The Company's shareholders are persons who lawfully hold shares of the Company and whose names (title) are entered in the register of shareholders. Shareholders shall enjoy the rights and undertake obligations in accordance with the class of shares held thereby. Shareholders holding the same kind of shares shall enjoy the same rights and bear the same obligations.</p> <p>The Company shall not exercise any power to freeze or otherwise impair the rights of any of the shares attached to it by any person having a direct or indirect interest merely because he has not disclosed his interest to the Company.</p> <p>When the Company convenes a shareholders' general meeting, distributes dividends, conducts liquidation or perform other activities that require determining the identity of the shareholders, the Board of Directors or the convener of the shareholders' general meeting shall determine the date of record, and shareholders registered in the register after market closing on the date of record shall be shareholders who enjoy the relevant rights and interests.</p> <p>The holders of convertible corporate bonds do not have shareholders' rights and obligation until their convertible corporate bonds being converted into shares.</p>	<p>Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
26	<p>Article 73 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) obtaining dividends and any other form of profit distribution based on the number of shares held by them;</p> <p>(2) requiring, convening, chairing, attending or appointing a proxy to attend a shareholders' general meeting pursuant to the law and exercising the corresponding voting rights;</p> <p>(3) supervising the Company's business operations, proposing recommendations or raising questions;</p> <p>(4) transferring, donating or pledging shares held by them pursuant to laws, administrative regulations and provisions of the securities regulatory authority at the place where the shares of the Company are listed and the Articles of Association;</p> <p>(5) obtaining related information in accordance with provisions prescribed by laws and the Articles of Association, including:</p> <p>(I) obtaining the copies of the Article of Association after paying relevant costs;</p> <p>(II) reviewing and copying the following documents after paying reasonable costs:</p> <p>(i) materials about their holdings of the shares and the register of the shareholders;</p> <p>(ii) personal information on the directors, supervisors, president and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all part-time occupations and titles;</p> <p>(e) identification documents and their numbers;</p> <p>(iii) most recent audited financial statements and annual reports of the Company;</p> <p>(iv) the total amount of share capital and the shareholding structure of the Company; reports showing the total par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount of cost incurred by the Company for this purpose (subdivided by domestic and foreign shares);</p> <p>(v) a copy of the most recent annual report submitted to the China market regulatory authority or other competent authority for filing;</p> <p>(vi) special resolutions of the general meeting of shareholders and/or the board of directors of the Company;</p> <p>(vii) counterfoils of corporate bonds, and minutes of shareholders' meetings. The Company shall provide the above documents (1) to (7) except item (2) to the Company's Hong Kong address for free inspection by the public and foreign equity shareholders listed outside Hong Kong as required by the Hong Kong Listing Rules.</p> <p>(6) upon termination or liquidation of the Company, participating in the distribution of the Company's residual assets based on their shareholding;</p> <p>(7) shareholders who objects to the resolution on merger or division of the Company passed by a shareholders' general meeting may request the Company to acquire his/her/its shares;</p> <p>(8) any other rights stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>Article 7361 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) obtaining dividends and any other form of profit distribution based on the number of shares held by them;</p> <p>(2) requiring, convening, chairing, attending or appointing a proxy to attend a shareholders' general meeting pursuant to the law, speaking and exercising the corresponding voting rights;</p> <p>(3) supervising the Company's business operations, proposing recommendations or raising questions;</p> <p>(4) transferring, donating or pledging shares held by them pursuant to laws, administrative regulations and provisions of the securities regulatory authority at the place where the shares of the Company are listed and the Articles of Association;</p> <p>(5) inspecting the Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of shareholders' meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and audited financial and accounting reports;</p> <p>(5) obtaining related information in accordance with provisions prescribed by laws and the Articles of Association, including:</p> <p>(I) obtaining the copies of the Article of Association after paying relevant costs;</p> <p>(II) reviewing and copying the following documents after paying reasonable costs:</p> <p>(i) materials about their holdings of the shares and the register of the shareholders;</p> <p>(ii) personal information on the directors, supervisors, president and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full time and all part time occupations and titles;</p> <p>(e) identification documents and their numbers;</p> <p>(iii) most recent audited financial statements and annual reports of the Company;</p> <p>(iv) the total amount of share capital and the shareholding structure of the Company; reports showing the total par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount of cost incurred by the Company for this purpose (subdivided by domestic and foreign shares);</p> <p>(v) a copy of the most recent annual report submitted to the China market regulatory authority or other competent authority for filing;</p> <p>(vi) special resolutions of the general meeting of shareholders and/or the board of directors of the Company;</p> <p>(vii) counterfoils of corporate bonds, and minutes of shareholders' meetings. The Company shall provide the above documents (1) to (7) except item (2) to the Company's Hong Kong address for free inspection by the public and foreign equity shareholders listed outside Hong Kong as required by the Hong Kong Listing Rules.</p> <p>(6) upon termination or liquidation of the Company, participating in the distribution of the Company's residual assets based on their shareholding;</p> <p>(7) shareholders who objects to the resolution on merger or division of the Company passed by a shareholders' general meeting may request the Company to acquire his/her/its shares;</p> <p>(8) any other rights stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>The original content was the requirements of Article 45 of Prerequisite Clauses for Articles of Association of Company Whose Shares Are Listed Overseas. Since the document has become invalid, it will be deleted accordingly and appropriately adjusted in accordance with the new Company Law</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
27	<p>Article 76 Where the convening procedures or voting method of a shareholders' general meeting or a board meeting violate any laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, a shareholder shall have the right to apply to the people's court for revocation within 60 days from passing of such resolution.</p>	<p>Article 7664 Where the convening procedures or voting method of a shareholders' general meeting or a board meeting violate any laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, a shareholder shall have the right to apply to the people's court for revocation within 60 days from passing of such resolution. However, a shareholder shall have no right to do so if only minor flaws exist in the convening procedures or voting method of a shareholders' general meeting or a board meeting, which have no material impact on the resolution. Shareholders who have not been notified to attend the shareholders' general meeting may apply to the people's court for revocation within sixty days from the date they knew or should have known of the passing of the resolution of the shareholders' general meeting; if the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.</p>	<p>Adjustments were made to the expressions of situations where resolutions are invalid, revocable, and untenable according to the new Company Law</p>
28	<p>Article 77 Where the directors or senior management violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, the shareholders who individually or collectively hold 1% or more of the Company's shares for a consecutive period of 180 consecutive days or longer are entitled to request to the Board of Supervisors to file a lawsuit with people's court in writing; where the Board of Supervisors violates the provisions of laws, administrative regulations or the Articles of Association in the performance of their duties and cause losses to the Company, shareholders may request to the Board of Directors to file a lawsuit with people's court in writing.</p>	<p>Article 7765 Where the directors or senior management violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, the shareholders who individually or collectively hold 1% or more of the Company's shares for a consecutive period of 180 consecutive days or longer are entitled to request to the Board of Supervisors to file a lawsuit with people's court in writing; where the Board of Supervisors violates the provisions of laws, administrative regulations or the Articles of Association in the performance of their duties and cause losses to the Company, shareholders may request to the Board of Directors to file a lawsuit with people's court in writing.</p>	<p>Improved the accuracy of expression</p>
	<p>Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Board of Supervisors or the Board of Directors refuses to file lawsuit or does not file lawsuit within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if lawsuit is not filed immediately, the shareholders stipulated in the preceding paragraph shall have the right to file a lawsuit directly with the people's court in his/her/its own name for the interest of the Company.</p>	<p>Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Board of Supervisors or the Board of Directors refuses to file lawsuit or does not file lawsuit within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if lawsuit is not filed immediately, the shareholders stipulated in the preceding paragraph shall have the right to file a lawsuit directly with the people's court in his/her/its own name for the interest of the Company.</p>	
	<p>Where other persons infringe legitimate rights and interests of the Company and cause losses to the Company, the shareholders stipulated in the first paragraph of this Article may file lawsuit with competent people's court pursuant to the provisions of the preceding two paragraphs.</p>	<p>Where other persons infringe legitimate rights and interests of the Company and cause losses to the Company, the shareholders stipulated in the first paragraph of this Article may file lawsuit with competent people's court pursuant to the provisions of the preceding two paragraphs.</p>	

No.	Original provisions	Amended provisions	Basis or reason of amendment
29	<p>Article 84 (10) to amend the Articles of Association and deliberate proposals put forward by shareholders who represent 3% or more of the Company's voting shares; ...</p> <p>(12) to deliberate on and approve the following guarantees:</p> <ol style="list-style-type: none"> 1. to provide any other guarantee under the situation where the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the Company in the latest period; 2. to provide any guarantee under the situation where the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeding 30% of the Company's audited total assets in the latest period; 3. the amount of guarantees provided by the Company within one year exceeding 30% of the Company's latest audited total assets; 4. guarantee offered to person whose gearing ratio has exceed 70%; 5. a single guarantee with an amount exceeding 10% of the Company's latest audited net assets; 6. guarantees provided to shareholders, de facto controllers and their related parties; 7. other security situations that need to be submitted to the shareholders' meeting for approval in accordance with the relevant provisions of the stock exchange and these Articles of Association. 	<p>Article 8472 (10) to amend the Articles of Association and deliberate proposals put forward by shareholders who represent 3% or more of the Company's voting shares individually or collectively hold more than 1% of the Company's shares; ...</p> <p>(12) to deliberate on and approve the following guarantees:</p> <ol style="list-style-type: none"> 1. to provide any other guarantee under the situation where the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the Company in the latest period; 2. to provide any guarantee under the situation where the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 30% of the Company's audited total assets in the latest period; 3. the amount of guarantees calculated on an accumulative basis over a period of 12 consecutive months exceedsprovided by the Company within one year exceeding 30% of the Company's latest audited total assets; 4. guarantee offered to person whose gearing ratio has exceed 70%; 5. a single guarantee with an amount exceeding 10% of the Company's latest audited net assets; 6. guarantees provided to shareholders, de facto controllers and their related parties; 7. other security situations that need to be submitted to the shareholders' meeting for approval in accordance with the relevant provisions of the stock exchange and these Articles of Association. 	<p>1. The entity entitled to the right to raise interim proposals was modified according to Article 115 of the new Company Law</p> <p>2.Expression were modified according to Part IV of Rule 6.1.10 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in August 2023)</p>
30	<p>Article 84 ... (13) ... The Company shall not provide financial assistance to connected parties stipulated under Rule 6.3.3 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022), except for the assistance provided to connected joint-stock companies not under the control of the Company's controlling shareholders and de facto controllers, and that the other shareholders of such joint-stock companies provide financial assistance on equal terms and in proportion to their capital contributions. The Company must submit a resolution at the general meeting for consideration when providing financial assistance to such joint-stock companies.</p>	<p>Article 8472 (13) ... The Company shall not provide financial assistance to connected parties stipulated under the relevant rules of Rule 6.3.3 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in January 2022), except for the assistance provided to connected joint-stock companies not under the control of the Company's controlling shareholders and de facto controllers, and that the other shareholders of such joint-stock companies provide financial assistance on equal terms and in proportion to their capital contributions. The Company must submit a resolution at the shareholders' general meeting for consideration when providing financial assistance to such joint-stock companies.</p>	<p>Generalized to allow flexibility in modifying the Articles of Association in response to further changes in the provisions of the rules</p>
31	<p>Article 72: paragraph (19) newly added</p>	<p>Article 72 ... (19) to authorize the Board of Directors to issue shares subject to compliance with relevant laws and regulations;</p>	<p>New addition in light of the requirements under the new Company Law and the Measures for the Administration of Registration of Securities Offering by Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
32	<p>Article 96 ... The shareholders that individually or jointly hold more than 3% of the Company's shares may raise interim proposals and submit them in writing to the convener 10 days prior to the convening of the shareholders' general meeting. Where shareholders subject to the conditions as mentioned above raise interim proposals before the convening of the shareholders' general meeting, their shareholding proportions shall not be less than 3% during the period from the date of the issuance of notice on proposals to the announcement of the resolutions. The convener shall, within 2 days after the receipt of such proposal, issue a supplemental notice of the shareholders' general meeting and announce the contents of the ad hoc proposals.</p> <p>Except as prescribed in the preceding paragraph, the convener, after issuing the notice of shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor add new proposals.</p> <p>If a notice of shareholders' general meeting does not specify the proposed resolutions or such proposed resolutions do not comply with Article 27 of the Rules herein, no voting or resolution shall be effected or adopted shall be carried out at the general meeting.</p>	<p>Article 9684... The shareholders that individually or jointly hold more than 3%1% of the Company's shares may raise interim proposals and submit them in writing to the convener 10 days prior to the convening of the shareholders' general meeting. Where shareholders subject to the conditions as mentioned above raise interim proposals before the convening of the shareholders' general meeting, their shareholding proportions shall not be less than 3%1% during the period from the date of the issuance of notice on proposals to the announcement of the resolutions. Where shareholders raise interim proposals, they shall provide the convener with proof of holding more than 1% of the shares of the listed company. Where shareholders jointly submit a proposal through entrustment, the entrusting shareholder shall issue a written authorization document to the entrusted shareholder. The convener shall, within 2 days after the receipt of such proposal, issue a supplemental notice of the shareholders' general meeting and announce the contents of the ad hoc proposals.</p> <p>Except as prescribed in the preceding paragraph, the convener, after issuing the notice of shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor add new proposals.</p> <p>Where the disclosure content of the proposal needs to be supplemented or corrected in accordance with regulations, the convener shall not substantively modify the proposal, and shall issue relevant supplementary or corrective announcements within the prescribed time. The legal opinion on the resolution of the shareholders' general meeting shall include definite opinions from the lawyer on whether the supplements and corrections to the disclosure content of the proposal constitute substantive modifications to the proposal.</p> <p>Where the proposal is substantially modified, the relevant changes shall be regarded as a new proposal and shall not be voted on at this shareholders' general meeting.</p> <p>If a notice of shareholders' general meeting does not specify the proposed resolutions or such proposed resolutions do not comply with Article 8327 of the Rules herein, no voting shall be carried out and no resolution shall be raised at the shareholders' general meeting.</p>	<p>1. The entity entitled to the right to raise interim proposals was modified according to Article 115 of the new Company Law, which reads "The shareholders that individually or jointly hold [more than one percent of the Company's shares...]"</p> <p>2. Revised in accordance with Articles 2.1.4 and 2.1.5 of the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations (revised in December 2023)</p>
33	<p>Article 99 (3) providing shareholders with all the information and explanations that are necessary for them to make sensible decisions on matters to be discussed. This, in principle, shall include (but not limited to) providing concrete terms and contracts (if any) of the proposed transaction under negotiation, and earnestly explaining the causes and consequences thereof when the Company proposes a merger, share repurchase, reorganization of share capital or other restructuring;</p> <p>(4) if any director, supervisor, president and other senior management has a substantial stake in any of the matters to be discussed, the notice shall disclose the nature and extent of his/her stake in relevant matters; if where the impact of the matters to be discussed on such director, supervisor, president and other senior management who are shareholders is different from the impact on other shareholders of the same class, the notice shall explain the difference;</p> <p>(5) containing the full text of any special resolution proposed to be passed at the meeting;</p>	Deleted	<p>The original contents are the requirements of Article 56 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing, which were deleted as the document has expired</p>
34	<p>Article 99 (6) containing an explicit statement that all shareholders are entitled to attend and vote in the shareholders' general meeting; and can appoint proxies to attend and vote on their behalf in the meeting; and that the proxy or proxies need not be shareholder of the Company;</p>	<p>Article 9987 (63) containing an explicit statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend and vote in the shareholders' general meeting; and can appoint proxies to attend and vote on their behalf in the meeting; and that the proxy or proxies need not be shareholder of the Company;</p>	<p>Adjusted in accordance with Article 56 of the Guidelines on Articles of Association of Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
35	<p>Article 113 The shareholders' general meetings shall be convened and presided over by the Chairman of the Board. Where the Chairman is unable or fails to perform his/her/its duties, the deputy Chairman (if there are two or more deputy chairmen, the deputy Chairman nominated by more than half of the directors) shall preside over the meetings; where the deputy Chairman is unable or fails to perform his/her/its duties, a director nominated by more than half of the directors shall preside over the meetings.</p> <p>If the board of directors is unable or fails to fulfill the obligation of convening the shareholders' general meetings, the Board of Supervisors shall convene and preside over such meetings in a timely manner. If the Board of Supervisors does not convene or preside over such meetings, the shareholders individually or jointly holding 1/10 or more of the shares of the Company for over ninety (90) consecutive days may convene and preside over such meetings on their own initiative. If for any reason the shareholders are unable to elect a Chairman, the shareholder holding the largest number of voting shares who attends the meeting (including proxy thereof) shall preside over the meeting.</p> <p>The Chairman of the Board of Supervisors shall preside over the shareholders' general meetings convened by the Board of Supervisors. Where the Chairman of the Board of Supervisors is unable or fails to perform his/her/its duties, the deputy Chairman of the Board of Supervisors shall preside over the meeting; where the deputy Chairman of the Board of Supervisors is unable or fails to perform his/her/its duties, a supervisor nominated by more than half of the supervisors shall preside over the meeting.</p> <p>In the case of a shareholders' general meeting convened by shareholders on their own initiative, the convener shall appoint a representative to preside over the meeting.</p>	<p>Article 113101 The shareholders' general meetings shall be convened by the Board of Directors, convened and presided over by the Chairman of the Board of Directors. Where the Chairman is unable or fails to perform his/her/its duties, the deputy Chairman (if there are two or more deputy chairmen, the deputy Chairman nominated by more than half of the directors) shall preside over the meetings; where the deputy Chairman is unable or fails to perform his/her/its duties, a director nominated by more than half of the directors shall preside over the meetings.</p> <p>If the board of directors is unable or fails to fulfill the obligation of convening the shareholders' general meetings, the Board of Supervisors shall convene and preside over such meetings in a timely manner. If the Board of Supervisors does not convene or preside over such meetings, the shareholders individually or jointly holding 1/10 or more of the shares of the Company for over ninety (90) consecutive days may convene and preside over such meetings on their own initiative. If for any reason the shareholders are unable to elect a Chairman, the shareholder holding the largest number of voting shares who attends the meeting (including proxy thereof) shall preside over the meeting.</p> <p>The Chairman of the Board of Supervisors shall preside over the shareholders' general meetings convened by the Board of Supervisors. Where the Chairman of the Board of Supervisors is unable or fails to perform his/her/its duties, the deputy Chairman of the Board of Supervisors shall preside over the meeting; where the deputy Chairman of the Board of Supervisors is unable or fails to perform his/her/its duties, a supervisor nominated by more than half of the supervisors shall preside over the meeting.</p> <p>In the case of a shareholders' general meeting convened by shareholders on their own initiative, the convener shall appoint a representative to preside over the meeting. If for any reason the shareholders are unable to elect a Chairman, the shareholder holding the largest number of voting shares who attends the meeting (including proxy thereof) shall preside over the meeting.</p>	<p>Adjustments were made and the accuracy of expression was improved in accordance with Article 68 of the Guidelines on Articles of Association of Listed Companies</p>
36	<p>Article 114 The Chairman of the meeting shall be responsible for deciding whether or not a resolution of the shareholders' general meeting has been adopted. His/her decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p>	Deleted	<p>The original contents are the requirements of Article 74 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing, which were deleted as the document has expired</p>
37	<p>Article 115 If the Chairman of the meeting has any doubts about the result of a resolution put to the vote, he/she may count the number of votes cast. If the Chairman of the meeting fails to count the votes, a shareholder or proxy of the shareholder attending the meeting who challenges the result announced by the Chairman of the meeting shall have the right to request counting of votes immediately after such announcement, the Chairman of the meeting shall immediately count the votes.</p>	Deleted	<p>The original contents are the requirements of Article 75 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing, which were deleted as the document has expired</p>
38	<p>Article 116 If counting of votes is conducted at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting and the attendance records signed by the attending shareholders and proxy forms shall be kept at the Company's domicile.</p>	Deleted	<p>The original contents are the requirements of Article 76 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing, which were deleted as the document has expired</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
39	Article 117 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within 7 days after receiving reasonable charges.	Deleted	The original contents are the requirements of Article 77 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing, which were deleted as the document has expired
40	Article 132 The following proposals shall be resolved by a special resolution at a shareholders' general meeting: ... (8) other matters which are resolved in shareholders' general meeting by ordinary resolution as being material to the Company and required to be passed by special resolution. Any other matters to be approved by a special resolution as required by the laws, administrative regulations, listing rules of the place where the Company's shares are listed and other regulatory provisions or the Articles of Association, or considered to have a substantial impact on the Company and to require approval by a special resolution by the shareholders' general meeting in an ordinary resolution.	Article 132 116 The following proposals shall be resolved by a special resolution at a shareholders' meeting: ... (8) authorization to the Board of Directors by the shareholders' general meeting to issue shares; (89) other matters which are resolved in shareholders' general meeting by ordinary resolution as being material to the Company and required to be passed by special resolution. Any other matters to be approved by a special resolution as required by the laws, administrative regulations, listing rules of the place where the Company's shares are listed and other regulatory provisions or the Articles of Association, or considered to have a substantial impact on the Company and to require approval by a special resolution by the shareholders' general meeting in an ordinary resolution.	Item (8) was added and the accuracy of expression was improved in accordance with the new Company Law, which provides that the shareholders' general meeting may authorize the Board of Directors to issue shares
41	Article 136 The list of candidates for directors and supervisors shall be presented in the form of a proposal at a shareholders' general meeting for voting. When a shareholders' general meeting votes on the election of directors and supervisors, the cumulative voting method may be implemented pursuant to the provisions of the Articles of Association or the resolution of a shareholders' general meeting. Where a sole shareholder and its party acting in concert are interested in 30% or more in the shares of the Company, the cumulative voting method shall be adopted.	Article 136 120 The list of candidates for directors and supervisors shall be presented in the form of a proposal at a shareholders' general meeting for voting. When a shareholders' general meeting votes on the election of directors and supervisors, the cumulative voting method may be implemented pursuant to the provisions of the Articles of Association or the resolution of a shareholders' general meeting. Where a sole shareholder and its party acting in concert are interested in 30% or more in the shares of the Company, the cumulative voting method shall be adopted. When electing two or more independent directors, the cumulative voting system shall be adopted.	Supplementation was made in accordance with Article 12 of the Measures for the Administration of Independent Directors of Listed Companies
42	Article 136 Upon the expiration of the term of office of the Board of Directors or in need of replacement of directors due to vacancies within the Board of Directors, the shareholders, individually or jointly, holding 3% or more of the total number of the outstanding shares with voting rights of the Company may recommend candidates for directors to the Board of Directors in writing. Upon the Board of Directors' review and examination, if the candidates comply with the provisions by law and the Articles of Association, the Board shall submit the candidate list, curriculum vitae and basic information in the form of a proposal to the shareholders' general meeting for deliberation and election.	Article 136 120 Upon the expiration of the term of office of the Board of Directors or in need of replacement of directors due to vacancies within the Board of Directors, the shareholders, individually or jointly, holding 3% or more of the total number of the outstanding shares with voting rights of the Company may recommend candidates for directors to the Board of Directors in writing. Upon the Board of Directors' review and examination, if the candidates comply with the provisions by law and the Articles of Association, the Board shall submit the candidate list, curriculum vitae and basic information in the form of a proposal to the shareholders' general meeting for deliberation and election (independent directors shall be nominated, elected and replaced in accordance with the methods specified in the Independent Directors' Rules of Haier Smart Home Co., Ltd.).	Supplemental information was added in accordance with Article 9 of the Measures for the Administration of Independent Directors of Listed Companies
43	Article 154 The notice of a meeting of class shareholders needs to be delivered only to the shareholders entitled to vote thereat.	Article 154 137 The notice of a meeting of class shareholders needs to be delivered only to the shareholders entitled to vote thereat.	The basis for the rules of these clauses is the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, which has expired, so they were deleted
	Except for shareholders of other classes of shares, the shareholders of domestic shares and shareholders of foreign shares shall be deemed as holders of different classes of shares.	Except for shareholders of other classes of shares, the shareholders of domestic shares and shareholders of foreign shares shall be deemed as holders of different classes of shares.	
	The special voting procedures for class shareholders shall not apply: (1) where, as approved by way of a special resolution of the shareholders' general meeting, the Company issues, either separately or concurrently, domestic shares and overseas-listed foreign shares every 12 months, and the number of the domestic shares and overseas listed foreign shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective classes; (2) where the plan for issuance of domestic shares and overseas-listed foreign shares upon the establishment of the Company is completed within 15 months of being approved by the relevant securities authorities.	The special voting procedures for class shareholders shall not apply: (1) where, as approved by way of a special resolution of the shareholders' general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every 12 months, and the number of the domestic shares and overseas listed foreign shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective classes; (2) where the plan for issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months of being approved by the relevant securities authorities.	

No.	Original provisions	Amended provisions	Basis or reason of amendment
44	<p>Article 156 The directors of the Company shall be natural persons. The following persons shall not serve as the directors of the Company:</p> <p>(1) a person without civil capacity or a person with limited capacity for civil conduct;</p> <p>(2) a person who was convicted for criminal offence for corruption, bribery, encroachment of property, misappropriation of assets or disruption of the order of socialist market economy and a 5-year period has not elapsed since completion of execution of the judgment, or who has been stripped of his/her political rights as result of committing a criminal offence and a 5-year period has not elapsed since completion of execution of the judgment;</p> <p>(3) a person has been adjudicated for violating provisions of relevant securities regulations by a competent organization, and has been involved in a fraudulent or dishonest conduct, and less than five years have elapsed since the date of the adjudication;</p> <p>(4) a person who was a director or the plant president or president of a bankrupt and liquidated company or enterprise and who was personally accountable for the bankruptcy of the said company or enterprise, and a 3-year period has not elapsed since completion of bankruptcy liquidation of the said company or enterprise;</p> <p>(5) a person who was the legal representative of a company or an enterprise whose business license was revoked or which was ordered to be closed down due to violation of law, and who was personally accountable for the revocation of business license or closure of the company or enterprise, and a 3-year period has not elapsed since revocation of business license of the said company or enterprise;</p> <p>(6) a person who has a relatively large amount of due and outstanding debt;</p> <p>(7) a person who has been prohibited by the CSRC from the securities market and the ban period has not expired;</p> <p>(8) He/she has been publicly identified by the stock exchange as not suitable to serve as a director of a listed company, the term of which has not expired;</p> <p>(9) any other person stipulated by laws, administrative regulations or departmental rules.</p>	<p>Article 156139 The directors of the Company shall be natural persons. The following persons shall not serve as the directors of the Company:</p> <p>(1) a person without civil capacity or a person with limited capacity for civil conduct;</p> <p>(2) a person who was convicted for criminal offence for corruption, bribery, encroachment of property, misappropriation of assets or disruption of the order of socialist market economy and a 5-year period has not elapsed since completion of execution of the judgment, or who has been stripped of his/her political rights as result of committing a criminal offence and a 5-year period has not elapsed since completion of execution of the judgment, or who has been sentenced to probation and a 2-year period has not elapsed since the date of expiration of the probation period;</p> <p>(3) a person has been adjudicated for violating provisions of relevant securities regulations by a competent organization, and has been involved in a fraudulent or dishonest conduct, and less than five years have elapsed since the date of the adjudication;</p> <p>(4) a person who was a director or the plant president or presidentmanager of a bankrupt and liquidated company or enterprise and who was personally accountable for the bankruptcy of the said company or enterprise, and a 3-year period has not elapsed since completion of bankruptcy liquidation of the said company or enterprise;</p> <p>(5) a person who was the legal representative of a company or an enterprise whose business license was revoked or which was ordered to be closed down due to violation of law, and who was personally accountable for the revocation of business license or closure of the company or enterprise, and a 3-year period has not elapsed since revocation of business license of the said company or enterprise;</p> <p>(6) a person who has a relatively large amount of due and outstanding debt, who is listed as a dishonest person by the people's court;</p> <p>(7) a person who has been prohibited by the CSRC from the securities marketservicing as a director, supervisor or senior management of listed companies in the market and the ban period has not expired;</p> <p>(8) He/she has been publicly identified by the stock exchange as not suitable to serve as a director of a listed company, the term of which has not expired;</p> <p>(9) any other person stipulated by laws, administrative regulations or departmental rules.</p>	<p>Adjusted in accordance with Section 2 of Article 178 of the new Company Law and the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations (revised in December 2023)</p>
45	<p>Article 157 The validity of an act of a director, the president or other senior management of the Company on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her/its current position, election or qualifications.</p>	Deleted	<p>Contents in respect of Article 113 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the document has expired</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
46	<p>Article 158 In addition to obligations imposed by laws, administrative regulations or listing rules of the securities exchange(s) on which shares of the Company are listed, the directors, supervisors, general presidents and other senior management of the Company shall undertake the following obligations to each shareholder in the exercise of the functions and powers granted to them by the Company:</p> <p>(1) not to cause the Company to act beyond the scope of business stipulated in its business license;</p> <p>(2) to act honestly in the best interests of the Company;</p> <p>(3) not to deprive the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(4) not to deprive the shareholders of their individual rights or interests, including (but not limited to) rights to distributions and voting rights.</p>	Deleted	<p>The amended Articles 140, 141, 156 and 207 have explained the obligations of directors, supervisors and senior management. This clause is redundant.</p> <p>Moreover, contents in respect of Article 114 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the document has expired</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
47	<p>Article 159 The directors, supervisors, president and other senior management of the Company must, in the performance of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties assumed. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of his/her/its functions and powers and not to act beyond such powers;</p> <p>(3) to personally exercise the discretion invested in him/her/its, not to allow himself/herself/itself to be manipulated by another person and, not to delegate the exercise of his/her discretion to another party unless permitted by laws and administrative regulations or with the consent of the shareholders' general meeting that has been informed;</p> <p>(4) to be impartial to shareholders of the same classes and of different classes;</p> <p>(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in the Articles of Association of the Company or with the consent of the shareholders' general meeting that has been informed;</p> <p>(6) not to use the Company property for his/her own benefit in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(7) not to use his/her functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate Company property in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(8) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;</p> <p>(9) to abide by the Articles of Association, perform his/her duties faithfully, protect the interests of the Company and not to seek personal gain with his/her position, functions and powers in the Company;</p> <p>(10) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(11) not to embezzle Company funds or lend them to others, not to deposit Company assets in accounts opened in his/her own or in another's name, not to use company assets as security for the debts of the Company shareholders or other individuals;</p> <p>(12) not to disclose confidential information relating to the Company that was acquired by him/her during his/her office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <p>(a) provided by law;</p> <p>(b) required in the public interest;</p> <p>(c) required in the own interest of such director, supervisor, president or other senior management of the Company.</p>	Deleted	<p>The amended Articles 140, 141, 156 and 207 have explained the obligations of directors, supervisors and senior management. This clause is redundant.</p> <p>Contents in respect of Article 116 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the document has expired</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
48	<p>Article 160 A director, a supervisor, the president or other senior management of the Company may not incite the following persons or organizations (hereinafter collectively referred to as the “Connected Persons”) to do what such director, supervisor, president or other senior management may not do:</p> <p>(1) the spouse or minor child of such director, supervisor, president and other senior management of the Company;</p> <p>(2) the trustee of a director, supervisor, president and other senior management of the Company or of any person referred in Item (1) hereof;</p> <p>(3) the partner of a director, supervisor, president and other senior management of the Company or of any person referred in Items (1) and (2) hereof;</p> <p>(4) the company over which a director, supervisor, president and other senior management of the Company, alone or jointly with any person referred to in Items (1), (2) and (3) hereof or any other director, supervisor, president or other senior management of the Company, has actual control;</p> <p>(5) a director, a supervisor, the president and other senior management of a company being controlled as referred to in Item (4) hereof.</p>	Deleted	<p>Contents in respect of Article 117 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the document has expired</p>
49	<p>Article 161 The Company’s director, supervisor, president and other senior management shall have an obligation, in the exercise of their rights or discharge of their obligations, to perform their due acts with care, diligence and skill as a reasonable and prudent person should do under similar circumstances.</p>	Deleted	<p>Contents in respect of Article 115 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the document has expired, and these obligations have been included in the diligent obligations of the directors, supervisors and senior management as stipulated below</p>
50	<p>Paragraph 4 of Article 162 The shortest period during which a notice shall be sent to the Company with respect to a proposal to elect a person as the director and the shortest period during which such person shall send a notice to the Company indicating that he/ she intends to accept the election shall be at least 7 days. The period for the delivery of the aforesaid notices shall begin to calculate after the Company sends the meeting notice and end no later than 7 days before the date of holding the meeting.</p>	Deleted	<p>Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules</p>
51		<p>One additional paragraph: The following expression: “Income derived by a director from violation of the provisions of this article shall belong to the Company; where the Company suffer losses thereto, the director shall be liable for compensation.”, which was originally belonged to Article 163, was rearranged as the last paragraph of Article 140</p>	<p>The accuracy of expression was improved with reference to Articles 97 and 98 of the Guidelines on Articles of Association of Listed Companies (revised in 2022)</p>
52	<p>Article 163 Income derived by a director from violation of the provisions of this article shall belong to the Company; where the Company suffer losses thereto, the director shall be liable for compensation. Directors shall comply with laws, administrative regulations, listing rules of the place where the Company’s shares are listed and the Articles of Association and shall undertake the following diligent obligations towards the Company...</p>	<p>Article 163141 Income derived by a director from violation of the provisions of this article shall belong to the Company; where the Company suffer losses thereto, the director shall be liable for compensation.—Directors shall comply with laws, administrative regulations, listing rules of the place where the Company’s shares are listed and the Articles of Association and shall undertake the following diligent obligations towards the Company...</p>	<p>The accuracy of expression was improved by rearranging to Article 140 of the revised Article of Association</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
53	Article 164 If a director, a supervisor, the president or other senior management of the Company has directly or indirectly had a material interest in a contract, transaction or arrangement concluded or planned by the Company (except employment contract of the director, supervisor, president or other senior management with the Company), he/she shall disclose the nature and extent of such interest to the Board of Directors at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board of Directors.	<p data-bbox="732 225 1219 427">Article 164 If a director, a supervisor, the president or other senior management of the Company has directly or indirectly had a material interest in a contract, transaction or arrangement concluded or planned by the Company (except employment contract of the director, supervisor, president or other senior management with the Company), he/she shall disclose the nature and extent of such interest to the Board of Directors at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board of Directors.</p> <p data-bbox="732 455 1219 789">Directors, supervisors and senior management, who have directly or indirectly entered into contracts or transactions with the company, shall report to the board of directors or the shareholders' general meeting on matters relating to the entering into of such contracts or transactions and have such matters approved by resolution of the board of directors or the shareholders' general meeting in accordance with the provisions of the Articles of Association. The preceding provision shall apply to contracts or transactions entered into with the company by close family members of the directors, supervisors, president and other members of senior management, enterprises directly or indirectly controlled by the directors, supervisors, president and other members of senior management or their close family members, as well as associates with whom the directors, supervisors, president and other members of senior management have other affiliations or relationships.</p>	Improvement was made to the expression accuracy of the regulations on related-party transactions between the directors, supervisors and senior management with the Company in accordance with Article 182 of the new Company Law
54	Article 165 Unless the interested director, supervisor, president or other senior management of the Company has disclosed such interest to the Board of Directors as required under Article 164 and the matter has been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to cancel the contract, transaction or arrangement, except the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, president or other senior management concerned.	Deleted	Contents in respect of Article 120 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document
55	Article 166 A director, a supervisor, the president or other senior management of the Company shall also be deemed to have an interest in any contract, transaction or arrangement in which a Connected Person of that director, supervisor, president or other senior management has an interest.	Deleted	Contents in respect of Article 120 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document
56	Article 167 If a director of the Company gives a written notice to the Board of Directors before the conclusion of the contract, transaction or arrangement is first considered by the Company, stating that due to the contents of the notice, he/she has an interest in the contract, transaction or arrangement that may subsequently be made by the Company, such director shall be deemed for the purposes of the preceding article of this chapter to have declared his interest, insofar as attributable to the scope stated in the notice.	Deleted	Contents in respect of Article 121 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document
57	Article 168 The Company may not directly or indirectly provide a loan or loan guarantee to the directors, supervisors, president or other senior management of the Company and its parent company, nor to the Connected Persons of the above-mentioned persons.	Deleted	Contents in respect of Article 123 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document

No.	Original provisions	Amended provisions	Basis or reason of amendment
58	<p>Article 169 The provisions of Article 168 shall not apply to the following circumstances:</p> <p>(1) the provision of a loan or loan guarantee by the Company to a subsidiary of the Company;</p> <p>(2) the provision of a loan or loan guarantee or other funds by the Company to a director, a supervisor, the president and other senior management of the Company under an employment contract approved by the shareholders' general meeting, so as to enable him/her to pay the expenses incurred for the sake of the Company or for the performance of his/her Company duties;</p> <p>(3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant Directors, Supervisors, presidents, and other members of senior management or their respective associates if the ordinary course of business of the Company includes the lending of money or the giving of guarantee, provided that the loan or the guarantee is on normal commercial terms.</p>	Deleted	Contents in respect of Article 123 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document
59	<p>Article 170 A loan provided by the Company in violation of the preceding article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.</p>	Deleted	Contents in respect of Article 124 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document
60	<p>Article 171 The Company may not be forced to perform a loan guarantee provided by the Company in violation of Article 168, except:</p> <p>(1) when the loan is provided to a Connected Person of a director, a supervisor, the president and other senior management of the Company or its parent company, the loan provider is not aware of the condition;</p> <p>(2) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	Deleted	Contents in respect of Article 125 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document
61	<p>Article 172 For the purposes of the preceding article of this chapter, the term "guarantee" shall include an act whereby a guarantor assumes liability or provides property to guarantee or secure the performance of obligations by an obligor.</p>	Deleted	Contents in respect of Article 126 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to the invalidity of the document
62	<p>Article 187 The Company shall establish an independent director (namely "independent non-executive director") system and the secretary of the Board of Directors shall actively cooperate with the independent directors to perform their duties. An independent director means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its substantial shareholders that could hinder his/her independent and objective judgments. The independent directors shall not be less than three and shall comprise at least one-third or more of the Directors of Board. Those who have simultaneously held the position of independent director in five domestic and overseas listed companies may no longer be nominated as candidates for independent director of the Company. The independent directors of the Company shall include at least one independent director usually residing in Hong Kong.</p>	<p>Article 187¹⁵⁷ The Company shall establish an independent director (namely "independent non-executive director") system and the secretary of the Board of Directors shall actively cooperate with the independent directors to perform their duties. An independent director means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its substantial shareholders that could hinder his/her independent and objective judgments. The independent directors shall not be less than three and shall comprise at least one-third or more of the Directors of Board. Those who have simultaneously held the position of independent director in three^{five} domestic and overseas listed companies may no longer be nominated as candidates for independent director of the Company. The independent directors of the Company shall include at least one independent director usually residing in Hong Kong.</p>	Made consistent with Article 8 of the Measures for the Administration of Independent Directors of Listed Companies and Article 3.5.6 of the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations (revised in December 2023)

No.	Original provisions	Amended provisions	Basis or reason of amendment
63	<p>Article 191 A person holding the position of independent director shall satisfy the basic conditions set forth below:</p> <p>(1) provisions of Article 146 of the Company Law on the qualifications of directors;</p> <p>(2) provisions of the Public Servant Law of the People's Republic of China on posts held by public servants concurrently;</p> <p>(3) relevant provisions of the Rules for Independent Directors of Listed Companies issued by the CSRC;</p> <p>(4) provisions of the Notice on Regulating Taking Office as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies by the Central Managerial Cadres after Resignation from Public Service or Retirement issued by the CPC Central Commission for Discipline Inspection and the Central Organization Department of the CPC Central Committee (if applicable);</p> <p>(5) provisions of the Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises issued by the Organization Department of the CPC Central Committee (if applicable);</p> <p>(6) provisions of the Opinions on Strengthening the Construction of Anti-corruption and Building a Clean Government in Colleges and Universities issued by the CPC Central Commission for Discipline Inspection, Ministry of Education, and Ministry of Supervision (if applicable);</p> <p>(7) provisions of other laws, administrative regulations, departmental rules and listing rules of the place where the Company's shares are listed.</p> <p>The independent directors shall have no related-party relationship, conflict of interests with the Company or any other circumstance which may hinder their independent and objective judgment.</p>	<p>Article 191161 A person holding the position of independent director shall satisfy the basic conditions set forth below:</p> <p>(1) provisions of Article 146 of the Company Law on the qualifications of directors;</p> <p>(2) provisions of the Public Servant Law of the People's Republic of China on posts held by public servants concurrently;</p> <p>(3) relevant provisions of the Rules for Independent Directors of Listed Companies Measures for the Administration of Independent Directors of Listed Companies issued by the CSRC;</p> <p>(4) provisions of the Notice on Regulating Taking Office as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies by the Central Managerial Cadres after Resignation from Public Service or Retirement issued by the CPC Central Commission for Discipline Inspection and the Central Organization Department of the CPC Central Committee (if applicable);</p> <p>(5) provisions of the Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises issued by the Organization Department of the CPC Central Committee (if applicable);</p> <p>(6) provisions of the Opinions on Strengthening the Construction of Anti-corruption and Building a Clean Government in Colleges and Universities issued by the CPC Central Commission for Discipline Inspection, Ministry of Education, and Ministry of Supervision (if applicable);</p> <p>(7) provisions of other laws, administrative regulations, departmental rules and listing rules of the place where the Company's shares are listed.</p> <p>The independent directors shall have no related-party relationship, conflict of interests with the Company or any other circumstance which may hinder their independent and objective judgment.</p>	<p>Adjusted according to changes in laws and regulations.</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
64	<p>Article 192 The independent director shall have the independence required by the securities regulatory authority and the stock exchange where the Company's shares are listed.</p> <p>The following persons may not hold the position of independent director:</p> <p>(1) persons holding a position in the Company or a subsidiary thereof and their lineal relatives and major social relations (the term "lineal relatives" means spouses, parents, children, etc. and the term "major social relations" means siblings, parents-in-law, children-in-law, siblings' spouses, spouse's siblings, etc.);</p> <p>(2) natural person shareholders who directly or indirectly hold 1% or more of the issued shares of the Company or who rank in the top ten shareholders of the Company and their lineal relatives;</p> <p>(3) persons who hold positions in the entities that directly or indirectly hold 5% or more of the issued shares of the Company or that rank in the top five shareholders of the Company and their lineal relatives;</p> <p>(4) persons who were then or had been an officer of the actual controller of the Company and its subsidiaries within two years before being appointed;</p> <p>(5) persons who were then or had provide financial, legal, consulting or other such services to the Company within two years before being appointed, including all project members, reviewing staff at all levels, staff who sign the report, partners, and main persons in charge of intermediary agencies which provide services;</p> <p>(6) persons who hold the position of director, supervisor or senior management of a unit which has a significant business relationship with the Company or its subsidiaries, or persons who hold the position of director, supervisor or senior management of a controlling shareholder unit of the unit thereof;</p> <p>(7) persons who, at some time in the previous year, have fallen into one of the six classes listed above;</p> <p>(8) other persons determined by the CSRC; or</p> <p>(9) persons who have the conditions listed in the listing rules of the place where the company's shares are to be listed (as amended from time to time).</p>	<p>Article 192162 The independent director shall have the independence required by the securities regulatory authority and the stock exchange where the Company's shares are listed.</p> <p>The following persons may not hold the position of independent director:</p> <p>(1) persons holding a position in the Company or a subsidiary thereof and their spouse, parents, children and major social relations (the term "major social relations" means siblings, spouses of siblings, parents-in-law, siblings of spouse, spouses of children, parents-in-law of children, etc.);</p> <p>(2) natural person shareholders who directly or indirectly hold 1% or more of the issued shares of the Company or who rank in the top ten shareholders of the Company and their spouse, parents and children;</p> <p>(3) persons who hold positions in the shareholder that directly or indirectly hold 5% or more of the issued shares of the Company or that rank in the top five shareholders of the Company and their spouse, parents and children;</p> <p>(4) persons who are currently, or have been an officer of the actual controller of the Company and its subsidiaries within two years prior to the date of their proposed appointment as independent directors, as well as their spouses, parents and children;</p> <p>(5) persons who have significant business dealings with the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, or who are serving in such entities with significant business dealings and their controlling shareholders or de facto controllers;</p> <p>(6) persons who are currently, or have been an officer within two years prior to the date of their proposed appointment as independent directors, providing financial, legal, consulting and sponsorship services to the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, including, but not limited to, all the members of the project team, reviewing staff at all levels, staff who sign the report, partners, directors, senior management and key persons in charge of the intermediary institution providing the services;</p> <p>(7) persons who, within the last 12 months, have fallen into one of the classes listed in (1) to (3) and (5);</p> <p>(8) other persons determined by the securities regulators and stock exchanges of the place where the company's shares are to be listed.</p>	<p>Article 6 of the Measures for the Administration of Independent Directors of Listed Companies, Article 3.5.4 of the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No. 1 — Regulation of Operations (revised in December 2023)</p>
65	<p>Article 193 The candidates for independent directors of the Company shall not have the following adverse records:</p> <p>(1) subject to any administrative punishment imposed by the CSRC in the past three years;</p> <p>(2) during the period when the stock exchange publicly announces the candidate not suitable for serving as a director of a listed company;</p> <p>(3) publicly condemned or criticized for two times by the stock exchange in the past three years;</p> <p>(4) during any previous tenure as an independent director, the candidate has failed to attend in person two consecutive board meetings or the number of times where he did not attend the board meeting in person accounted for more than one-third of the board meetings in that year;</p> <p>(5) during any previous tenure as an independent director, the independent opinion issued by the candidate was evidently inconsistent with the facts.</p>	<p>Article 193163 The candidates for independent directors of the Company shall be of good moral character and shall comply with the requirements of the regulatory rules of the place where the Company's shares are listed. shall not have the following adverse records:</p> <p>(1) subject to any administrative punishment imposed by the CSRC in the past three years;</p> <p>(2) during the period when the stock exchange publicly announces the candidate not suitable for serving as a director of a listed company;</p> <p>(3) publicly condemned or criticized for two times by the stock exchange in the past three years;</p> <p>(4) during any previous tenure as an independent director, the candidate has failed to attend in person two consecutive board meetings or the number of times where he did not attend the board meeting in person accounted for more than one third of the board meetings in that year;</p> <p>(5) during any previous tenure as an independent director, the independent opinion issued by the candidate was evidently inconsistent with the facts.</p>	<p>The original rules have been changed. Flexible adjustments were made accordingly to avoid amendments to the content herein due to frequent changes in the rules</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
66	<p>Article 194 The nomination, election and replacement method of independent directors:</p> <p>(1) the Company's Board of Directors, Board of Supervisors and shareholders who hold 1% or more of the issued shares of the Company separately or in aggregate may nominate candidates for independent directors, who will be decided through election by the shareholders' general meeting.</p> <p>(2) the agreement of the nominee shall be obtained before the nominator nominates him/her as an independent director. The nominator shall be fully aware of such details of the nominee as occupation, educational background, title, work experience, all concurrent positions etc. The nominator shall express his/her/its opinions on the nominee's qualifications for holding the position of independent director and his/her/its independence. The nominee shall make a public statement that no relationship exists between himself/herself/itself and the Company that could affect his/her/its independent and objective judgments. The Board of Directors of the Company shall make the afore-mentioned information public in accordance with regulations before the holding of the shareholders' general meeting at which the independent director is to be elected.</p> <p>(3) the Company shall simultaneously submit the relevant materials on all the nominees to the Stock Exchanges where the Company's shares are listed before the holding of a shareholders' general meeting at which an independent director is to be elected. If the Board of Directors of the Company has objections concerning the relevant details of a nominee, the Company shall submit the written opinions of the Board of Directors simultaneously.</p> <p>Nominees against whom the CSRC has objections may serve as candidates for the directors of the Company but not as candidates for independent directors.</p> <p>At the time the shareholders' general meeting to elect an independent director is convened, the Board of Directors of the Company shall elaborate on whether the CSRC has had any objections against the candidates for independent directors.</p> <p>(4) persons who have been serving as independent directors for six consecutive years in the Company may no longer serve as independent directors of the Company continuously.</p> <p>(5) if an independent director fails to attend in person 3 consecutive board meetings, the Board of Directors shall invite the shareholders' general meeting to replace such independent director.</p> <p>The Company may terminate the employment of such independent director in accordance with legal procedures before the expiration of his/her tenure. If an independent director is dismissed before the expiration of his/her tenure, the Company shall disclose the same as a matter for special disclosure.</p> <p>(6) An independent director may submit his/her resignation before the expiration of his/her tenure. When an independent director resigns, he/she shall submit a written resignation report to the Board of Directors in which he/she provides information on any circumstances related to his/her resignation or any circumstances to which he/she believes the attention of the Company's shareholders and creditors must be drawn.</p> <p>If the resignation of an independent director causes the number of independent directors in the Company's Board of Directors to fall below the minimum quorum required by law or the Articles of Association or there is no accounting professional among the independent directors, then before the newly elected independent director assumes office, the original independent director shall still retain his/her directorship in accordance with the relevant laws, administrative regulations and the Articles of Association. The nominator of such independent director or the Board of Directors of the Company shall nominate a new candidate for independent director within three months from the date of resignation of such independent director.</p> <p>Apart from the case of immediate cessation of performing his/her duties, if an independent director of a listed company becomes ineligible otherwise for the qualifications of an independent director after his/her appointment as stipulated by the Articles of Association, he/she shall resign from the position of independent director within 30 days from the date of such occurrence. If he/she fails to resign as required, the Board of Directors of a listed company shall start the decision-making process within 2 days to dismiss him/her from the position of independent director.</p>	<p>Article 194 164 The Company shall formulate an Independent Director System of Haier Smart Home Co., Ltd. in accordance with relevant laws and regulations and regulatory rules to specify the methods of nomination, election and replacement of independent directors.</p> <p>The nomination, election and replacement method of independent directors:</p> <p>(1) the Company's Board of Directors, Board of Supervisors and shareholders who hold 1% or more of the issued shares of the Company separately or in aggregate may nominate candidates for independent directors, who will be decided through election by the shareholders' general meeting.</p> <p>(2) the agreement of the nominee shall be obtained before the nominator nominates him/her as an independent director. The nominator shall be fully aware of such details of the nominee as occupation, educational background, title, work experience, all concurrent positions etc. The nominator shall express his/her/its opinions on the nominee's qualifications for holding the position of independent director and his/her/its independence. The nominee shall make a public statement that no relationship exists between himself/herself/itself and the Company that could affect his/her/its independent and objective judgments. The Board of Directors of the Company shall make the afore-mentioned information public in accordance with regulations before the holding of the shareholders' general meeting at which the independent director is to be elected.</p> <p>(3) the Company shall simultaneously submit the relevant materials on all the nominees to the Stock Exchanges where the Company's shares are listed before the holding of a shareholders' general meeting at which an independent director is to be elected. If the Board of Directors of the Company has objections concerning the relevant details of a nominee, the Company shall submit the written opinions of the Board of Directors simultaneously.</p> <p>Nominees against whom the CSRC has objections may serve as candidates for the directors of the Company but not as candidates for independent directors.</p> <p>At the time the shareholders' general meeting to elect an independent director is convened, the Board of Directors of the Company shall elaborate on whether the CSRC has had any objections against the candidates for independent directors.</p> <p>(4) persons who have been serving as independent directors for six consecutive years in the Company may no longer serve as independent directors of the Company continuously.</p> <p>(5) if an independent director fails to attend in person 3 consecutive board meetings, the Board of Directors shall invite the shareholders' general meeting to replace such independent director.</p> <p>The Company may terminate the employment of such independent director in accordance with legal procedures before the expiration of his/her tenure. If an independent director is dismissed before the expiration of his/her tenure, the Company shall disclose the same as a matter for special disclosure.</p> <p>(6) An independent director may submit his/her resignation before the expiration of his/her tenure. When an independent director resigns, he/she shall submit a written resignation report to the Board of Directors in which he/she provides information on any circumstances related to his/her resignation or any circumstances to which he/she believes the attention of the Company's shareholders and creditors must be drawn.</p> <p>If the resignation of an independent director causes the number of independent directors in the Company's Board of Directors to fall below the minimum quorum required by law or the Articles of Association or there is no accounting professional among the independent directors, then before the newly elected independent director assumes office, the original independent director shall still retain his/her directorship in accordance with the relevant laws, administrative regulations and the Articles of Association. The nominator of such independent director or the Board of Directors of the Company shall nominate a new candidate for independent director within three months from the date of resignation of such independent director.</p> <p>Apart from the case of immediate cessation of performing his/her duties, if an independent director of a listed company becomes ineligible otherwise for the qualifications of an independent director after his/her appointment as stipulated by the Articles of Association, he/she shall resign from the position of independent director within 30 days from the date of such occurrence. If he/she fails to resign as required, the Board of Directors of a listed company shall start the decision-making process within 2 days to dismiss him/her from the position of independent director.</p>	<p>Adjustments were made to the existing article in light of the changes in the rules. The specific methods for nomination, election and replacement are set out in the Independent Director System</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
67	<p>Article 195 Rights of an independent director:</p> <p>In order to fully exploit the functions of independent directors, in addition to the functions and powers granted to independent directors under the Company Law and other relevant laws and regulations, the Company shall grant independent directors the following special functions and powers:</p> <p>(a) major related-party transactions (which refers to a connected transaction that the Company intends to conclude with a related party and whose total amount accounts for more than 5% of the Company's latest audited net assets value or determined by the standards stipulated by competent regulatory authorities from time to time) shall be approved by the independent directors in advance; independent directors may engage an intermediary organization to issue an independent financial consultant report which may be utilized as a basis for rendering their judgment;</p> <p>(b) proposing the engagement or dismissal of an accounting firm to the board of directors;</p> <p>(c) proposing to the Board of Directors the convening of an extraordinary general meeting;</p> <p>(d) proposing the convening of a meeting of the Board of Directors;</p> <p>(e) openly solicit shareholders' voting rights before the holding of a shareholders' general meeting;</p> <p>(f) independently engaging external auditing institutions and advisory agencies to audit and consult on specific matters of the Company;</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (a) to (e) above and the matters under (a) and (b) above shall be submitted to the Board of Directors for discussion after the approval of more than half of the independent directors; and shall seek the consent of all independent directors before exercising the power under (f) above. The related expenses of engaging an intermediary organization by independent directors will be borne by the Company.</p> <p>If any of the proposals referred to items (a) to (f) of this Article has not been accepted or any of the aforesaid functions and powers could not be exercised normally, the Company shall disclose the details thereof.</p>	<p>Article 195165 Rights of an independent director:</p> <p>In order to fully exploit the functions of independent directors, in addition to the functions and powers granted to independent directors under the Company Law and other relevant laws and regulations, the Company shall grant independent directors the following special functions and powers:</p> <p>(1) independently engaging intermediaries to audit, consult or verify specific matters of the Company;</p> <p>(2) proposing to the Board of Directors the convening of an extraordinary general meeting;</p> <p>(3) proposing to convene a meeting of the Board of Directors;</p> <p>(4) to openly solicit shareholders' rights from shareholders in accordance with the law;</p> <p>(5) expressing independent opinions on matters that may jeopardize the interests of the Company or small and medium-sized shareholders;</p> <p>(6) other powers and functions prescribed by laws, administrative regulations, securities regulatory authorities and stock exchanges where the Company's securities are listed, and the Articles of Association.</p> <p>The exercise of the powers and functions listed in (1) to (3) of the preceding paragraphs by an independent director shall be approved by a majority of all independent directors.</p> <p>If an independent director exercises the powers listed in (1) of the preceding paragraph, the Company shall disclose them in a timely manner. In the event that the above powers are not exercised in an ordinary manner, the Company shall disclose the details and reasons thereof.</p> <p>If an independent director votes against or abstains from voting on a resolution of the Board of Directors, he/she shall state the specific reasons and basis, the legal compliance of the matter involved in the resolution, the possible risks and the impact on the interests of the Company and the small and medium-sized shareholders. The Company shall disclose the dissenting opinions of the independent directors when disclosing the resolutions of the Board of Directors, and shall set out the dissenting opinions in the resolutions of the Board of Directors and the minutes of the meetings.</p> <p>(a) major related party transactions (which refers to a connected transaction that the Company intends to conclude with a related party and whose total amount accounts for more than 5% of the Company's latest audited net assets value or determined by the standards stipulated by competent regulatory authorities from time to time) shall be approved by the independent directors in advance; independent directors may engage an intermediary organization to issue an independent financial consultant report which may be utilized as a basis for rendering their judgment;</p> <p>(b) proposing the engagement or dismissal of an accounting firm to the board of directors;</p> <p>(c) proposing to the Board of Directors the convening of an extraordinary general meeting;</p> <p>(d) proposing the convening of a meeting of the Board of Directors;</p> <p>(e) openly solicit shareholders' voting rights before the holding of a shareholders' general meeting;</p> <p>(f) independently engaging external auditing institutions and advisory agencies to audit and consult on specific matters of the Company;</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (a) to (e) above and the matters under (a) and (b) above shall be submitted to the Board of Directors for discussion after the approval of more than half of the independent directors; and shall seek the consent of all independent directors before exercising the power under (f) above. The related expenses of engaging an intermediary organization by independent directors will be borne by the Company.</p> <p>If any of the proposals referred to items (a) to (f) of this Article has not been accepted or any of the aforesaid functions and powers could not be exercised normally, the Company shall disclose the details thereof.</p> <p>Independent directors shall account for the majority of the members of the remuneration and evaluation committee, audit committee, nomination committee under the Board of Directors of the Company.</p>	<p>Consistent with Article 18 and Article 21 of the Measures for the Administration of Independent Directors of Listed Companies and Article 3.5.17 and Article 3.5.20 of the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No.1 — Regulation of Operations (revised in December 2023)</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
68	<p>Article 196 Independent directors shall attend the board meetings on time, understand the production and operation of the Company, take the initiative to investigate and obtain the necessary information and documents for making decisions. Independent directors shall submit and disclose their annual report of the work undertaken of all independent directors to the annual general meeting of the Company and clarify their performance of duties. Independent directors shall issue independent opinions on the following issues to the Board of Directors or the shareholders' general meeting:</p> <p>(1) the nomination, appointment and removal of directors;</p> <p>(2) the engagement or dismissal of senior management;</p> <p>(3) the remunerations of the directors and senior management of the Company;</p> <p>(4) existing or new fund movement between shareholders, actual controller and their connected companies and the Company, of which over 5% of the net asset value of the latest audited accounts of the Company and whether Company has adopted any effective measures to collect the debt;</p> <p>(5) matters that may, in an independent director's opinion, prejudice the rights and interests of small and medium shareholders;</p> <p>(6) the profit distribution plan of the Company;</p> <p>(7) other matters specified in laws, regulations, regulatory documents and listing rules of the place where the Company's shares are listed.</p> <p>With respect to the aforesaid matters, an independent director shall express one of the opinions set forth below: consent; qualified opinion and relevant reasons; objection and relevant reasons; inability to express opinion and obstacles.</p> <p>If the relevant matter is a matter requiring disclosure, the Company shall make a public announcement of the independent directors' opinions. If the independent directors fail to reach a consensus in their opinions, the Company shall disclose each of the independent directors' respective opinions.</p>	Deleted	<p>Contents in respect of Article 23 of the old Rules for Independent Directors of Listed Companies were deleted due to its invalidity and the lack of relevant requirements in the Measures for the Administration of Independent Directors of Listed Companies.</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
69	Newly added	<p>Article 166 The following matters shall be approved by a majority of all independent directors of the Company and submitted to the Board of Directors for consideration thereafter:</p> <p>(i) disclosable related party transactions;</p> <p>(ii) proposals for changes in or waivers of commitments by the Company and its related parties;</p> <p>(iii) decisions made and measures taken by the board of directors of any acquiree in connection with the acquisition;</p> <p>(iv) other matters prescribed by laws, administrative regulations, securities regulatory authorities and stock exchanges where the Company's securities are listed, and the Articles of Association.</p> <p>The Company shall regularly or irregularly convene a meeting attended by all of its independent directors (hereinafter referred to as the "Special Meeting of Independent Directors"). Matters listed in (i) to (iii) under the first paragraph of Article 165 of the Articles of Association and the preceding paragraph of This Article shall be considered by the Special Meeting of Independent Directors.</p> <p>The Special Meeting of Independent Directors may consider and discuss other matters of the Company as necessary.</p> <p>The Special Meeting of Independent Directors shall be convened and chaired by an independent director jointly nominated by a majority of the independent directors; where the convener is unable or fails to perform his or her duties, two or more independent directors may convene a meeting on their own initiative and nominate a representative to preside over the meeting. The Company shall provide convenience and support for the convening of any Special Meeting of Independent Directors.</p>	<p>Supplemented in accordance with Article 23 and Article 24 of the Measures for the Administration of Independent Directors of Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
70	<p>Article 197 The Company shall provide necessary conditions to ensure that the independent directors effectively exercise their functions and powers.</p> <p>(1) The Company shall ensure that independent directors enjoy the same right to know as other directors, timely provide independent directors with relevant materials and information. For any matter that requires the decision-making of the Board of Directors, the Company must give independent directors the prior notice by the statutory deadline and provide them with sufficient information. If an independent director is of the opinion that the information provided is insufficient, he/she may ask for further information. If two or more independent directors are of the opinion that the information provided is insufficient or further clarification is necessary, they may jointly propose to the Board of Directors in writing that the meeting of the board or the deliberations on the matter in question should be postponed. The Board of Directors shall accept such a proposal.</p> <p>The information provided to an independent director by the Company shall be kept by the Company and the independent director for a period of at least 5 years.</p> <p>(2) The Company shall provide the working conditions necessary for independent directors to perform their duties and responsibilities. The secretary of the Board of Directors of the Company shall provide the assistance necessary for independent directors to perform their duties and responsibilities, including but not limited to explaining circumstances, providing materials, regularly reporting the operations of the Company and organising independent directors to conduct site visits if necessary. The Company shall assist in handling the matters relating to the announcement of independent opinions, proposals and written statements provided by independent directors that shall be announced in a timely manner.</p> <p>(3) When an independent director exercises his/her functions and powers, the relevant personnel of the Company shall actively cooperate with him/her and may not refuse to cooperate, hinder him, conceal information from him/her or interfere with his independently exercising his/her functions and powers.</p> <p>(4) The expenses incurred by independent directors when engaging intermediary organizations or required when otherwise exercising their functions and powers shall be borne by the Company.</p> <p>(5) The Company shall provide an appropriate allowance to independent directors. The proposed rate for such allowance shall be formulated by the Board of Directors, deliberated and adopted by the shareholders' general meeting and disclosed in the Company's annual report.</p> <p>Independent directors shall not receive any extra, undisclosed other benefits from the listed company, its substantial shareholders or interested organizations or individuals other than the aforesaid allowance.</p> <p>(6) The Company may establish necessary independent director liability insurance systems in order to mitigate the risks that may arise in the normal performance by independent directors of their duties and responsibilities.</p>	<p>Article 197167 The Company shall provide necessary conditions to ensure that the independent directors effectively exercise their functions and powers.</p> <p>(1) The Company shall ensure that independent directors enjoy the same right to know as other directors, timely provide independent directors with relevant materials and information. For any matter that requires the decision making of the Board of Directors, the Company must give independent directors the prior notice by the statutory deadline and provide them with sufficient information. If an independent director is of the opinion that the information provided is insufficient, he/she may ask for further information. If two or more independent directors are of the opinion that the information provided is insufficient or further clarification is necessary, they may jointly propose to the Board of Directors in writing that the meeting of the board or the deliberations on the matter in question should be postponed. The Board of Directors shall accept such a proposal.</p> <p>The information provided to an independent director by the Company shall be kept by the Company and the independent director for a period of at least 5 years.</p> <p>(2) The Company shall provide the working conditions necessary for independent directors to perform their duties and responsibilities. The secretary of the Board of Directors of the Company shall provide the assistance necessary for independent directors to perform their duties and responsibilities, including but not limited to explaining circumstances, providing materials, regularly reporting the operations of the Company and organising independent directors to conduct site visits if necessary. The Company shall assist in handling the matters relating to the announcement of independent opinions, proposals and written statements provided by independent directors that shall be announced in a timely manner.</p> <p>(3) When an independent director exercises his/her functions and powers, the relevant personnel of the Company shall actively cooperate with him/her and may not refuse to cooperate, hinder him, conceal information from him/her or interfere with his independently exercising his/her functions and powers.</p> <p>(4) The expenses incurred by independent directors when engaging intermediary organizations or required when otherwise exercising their functions and powers shall be borne by the Company.</p> <p>(5) The Company shall provide an appropriate allowance to independent directors. The proposed rate for such allowance shall be formulated by the Board of Directors, deliberated and adopted by the shareholders' general meeting and disclosed in the Company's annual report.</p> <p>Independent directors shall not receive any extra, undisclosed other benefits from the listed company, its substantial shareholders or interested organizations or individuals other than the aforesaid allowance.</p> <p>(6) The Company may establish necessary independent director liability insurance systems in order to mitigate the risks that may arise in the normal performance by independent directors of their duties and responsibilities.</p>	<p>The specific provisions are set out in the Independent Director System</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
71	<p>Article 200 When the Board of Directors disposes of fixed assets, such as the expected value of the consideration for the proposed disposal of fixed assets and the sum of the value of the consideration for disposal of fixed assets made in the 4 months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the latest balance sheet placed before the shareholders' general meeting, the Board of Directors may not dispose of the fixed assets without prior approval of the shareholders' general meeting.</p> <p>For the purposes of this article, the term "disposal of fixed assets" shall include an act involving the transfer of an interest in certain assets but does not include the provision of fixed assets by way of security.</p> <p>The validity of transactions whereby the Company disposes the fixed assets shall not be affected by the breach of the first paragraph hereof.</p>	Deleted	<p>Contents in respect of Article 89 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the document has expired</p>
72	<p>Article 202 The Board of Directors of the Company shall establish special committees such as strategy committee, audit committee, nomination committee and remuneration and evaluation committee, environmental, social and governance committee etc. according to the relevant resolutions of the shareholder's general meeting. All members of special committees shall comprise directors. Independent directors shall be the majority in the audit committee, nomination committee, remuneration and evaluation committee and shall serve as conveners. The audit committee shall consist entirely of non-executive directors, shall have at least three members and shall have at least one independent director who is an accounting professional or has the appropriate accounting or relevant financial management expertise required under the Hong Kong Listing Rules.</p>	<p>Article 202171 The Board of Directors of the Company shall establish special committees such as strategy committee, audit committee, nomination committee and remuneration and evaluation committee, environmental, social and governance committee etc. according to the relevant resolutions of the shareholder's general meeting. All members of special committees shall comprise directors. Independent directors shall be the majority in the audit committee, nomination committee, remuneration and evaluation committee and shall serve as conveners. The members of the audit committee shall be directors who do not hold senior management positions in the Company. The audit committee shall consist entirely of non-executive directors, shall have at least three members and shall have at least one independent director who is an accounting professional or has the appropriate accounting or relevant financial management expertise required under the Hong Kong Listing Rules and serves as a convener.</p>	<p>Consistent with the provisions of Article 5 of the Measures for the Administration of Independent Directors of Listed Companies and Article 2.2.5 of Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No.1 — Regulation of Operations (revised in December 2023)</p>
73	<p>Article 220 The voting method for board resolutions shall be voting by show of hands.</p> <p>An interim board meeting may, on the premise that full expression of opinions by directors are guaranteed, be conducted in form of tele-conference (including telephone conference, video conference and written proposal or other off-site conference forms) and pass resolutions; the directors present at the meeting shall sign the resolutions. Regular meetings of the Board of Directors, meetings to consider matters in which the board considers major shareholders or directors have major conflicts of interest, and appointment and dismissal of the secretary of the Company shall not be convened by means of written resolutions.</p>	<p>Article 220189 The voting method for board resolutions shall be voting by show of hands.</p> <p>An interim board meeting may, on the premise that full expression of opinions by directors are guaranteed, be conducted in form of tele-conference (including telephone conference, video conference and written proposal or other off-site conference forms) and pass resolutions; the directors present at the meeting shall sign the resolutions. Regular meetings of the Board of Directors, meetings to consider matters in which the board considers major shareholders or directors have major conflicts of interest, and appointment and dismissal of the secretary of the Company shall not be convened by means of circulation of written resolutions.</p>	<p>Improved the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
74	<p>Article 228 ... (1) any person enumerated in Article 146 of the <i>Company Law</i>;</p> <p>(2) any person who has been subject to any administrative sanction imposed by the CSRC in the most recent three years;</p> <p>(3) He/she is under a penalty of prohibited access to the securities market that may not serve as senior management of a listed company imposed by the CSRC, which penalty is still effective;</p> <p>(4) He/she has been publicly identified by the stock exchange as not suitable to serve as senior management of a listed company, the term of which has not expired;</p> <p>(5) any person who has been censured publicly or criticized more than two times through circulating notices by stock exchanges in the most recent three years;</p> <p>...</p> <p>(7) any other person deemed by the Shanghai Stock Exchange as inappropriate for serving as the secretary of the Board of Directors.</p>	<p>Article 228197 ... (1) circumstances under which a person may not serve as a director, supervisor or senior management member as stipulated in any person enumerated in Article 146 of the <i>Company Law</i>;</p> <p>(2) any person who has been subject to any administrative sanction imposed by the CSRC in the most recent three years;</p> <p>(3) He/she is under a penalty of prohibited access to the securities market that may not serve as a director, supervisor and senior management of a listed company imposed by the CSRC, which penalty is still effective;</p> <p>(4) He/she has been publicly identified by the stock exchange as not suitable to serve as a director, supervisor and senior management of a listed company, the term of which has not expired;</p> <p>(5) any person who has been censured publicly or criticized more than twothree times through circulating notices by stock exchanges in the most recent three years;</p> <p>...</p> <p>(7) any other person deemed by the Shanghai Stock Exchange as inappropriate for serving as the secretary of the Board of Directors.</p>	<p>Revised in accordance with Rule 4.4.4 and Rule 4.3.3 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in August 2023), and improved the accuracy of expression taking into account the multi-listing of the Company</p>
75	<p>Article 230 ... (1) recommendation letter of the Board of Directors, including the description of the qualifications of the secretary of the Board of Directors and the securities affairs representative as stipulated in the SSE Listing Rules, his/her current position, work performance and personal morality etc.; ...</p>	<p>Article 230199 ... (1) recommendation letter of the Board of Directors, including the description of the qualifications of the secretary of the Board of Directors and the securities affairs representative as stipulated in the SSE Listing Rules the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, his/her current position, work performance and personal morality etc.; ...</p>	<p>Improved the accuracy of expression</p>
76	<p>Article 232 ... (1) any of the circumstances enumerated in Article 228;</p>	<p>Article 232201 ... (1) any of the circumstances enumerated in Article 197 Article 228 hereof arises;</p>	<p>Improved the accuracy of expression</p>
77	<p>Article 233 When appointing a secretary of the Board of Directors, the Company shall enter into a confidentiality agreement with the secretary of the Board of Directors, requiring him/her to make an undertaking to fulfill the obligation of confidentiality on an ongoing basis during his/her term of office and after leaving office until the relevant information has been disclosed, except for the information relating to the Company's violations of laws and regulations.</p> <p>Before leaving office, the secretary of the Board of Directors shall be subject to the inspection of the Board of Directors and the Board of Supervisors, and, under the supervision of the Board of Supervisors, hand over relevant archives, documents as well as any matters being handled or to be handled.</p>	<p>Article 233202 When appointing a secretary of the Board of Directors, the Company shall enter into a confidentiality agreement with the secretary of the Board of Directors, requiring him/her to make an undertaking to fulfill the obligation of confidentiality on an ongoing basis during his/her term of office and after leaving office until the relevant information has been disclosed, except for the information relating to the Company's violations of laws and regulations.</p> <p>Before leaving office, the secretary of the Board of Directors shall be subject to the inspection of the Board of Directors and the Board of Supervisors, and, under the supervision of the Board of Supervisors, hand over relevant archives, documents as well as any matters being handled or to be handled.</p>	<p>Contents in respect of Rule 18 of the Practice Guidelines for Secretary to the Board of Directors of Companies Listed Overseas were deleted as the document has expired.</p>
78	<p>Article 236 The information disclosure and equity management affairs handled in the name of the Company by the secretary of the Board of Directors, the person who performs the duties in place of the secretary of the Board of Directors as prescribed in Article 234 hereof or the securities affairs representative are acceptable to the Shanghai Stock Exchange.</p>	<p>Article 236205 The information disclosure and equity management affairs handled in the name of the Company by the secretary of the Board of Directors, the person who performs the duties in place of the secretary of the Board of Directors as prescribed in Article 234203 hereof or the securities affairs representative are acceptable to the Shanghai Stock Exchange.</p>	<p>Improved the accuracy of expression</p>
79	<p>Article 238 The provisions of Article 156 hereof where a person is prohibited from acting as a director shall apply to senior management.</p>	<p>Article 238207 The provisions of Article 156139 hereof where a person is prohibited from acting as a director shall apply to senior management.</p>	<p>Improved the accuracy of expression</p>
80	<p>Article 247 The provisions of Article 156 hereof where a person is prohibited from acting as a director shall also apply to candidates for supervisors.</p>	<p>Article 247216 The provisions of Article 156139 hereof where a person is prohibited from acting as a director shall also apply to candidates for supervisors.</p>	<p>Improved the accuracy of expression</p>
81	<p>Article 249 The term of office of supervisors shall be 3 years. Supervisors served by shareholders shall be elected or replaced by the shareholders' general meeting. Supervisors served by employees shall be democratically elected or replaced by the employees of the Company. A supervisor may be re-appointed upon the expiration of his/her term of office.</p>	<p>Article 249218 The term of office of supervisors shall be 3 years. Supervisors who are shareholder representatives served by shareholders shall be elected or replaced by the shareholders' general meeting. Supervisors served by employees shall be democratically elected or replaced by the employees of the Company. A supervisor may be re-appointed upon the expiration of his/her term of office.</p>	<p>Improved the accuracy of expression according to regulatory updates</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
82	<p>Article 256 The Company shall establish a Board of Supervisors. The Board of Supervisors shall comprise 3 supervisors and shall have a Chairman. The appointment or removal of the Chairman and vice-Chairman of the Board of Supervisors shall be approved by more than two-thirds of the members of the Board of Supervisors. The Chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors; where the Chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy Chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors; where the deputy Chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by a simple majority of the supervisors shall convene and preside over the meetings of the Board of Supervisors. The Board of Supervisors shall include shareholder representatives and an appropriate percentage of employee representatives, and the ratio of employee representatives shall not be less than one-third. The employee representatives in the Board of Supervisors shall be elected by the employees of the Company through the employee representatives' assembly, employees' assembly or any other democratic form.</p>	<p>Article 256225 The Company shall establish a Board of Supervisors. The Board of Supervisors shall comprise 3 supervisors and shall have a Chairman. The appointment or removal of the Chairman and vice-Chairman of the Board of Supervisors shall be approved by more than two-thirdsone-half of the members of the Board of Supervisors. The Chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors; where the Chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy Chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors; where the deputy Chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by a simple majority of the supervisors shall convene and preside over the meetings of the Board of Supervisors. The Board of Supervisors shall include shareholder representatives and an appropriate percentage of employee representatives, and the ratio of employee representatives shall not be less than one-fourth. The employee representatives in the Board of Supervisors shall be elected by the employees of the Company through the employee representatives' assembly, employees' assembly or any other democratic form.</p>	<p>Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules and the new Company Law</p>
83	<p>Article 257... (8) verifying financial information such as financial reports, business reports, profit distribution plans, etc. that the Board of Directors intends to submit to the shareholders' general meeting and, if in doubt, a registered accountant or practicing auditor shall be appointed in the name of the Company to assist in reviewing such information. The reasonable expenses incurred by the Board of Supervisors in the employment of professionals such as lawyers, registered accountants, practicing auditors, etc. in the exercise of its functions and powers shall be borne by the Company.</p>	<p>Article 257226... (8) conducting investigations when abnormalities in the Company's operations are found and, where necessary, engaging professional organizations such as accounting firms and law firms to assist in their work at the Company's expense; verifying financial information such as financial reports, business reports, profit distribution plans, etc. that the Board of Directors intends to submit to the shareholders' general meeting and, if in doubt, a registered accountant or practicing auditor shall be appointed in the name of the Company to assist in reviewing such information. The reasonable expenses incurred by the Board of Supervisors in the employment of professionals such as lawyers, registered accountants, practicing auditors, etc. in the exercise of its functions and powers shall be borne by the Company.</p>	<p>Improved the accuracy of expression in accordance with Article 145 of the Guidelines on Articles of Association of Listed Companies</p>
84	<p>Article 259 Resolutions of the Board of Supervisors shall be adopted by more than two-thirds of the members of the Board of Supervisors.</p>	<p>Article 259227 Resolutions of the Board of Supervisors shall be adopted by more than two-thirdsone-half of the members of the Board of Supervisors.</p>	<p>Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules and New Company Law</p>
85	<p>Article 264 The Company shall prepare the interim financial reports of the Company within 60 days from the end of the first 6 months of each fiscal year and prepare the annual financial reports of the Company within 120 days from the end of each fiscal year.</p>	Deleted	<p>Contents in respect of the existing Article 136 of the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted due to its invalidity</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
86	<p>Article 271 Except for statutory accounts books, the Company shall not establish additional accounting books. The Company's assets shall not be deposited in any account opened in the name of any individual.</p> <p>The profits after income tax paid by the Company shall be distributed in the following order:</p> <p>(1) making up the Company's losses in the previous year;</p> <p>(2) drawing 10% to the Company's statutory reserve;</p> <p>(3) draw discretionary reserve;</p> <p>(4) pay dividends to shareholders.</p> <p>When the Company's statutory reserve attains above 50% of the registered capital of the Company, the Company may cease to make such withdraw. After withdrawing the statutory reserve, the shareholders' general meeting may decide on whether to draw discretionary reserve. The Company shall not distribute dividends to shareholders before making up the Company's losses and drawing the statutory reserve.</p> <p>Where the Company's statutory reserve is inadequate to make up losses in previous years, the Company shall, prior to withdrawing the statutory reserve pursuant to the provisions of the preceding paragraph, use the profits of the current year to make up the losses.</p> <p>Upon resolution by the shareholders' general meeting, the Company may, after withdrawing the statutory reserve from the profits after tax, withdraw any discretionary reserve from the profits after tax.</p> <p>Where the shareholders' general meeting violates the provisions of the preceding paragraph in distributing profits to shareholders prior to making up for the losses and withdrawing statutory reserve, the shareholders shall return the profits which are distributed in violation of the provisions to the Company.</p>	<p>Article 271238 Except for statutory accounts books, the Company shall not establish additional accounting books. The Company's assets shall not be deposited in any account opened in the name of any individual.</p> <p>The profits after income tax paid by the Company shall be distributed in the following order:</p> <p>(1) making up the Company's losses in the previous year;</p> <p>(2) drawing 10% to the Company's statutory reserve;</p> <p>(3) draw discretionary reserve;</p> <p>(4) pay dividends to shareholders.</p> <p>When the Company's statutory reserve attains above 50% of the registered capital of the Company, the Company may cease to make such withdraw. After withdrawing the statutory reserve, the shareholders' general meeting may decide on whether to draw discretionary reserve. When the Company's reserves are used to make up for its losses, the Company shall first use its discretionary reserve and statutory reserve; if the Company still cannot make up for the losses, it may use its capital reserve in accordance with the regulations. The Company shall not distribute dividends to shareholders before making up the Company's losses and drawing the statutory reserve.</p> <p>Where the Company's statutory reserve is inadequate to make up losses in previous years, the Company shall, prior to withdrawing the statutory reserve pursuant to the provisions of the preceding paragraph, use the profits of the current year to make up the losses.</p> <p>Upon resolution by the shareholders' general meeting, the Company may, after withdrawing the statutory reserve from the profits after tax, withdraw any discretionary reserve from the profits after tax.</p> <p>Where the shareholders' general meeting violates the provisions of the preceding paragraph in distributing profits to shareholders prior to making up for the losses and withdrawing statutory reserve, the shareholders shall return the profits which are distributed in violation of the provisions to the Company.</p>	<p>Supplemented and improved in accordance with Article 214 of the new Company Law</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
87	<p>Article 275 The Company shall implement an active profit distribution method:</p> <p>(1) The profit distribution of the listed company shall be focused on providing reasonable investment returns to investors. Profit distribution may be carried out in form of cash dividends or stock dividends or by interim cash profit distribution. Profit distribution policy shall maintain consistency and stability. In case that the conditions for both cash dividends and stock dividends are satisfied, cash dividends shall prevail.</p> <p>After the end of each fiscal year, the Board of Directors of the Company shall put forward an annual profit distribution proposal, which shall be submitted to the shareholders' general meeting for examination and approval after being approved by the Board of Directors. In the course of the demonstration of an annual profit distribution proposal, the Board of Directors of the Company shall fully discuss with the independent directors and formulate the annual profit distribution proposal in consideration of the ongoing, stable and scientific returns to all shareholders. The independent directors shall provide independent opinions on the profit distribution proposal. More details are as follows:</p> <p>(a) The Board of Directors needs to make decisions on the matters such as profit distribution and capitalization of capital reserves. When examining the specific proposal of cash dividends, the Board of Directors shall carefully study and demonstrate the timing, conditions and minimum proportion of cash dividends, the conditions for adjustment and the requirements for decision-making procedures. The Independent directors shall expressly give their opinions. The profit distribution proposal put forward by the Board of Directors needs to be approved by more than half of the Board of Directors and passed by more than half of all the independent directors.</p>	<p>Article 275242 The Company shall implement an active profit distribution method:</p> <p>(1) The profit distribution of the listed Company shall be focused on providing reasonable investment returns to investors. Profit distribution may be carried out in form of cash dividends or stock dividends or by interim cash profit distribution. Profit distribution policy shall maintain consistency and stability. In case that the conditions for both cash dividends and stock dividends are satisfied, cash dividends shall prevail.</p> <p>After the end of each fiscal year, the Board of Directors of the Company shall put forward an annual profit distribution proposal, which shall be submitted to the shareholders' general meeting for examination and approval after being approved by the Board of Directors. In the course of the demonstration of an annual profit distribution proposal, the Board of Directors of the Company shall fully discuss with the independent directors and formulate the annual profit distribution proposal in based on full consideration of the ongoing, stable and scientific returns to all shareholders. The independent directors shall provide independent opinions on the profit distribution proposal. More details are as follows:</p> <p>(a) The Board of Directors needs to make decisions on the matters such as profit distribution and capitalization of capital reserves. When examining the specific proposal of cash dividends, the Board of Directors shall carefully study and demonstrate the timing, conditions and minimum proportion of cash dividends, the conditions for adjustment and the requirements for decision-making procedures. The Independent directors shall be entitled to express their independent opinions if they believe that the specific proposal of cash dividends may jeopardize the interests of the Company or the small and medium-sized shareholders. If the Board of Directors fails to adopt the opinion of the independent directors or fails to adopt it in full, it shall record the opinion of the independent directors and the specific reasons for not adopting it in the resolution of the Board of Directors and make disclosures expressly give their opinions. The profit distribution proposal put forward by the Board of Directors needs to be approved by more than half of the Board of Directors and passed by more than half of all the independent directors.</p>	<p>1. Supplementation was made in respect of the circumstances that require the opinion of independent directors in accordance with the relevant requirements under the Measures for the Administration of Independent Directors of Listed Companies and the Guidelines for Supervision of Listed Companies No. 3 — Cash Dividends of Listed Companies (revised in 2023);</p> <p>2. the proportion for a resolution to be passed was adjusted in accordance with the requirements under Article 6.5.5 of the Shanghai Stock Exchange Self-regulatory Guidelines for Listed Companies No.1 — Regulation of Operations (revised in December 2023);</p> <p>3. A statement about interim dividends was supplemented in accordance with the requirements under Article 7 of the Guidelines for Supervision of Listed Companies No. 3 — Cash Dividends of Listed Companies (revised in 2023);</p> <p>4. The requirement of the timing for dividend payment was reflected in Article 240 above</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
	<p>(b) When examining the specific proposal of cash dividends, the shareholders' general meeting shall, through various channels, actively communicate and exchange views with shareholders especially small and medium-sized shareholders, fully listen to the opinions and requests of, and promptly respond to the concerns of small and medium-sized shareholders. The profit distribution proposal shall be approved by more than one-half of the voting rights held by shareholders attending the shareholders' general meeting.</p>	<p>(b) When an annual general meeting of the Company is convened to consider the annual profit distribution plan, it may consider and approve the conditions, the ratio cap and amount cap of next year's interim cash dividends. The cap of next year's interim dividend to be considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. The Board of Directors shall formulate a specific proposal of interim dividends in accordance with the resolution of the shareholders' general meeting subject to the conditions for profit distribution.</p>	
	<p>Upon passing of a resolution on profit distribution proposal of the Company by the shareholders' general meeting, the Board of Directors of the Company shall complete distribution of dividends (or shares) within 2 months from the convening of the shareholders' general meeting.</p>	<p>(c) When examining the specific proposal of cash dividends, the shareholders' general meeting shall, through various channels, actively communicate and exchange views with shareholders especially small and medium-sized shareholders, fully listen to the opinions and requests of, and promptly respond to the concerns of small and medium-sized shareholders. The profit distribution proposal shall be approved by more than one-half two-thirds of the voting rights held by shareholders attending the shareholders' general meeting.</p>	
	<p>(3) Where the Company made profit in the previous fiscal year but the Board of Directors has not made a plan for cash profit distribution, it shall disclose the reasons for not making cash dividends distribution and the use of funds undistributed but retained in the Company in periodical reports, as well as the next steps to be taken to enhance the level of investor returns. Independent directors shall issue independent opinions thereon. When a shareholders' general meeting is held for examination thereon, the Board of Directors shall make statements to the shareholders' general meeting. If the Company does not make cash profit distribution in the recent three consecutive years, it may not conduct the issuance of new shares or convertible bonds to the public or placement of shares to existing shareholders.</p>	<p>Upon passing of a resolution on profit distribution proposal of the Company by the shareholders' general meeting, the Board of Directors of the Company shall complete distribution of dividends (or shares) within 2 months from the convening of the shareholders' general meeting.</p>	
		<p>(3) Where the Company made profit in the previous fiscal year but the Board of Directors has not made a plan for cash profit distribution, it shall disclose the reasons for not making cash dividends distribution and the use of funds undistributed but retained in the Company in periodical reports, as well as the next steps to be taken to enhance the level of investor returns. Independent directors shall issue independent opinions thereon. When a shareholders' general meeting is held for examination thereon, the Board of Directors shall make statements to the shareholders' general meeting. If the Company does not make cash profit distribution in the recent three consecutive years, it may not conduct the issuance of new shares or convertible bonds to the public or placement of shares to existing shareholders.</p>	

No.	Original provisions	Amended provisions	Basis or reason of amendment
88	<p>Article 276 The payment of stock dividends, cash dividends and other payables by the Company to shareholders shall be announced in RMB. Dividends on domestic shares shall be paid in RMB; dividends in foreign shares shall be paid in foreign currency. The dividends paid by the Company to the shareholders of foreign shares shall be paid in the currency of the place where the foreign shares are listed.</p>	<p>Article 276243 The payment of stock dividends, cash dividends and other payables by the Company to shareholders shall be announced in RMB. Dividends on domestic shares shall be paid in RMB; dividends in foreign shares shall be paid in foreign currency. The dividends paid by the Company to the shareholders of foreign shares shall be paid in the currency of the place where the foreign shares are listed.</p>	<p>Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules</p>
	<p>Where stock dividends, cash dividends or other payments paid in foreign currencies, the applicable rate of exchange shall be average exchange rate of the medium rates of converting Renminbi into foreign currencies as quoted by The People's Bank of China for a week immediately prior to the announcement of dividend and payment decision on other payables.</p>	<p>Where stock dividends, cash dividends or other payments paid in foreign currencies, the applicable rate of exchange shall be average exchange rate of the medium rates of converting Renminbi into foreign currencies as quoted by The People's Bank of China for a week immediately prior to the announcement of dividend and payment decision on other payables.</p>	
	<p>The Company shall appoint collecting agents for shareholders of overseas-listed foreign shares. Collecting agents shall receive dividends distributed by and other sums payable on overseas-listed foreign shares by the Company on behalf of relevant shareholders.</p>	<p>The Company shall appoint collecting agents for shareholders of overseas-listed foreign shares. Collecting agents shall receive dividends distributed by and other sums payable on overseas-listed foreign shares by the Company on behalf of relevant shareholders.</p>	
	<p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) or the relevant regulations of the securities exchange(s) where the shares are listed.</p>	<p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) or the relevant regulations of the securities exchange(s) where the shares are listed.</p>	
	<p>The receiving agent appointed by the Company in the shareholders of H-share shall be a trust company registered in accordance with the Trustee Ordinance of Hong Kong.</p>	<p>The receiving agent appointed by the Company in the shareholders of H-share shall be a trust company registered in accordance with the Trustee Ordinance of Hong Kong.</p>	
	<p>The Company has the right to terminate the sending of dividend slips to certain H-share shareholders by post, but the Company should exercise this power only after the dividends have not been withdrawn twice in a row. However, the Company may also exercise this power if the dividend slip is could not reach the recipient for the first time and is returned.</p>	<p>The Company has the right to terminate the sending of dividend slips to certain H-share shareholders by post, but the Company should exercise this power only after the dividends have not been withdrawn twice in a row. However, the Company may also exercise this power if the dividend slip is could not reach the recipient for the first time and is returned.</p>	
	<p>In respect of exercising the power to issue warrants to nameless holders, no new warrants shall be issued in lieu of the lost warrants unless the Company truly believes beyond reasonable doubt that the original warrants have been destroyed.</p>	<p>In respect of exercising the power to issue warrants to nameless holders, no new warrants shall be issued in lieu of the lost warrants unless the Company truly believes beyond reasonable doubt that the original warrants have been destroyed.</p>	
	<p>Under the premise of observing applicable laws and regulations, the Company has the right to sell the shares of H-share shareholders who have not been in contact in a manner deemed appropriate by the board of directors, but must comply with the following conditions:</p>	<p>Under the premise of observing applicable laws and regulations, the Company has the right to sell the shares of H-share shareholders who have not been in contact in a manner deemed appropriate by the board of directors, but must comply with the following conditions:</p>	
	<p>(1) The relevant shares should have paid out at least three dividends within twelve years, and no one has claimed dividends during that period; and</p>	<p>(1) The relevant shares should have paid out at least three dividends within twelve years, and no one has claimed dividends during that period; and</p>	
	<p>(2) After the expiration of the twelve-year period, the Company shall publish an announcement in one or more newspapers in the place where the Company is listed, stating its intention to sell the shares, and notify the Stock Exchanges on which the shares are listed.</p>	<p>(2) After the expiration of the twelve year period, the Company shall publish an announcement in one or more newspapers in the place where the Company is listed, stating its intention to sell the shares, and notify the Stock Exchanges on which the shares are listed.</p>	
	<p>The Company may exercise its power to confiscate unclaimed dividends under the premise of observing relevant Chinese laws and regulations, but this power shall not be exercised until the applicable relevant limitation period expires.</p>	<p>The Company may exercise its power to confiscate unclaimed dividends under the premise of observing relevant Chinese laws and regulations, but this power shall not be exercised until the applicable relevant limitation period expires.</p>	
	<p>Any amount paid up on a share before a call is made shall carry interest; however, the holders of the shares do not have the right to participate in the dividends announced thereafter for the advance payment.</p>	<p>Any amount paid up on a share before a call is made shall carry interest; however, the holders of the shares do not have the right to participate in the dividends announced thereafter for the advance payment.</p>	

No.	Original provisions	Amended provisions	Basis or reason of amendment
89	<p>Article 279 The first accounting firm of the Company may be employed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting. If the inaugural meeting does not exercise its functions and powers under the preceding paragraph, the Board of Directors shall exercise such functions and powers.</p> <p>The Company shall appoint an independent accounting firm that complies with relevant State regulations and regulatory provisions of the place where the Company's shares are listed to audit its accounting statements, verify its net assets and provide other relevant advisory services. The term of employment of an accounting firm employed by the Company shall be between the end of the annual general meeting of the Company and the end of the next annual general meeting and the term of employment may be renewable upon expiry of the term of employment.</p>	<p>Article 279246 The first accounting firm of the Company may be employed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting. If the inaugural meeting does not exercise its functions and powers under the preceding paragraph, the Board of Directors shall exercise such functions and powers.</p> <p>The Company shall appoint an independent accounting firm that complies with relevant State regulations and regulatory provisions of the place where the Company's shares are listed to audit its accounting statements, verify its net assets and provide other relevant advisory services. The term of employment of an accounting firm employed by the Company shall be between the end of the annual general meeting of the Company and the end of the next annual general meeting and the term of employment may be renewable upon expiry of the term of employment.</p>	<p>Contents in respect of Article 141 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing were deleted as the provision has expired, and such content was about the first accounting firm of the inaugural meeting</p>
90	<p>Article 280 The accounting firm employed by the Company to perform regular statutory audits of its financial statements must be decided by the shareholders' general meeting and the Board of Directors shall not appoint an accounting firm prior to the decision by the shareholders' general meeting.</p>	<p>Article 280247 The accounting firm employed by the Company to perform regular statutory audits of its financial statements must be considered and approved by the audit committee before submitting to the Board of Directors for consideration and decided by the shareholders' general meeting, and the Board of Directors shall not appoint an accounting firm prior to the decision by the shareholders' general meeting.</p>	<p>The audit committee's consideration procedure was improved in accordance with the requirements under Article 5 of the Administrative Measures for Selection and Appointment of Accounting Firms by State-owned Enterprises and Listed Companies and Article 26 of the Measures for the Administration of Independent Directors of Listed Companies</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
91	<p>Article 286 The appointment, dismissal or non-renewal by the Company of an accounting firm that conducts regular statutory audits of the Company's financial statements shall be decided by the shareholders' general meeting and reported to the relevant securities authorities for the record (if applicable).</p> <p>To adopt a resolution, where the general meeting appoints another accounting firm to fill any vacancy, or continues to appoint an accounting firm which is employed to fill in any vacancy or remove an accounting firm before the expiry of its term of office, it shall comply with the followings:</p> <p>(I) The proposal on appointment or removal shall be sent to the accounting firm that is to be appointed, removed or has been removed in the financial year prior to the issuance of notice of general meeting.</p> <p>The leaving of an accounting firm includes the removal, resignation or retirement of such firm.</p> <p>(II) In case the leaving accounting firm makes a written statement and requests the Company to tell the shareholders about the statement, the Company shall take the following measures unless the written statement is too late in arriving at the Company:</p> <ol style="list-style-type: none"> 1. explaining the statement was made by the leaving accounting firm on the notice for resolution; and 2. sending the duplicate of statement as attachment of notice to each shareholder entitled to notice of the general meeting by the way specified by the Articles of Association. <p>(III) if the Company fails to send the statement of accounting firm according to the provisions described in subparagraph (II), the public accounting firm may request to read the statement at the general meeting and can further make a complaint.</p> <p>(IV) the leaving accounting firms have the right to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting that the term shall expire; 2. the general meeting which is convened because of the existence of vacancy due to its removal; and 3. the general meeting which is convened because it took the initiative to resign. <p>The leaving accounting firm shall have the right to receive all the notice of meeting as mentioned above or other information related to the meeting and speak if the subject matter is related to its being the Company's former accounting firm in the meeting as mentioned above.</p>	<p>Article 286253 The appointment, dismissal or non-renewal by the Company of an accounting firm that conducts regular statutory audits of the Company's financial statements shall be decided by the shareholders' general meeting and reported to the relevant securities authorities for the record (if applicable).</p> <p>To adopt a resolution, where the general meeting appoints another accounting firm to fill any vacancy, or continues to appoint an accounting firm which is employed to fill in any vacancy or remove an accounting firm before the expiry of its term of office, it shall comply with the followings:</p> <p>(I) The proposal on appointment or removal shall be sent to the accounting firm that is to be appointed, removed or has been removed in the financial year prior to the issuance of notice of general meeting.</p> <p>The leaving of an accounting firm includes the removal, resignation or retirement of such firm.</p> <p>(II) In case the leaving accounting firm makes a written statement and requests the Company to tell the shareholders about the statement, the Company shall take the following measures unless the written statement is too late in arriving at the Company:</p> <ol style="list-style-type: none"> 1. explaining the statement was made by the leaving accounting firm on the notice for resolution; and 2. sending the duplicate of statement as attachment of notice to each shareholder entitled to notice of the general meeting by the way specified by the Articles of Association. <p>(III) if the Company fails to send the statement of accounting firm according to the provisions described in subparagraph (II), the public accounting firm may request to read the statement at the general meeting and can further make a complaint.</p> <p>(IV) the leaving accounting firms have the right to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting that the term shall expire; 2. the general meeting which is convened because of the existence of vacancy due to its removal; and 3. the general meeting which is convened because it took the initiative to resign. <p>The leaving accounting firm shall have the right to receive all the notice of meeting as mentioned above or other information related to the meeting and speak if the subject matter is related to its being the Company's former accounting firm in the meeting as mentioned above.</p>	<p>Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
92	<p>Article 287 In the event of termination of appointment or non-renewal of appointment of an accounting firm, the Company shall notify the accounting firm in advance; where the Company's shareholders' general meeting votes on termination of appointment of an accounting firm, the accounting firm shall be allowed to make its representation.</p> <p>An accounting firm proposing to resign shall state at the shareholders' general meeting whether the Company has committed any other improper act.</p> <p>The accounting firm may resign by placing a written notice of resignation at the legal address of the Company. The notice shall enter into effect from the date that it is placed at the legal address of the Company or the later date indicated in the notice. The notice shall include the following statements:</p> <ol style="list-style-type: none"> 1. its resignation does not involve any information to be disclosed to the shareholders or creditors of the Company; or 2. any information is to be disclosed. <p>Within 14 days from the date of receipt of written notice referred to in the preceding paragraph, the Company shall send the copy of notice to relevant competent authority. In case of the notice containing the statement mentioned in subparagraph (II) of the preceding paragraph, copies of statement shall be available at the Company's premises for shareholders' review. In addition, the Company shall distribute copies of statement as mentioned above to each shareholder that has the right to receive financial reports of the Company, and the addresses of recipient shall be the addresses recorded in the register of shareholders.</p> <p>If the notice of resignation of the accounting firm contains any of the statements referred to in paragraph 2 (2) of this article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation about the resignation.</p>	<p>Article 287²⁵⁴ In the event of termination of appointment or non-renewal of appointment of an accounting firm, the Company shall notify the accounting firm in advance promptly after the resolution is made by the Board of the Directors; where the Company's shareholders' general meeting votes on termination of appointment of, or a resignation was tendered by, an accounting firm, the accounting firm shall be allowed to may make its representation.</p> <p>An accounting firm proposing to resign shall state at the shareholders' general meeting whether the Company has committed any other improper act.</p> <p>The accounting firm may resign by placing a written notice of resignation at the legal address of the Company. The notice shall enter into effect from the date that it is placed at the legal address of the Company or the later date indicated in the notice. The notice shall include the following statements:</p> <ol style="list-style-type: none"> 1. its resignation does not involve any information to be disclosed to the shareholders or creditors of the Company; or 2. any information is to be disclosed. <p>Within 14 days from the date of receipt of written notice referred to in the preceding paragraph, the Company shall send the copy of notice to relevant competent authority. In case of the notice containing the statement mentioned in subparagraph (II) of the preceding paragraph, copies of statement shall be available at the Company's premises for shareholders' review. In addition, the Company shall distribute copies of statement as mentioned above to each shareholder that has the right to receive financial reports of the Company, and the addresses of recipient shall be the addresses recorded in the register of shareholders.</p> <p>If the notice of resignation of the accounting firm contains any of the statements referred to in paragraph 2 (2) of this article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation about the resignation.</p>	<p>1. Adjustments were made in accordance with Rule 12.31 of the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (revised in August 2023)</p> <p>2. Corresponding adjustments were made according to the amendments of the Hong Kong Listing Rules</p>
93	<p>Article 288 As for providing or sending corporate communications to holders of H shares, according to the Hong Kong Listing Rules, subject to the laws and regulations and listing rules of the place where the Company's shares are listed as well as these Articles, corporate communications may be provided or sent to holders of H shares by posting on the websites designated by the Company and the Hong Kong Stock Exchange or by electronic means.</p> <p>Corporate communications referred to in the preceding paragraph shall mean any document issued or to be issued by the Company for the information or action of the holders of H shares or other person as required by the Listing Rules of Hong Kong, including but not limited to: ... When giving notice in the form of public notice in exercise of the powers prescribed in these Articles, such notice shall be published in the manner prescribed in the Hong Kong Listing Rules.</p>	<p>Article 288²⁵⁵ As for providing or sending corporate communications to holders of H^{foreign H} shares, according to the listing rules of the place where the Company's shares are listed^{Hong Kong Listing Rules}, subject to the laws and regulations and listing rules of the place where the Company's shares are listed as well as these Articles, corporate communications may be provided or sent to holders of H^{foreign H} shares by posting on the websites designated by the Company and the securities regulatory authority where the Company's shares are listed^{Hong Kong Stock Exchange} or by electronic means.</p> <p>Corporate communications referred to in the preceding paragraph shall mean any document issued or to be issued by the Company for the information or action of the holders of H^{foreign H} shares or other person as required by the listing rules of the place where the Company's shares are listed^{Listing Rules of Hong Kong}, including but not limited to: ...When giving notice in the form of public notice in exercise of the powers prescribed in these Articles, such notice shall be published in the manner prescribed in the listing rules of the place where the Company's shares are listed^{Hong Kong Listing Rules}.</p>	<p>Improved the accuracy of expression</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
94	Article 298 In the event of merger, the parties to the merger shall enter into a merger agreement and prepare balance sheet and asset list. The Company shall notify its creditors within 10 days from the date on which the merger resolution is adopted and make an announcement on the <i>Shanghai Securities News</i> and another newspaper designated by the CSRC within 30 days. Creditors may require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.	Article 298 265 In the event of merger, the parties to the merger shall enter into a merger agreement and prepare balance sheet and asset list. The Company shall notify its creditors within 10 days from the date on which the merger resolution is adopted and make an announcement on the Shanghai Securities News and another newspaper designated by the CSRC a newspaper or the National Enterprise Credit Information Publicity System within 30 days. Creditors may require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.	Corresponding adjustments were made in accordance with Article 220 of the new Company Law
95	Article 300 In the event of division, the parties to the division shall enter into a division agreement and the Company shall prepare balance sheet and asset list. The Company shall notify its creditors within 10 days from the date on which the division resolution is adopted and make an announcement on the <i>Shanghai Securities News</i> and another newspaper designated by the CSRC within 30 days.	Article 300 267 In the event of division, the parties to the division shall enter into a division agreement and the Company shall prepare balance sheet and asset list. The Company shall notify its creditors within 10 days from the date on which the division resolution is adopted and make an announcement on the Shanghai Securities News and another newspaper designated by the CSRC a newspaper or the National Enterprise Credit Information Publicity System within 30 days.	Corresponding adjustments were made in accordance with Article 222 of the new Company Law
96	Article 302 The Company shall notify its creditors within 10 days from the date on which the resolution on reduction of registered capital is adopted and make an announcement on the <i>Shanghai Securities News</i> and another newspaper designated by the CSRC within 30 days. The creditors shall have the right to require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.	Article 302 268 The Company shall notify its creditors within 10 days from the date on which the resolution on reduction of registered capital is adopted and make an announcement on the Shanghai Securities News and another newspaper designated by the CSRC a newspaper or the National Enterprise Credit Information Publicity System within 30 days. The creditors shall have the right to require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.	Corresponding adjustments were made in accordance with Article 224 of the new Company Law
97	Article 306 The Company shall be dissolved and liquidated under any of the following conditions: (1) upon expiry of term of business stipulated in the Articles of Association or occurrence of any other circumstances of dissolution stipulated in the Articles of Association; (2) the shareholders' general meeting has resolved on dissolution of the Company; (3) dissolution is necessary due to a merger or division of the Company; (4) the Company is declared bankrupt according to law as it is unable to repay its debts upon maturity; (5) the Company's business license is cancelled pursuant to the law, or the Company is ordered to be closed down or revoked pursuant to the law; (6) the Company has serious difficulties in its business operation and its subsistence will cause serious damages to the interests of its shareholders. The Company is unable to resolve such difficulties through any other means, the shareholders holding 10% or more of the voting rights of the Company may apply to the competent people's court for dissolution of the Company.	Article 306 271 The Company shall be dissolved and liquidated under any of the following conditions: (1) upon expiry of term of business stipulated in the Articles of Association or occurrence of any other circumstances of dissolution stipulated in the Articles of Association; (2) the shareholders' general meeting has resolved on dissolution of the Company; (3) dissolution is necessary due to a merger or division of the Company; (4) the Company is declared bankrupt according to law as it is unable to repay its debts upon maturity; (4) the Company's business license is cancelled pursuant to the law, or the Company is ordered to be closed down or revoked pursuant to the law; (5) the Company has serious difficulties in its business operation and its subsistence will cause serious damages to the interests of its shareholders. The Company is unable to resolve such difficulties through any other means, the shareholders holding 11% or more of the voting rights of the Company may apply to the competent people's court for dissolution of the Company.	Contents in respect of Article 153 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing are deleted as the document has expired

No.	Original provisions	Amended provisions	Basis or reason of amendment
98	<p>Article 308 If the Company is dissolved pursuant to Item (1) and Item (2) of Article 306 of the Articles of Association, it shall establish a liquidation committee and commence liquidation within 15 days from occurrence of the cause of dissolution. The liquidation committee shall comprise persons determined by the ordinary resolution of shareholders' general meeting. Where the liquidation committee is not established within the stipulated period, the creditors may apply to the people's court to designate the relevant persons to form a liquidation committee to commence liquidation.</p> <p>If the Company is dissolved pursuant to Item (4) of Article 306 of the Articles of Association, the People's court shall, according to the relevant laws and regulations, organize shareholders, relevant institutions and professionals to establish liquidation team and carry out liquidation.</p> <p>If the Company is dissolved pursuant to Item (5) of Article 306 of the Articles of Association, the relevant regulatory authority shall organize Shareholders, relevant institutions and professionals to establish liquidation team and carry out liquidation.</p>	<p>Article 308²⁷³ If the Company is dissolved pursuant to Item (1), and Item (2), Item (4) and Item (5) of Article 270³⁰⁶ of the Articles of Association, it shall establish a liquidation committee and commence liquidation within 16 days from occurrence of the cause of dissolution. The liquidation committee shall comprise persons determined by the ordinary resolution of shareholders' general meeting. Where the liquidation committee is not established within the stipulated period, the creditors may apply to the people's court to designate the relevant persons to form a liquidation committee to commence liquidation.</p> <p>If the Company is dissolved pursuant to Item (4) of Article 306 of the Articles of Association, the People's court shall, according to the relevant laws and regulations, organize shareholders, relevant institutions and professionals to establish liquidation team and carry out liquidation.</p> <p>If the Company is dissolved pursuant to Item (5) of Article 306 of the Articles of Association, the relevant regulatory authority shall organize Shareholders, relevant institutions and professionals to establish liquidation team and carry out liquidation.</p>	<p>Contents in respect of Article 154 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing are deleted as the document has expired</p>
99	<p>Article 310 Where the Board of Directors proposes to liquidate the Company (due to causes other than where the Company has declared that it is insolvent), it shall declare in the notice of the general shareholders' meeting to be convened for such purpose that after making full inquiry into the affairs of the Company, the Board of Directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution at the general shareholders' meeting for the liquidation, all functions and powers of its Board of Directors of the Company shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and to present a final report at the general meeting on completion of the liquidation.</p>	Deleted	<p>Contents in respect of Article 155 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing are deleted as the document has expired</p>
100	<p>Article 311 The liquidation committee shall notify the creditors within 10 days from the date of its establishment and make an announcement on the <i>Shanghai Securities News</i> and another newspaper designated by the CSRC within 60 days. The creditors shall declare their creditor's rights to the liquidation committee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.</p> <p>Creditors declaring creditor's rights shall state the relevant information of the creditor's rights and provide evidentiary materials. The liquidation committee shall register the creditor's rights.</p> <p>During the period for declaration of creditor's rights, the liquidation committee shall not make repayment to creditors.</p>	<p>Article 311²⁷⁵ The liquidation committee shall notify the creditors within 10 days from the date of its establishment and make an announcement on the Shanghai Securities News and another newspaper designated by the CSRC a newspaper or the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their creditor's rights to the liquidation committee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.</p> <p>Creditors declaring creditor's rights shall state the relevant information of the creditor's rights and provide evidentiary materials. The liquidation committee shall register the creditor's rights.</p> <p>During the period for declaration of creditor's rights, the liquidation committee shall not make repayment to creditors.</p>	<p>Corresponding adjustments were made in accordance with Article 235 of the new Company Law</p>
101	<p>Article 314 Upon completion of liquidation, the liquidation committee shall prepare liquidation report, as well as revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification by an accountant registered in China and submit the same to the shareholders' general meeting or the people's court for confirmation. Within 30 days from the date of confirmation of the above-mentioned documents by the relevant authorities in charge, the liquidation committee shall submit the aforesaid documents to company registration authorities and apply for deregistration and make an announcement on termination of the Company.</p>	<p>Article 314²⁷⁸ Upon completion of liquidation, the liquidation committee shall prepare liquidation report, as well as revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification by an accountant registered in China and submit the same to the shareholders' general meeting or the people's court for confirmation. Within 30 days from the date of confirmation of the above-mentioned documents by the relevant authorities in charge, the liquidation committee shall submit the aforesaid documents to company registration authorities and apply for deregistration and make an announcement on termination of the Company.</p>	<p>Contents in respect of Article 160 of the old Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing are deleted as the document has expired.</p>

No.	Original provisions	Amended provisions	Basis or reason of amendment
102	Article 321 Where amendment to the Articles of Association involves matters provided for in the Notice on the Implementation of the Mandatory Clauses of the Articles of Association of Companies Seeking Overseas Listing, such amendment shall become effective after being examined and approved by the company approval authorities and the securities regulatory authorities authorized by the State Council. Where registration of the Company's information is involved, relevant change registration formalities shall be completed pursuant to the law (if applicable).	Deleted	This is deleted as the provision has expired.
103	<p>Article 322 The Company shall abide by the following dispute resolution procedures:</p> <p>(I) If any disputes or claims related to the Company's business based on the rights or obligations provided in the Articles of Association, contracts entered into under Article 178 and Article 179 of the Articles of Association, the Company Law and other relevant laws or administrative regulations arise between the holders of overseas-listed foreign shares and the Company, between the holders of overseas-listed foreign shares and the directors, supervisors, president, or other senior executives of the Company or between the holders of overseas-listed foreign shares and holders of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</p>	<p>Article 322286 The Company shall abide by the following dispute resolution procedures:</p> <p>(I) If any disputes or claims related to the Company's business based on the rights or obligations provided in the Articles of Association, contracts entered into under the relevant provisions Article 178 and Article 179 of the Articles of Association, the Company Law and other relevant laws or administrative regulations arise between the holders of overseas-listed foreign shares and the Company, between the holders of overseas-listed foreign shares and the directors, supervisors, president, or other senior executives of the Company or between the holders of overseas-listed foreign shares and holders of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</p>	Improved the accuracy of expression
104	Article 324 For inconsistencies between the Article of Associations and future laws, regulations, supervisory rules promulgated by the State, the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, or relating listing regulations of Frankfurt Stock Exchange, Hong Kong Listing Rules, the supervisory rules promulgated by the State, the Rules Governing the Listing of Stock on the Shanghai Stock Exchange or relating listing regulations of Frankfurt Stock Exchange, Hong Kong Listing Rules shall prevail.	<p>Article 324288 Matters not covered herein shall be handled in accordance with the laws, regulations, supervisory rules promulgated by the State, the Rules Governing the Listing of Stock on the Shanghai Stock Exchange or relating listing regulations of Frankfurt Stock Exchange and Hong Kong Listing Rules. Where the Article of Associations is in conflict with future laws, regulations, supervisory rules promulgated by the State, the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, or relating listing regulations of Frankfurt Stock Exchange and Hong Kong Listing Rules, the latest supervisory rules promulgated by the State, the Rules Governing the Listing of Stock on the Shanghai Stock Exchange or relating listing regulations of Frankfurt Stock Exchange and Hong Kong Listing Rules shall prevail.</p>	Improved the accuracy of expression to allow room for amendments to laws and regulations
105	"Overseas-listed foreign shares"	Foreign shares	Improved the accuracy of expression
106		The sequence numbers and relevant references were reordered due to the deletion of Articles	

The Board agrees to submit the matters regarding above proposed amendments to the Articles of Association at the Company's Annual General Meeting of 2023 (the "AGM") for consideration and approval. A circular containing, among others, the information regarding the proposed amendments to the Articles of Association, together with a notice for convening the AGM, will be published on the website of the Company at <http://smart-home.haier.com> and the HKExnews website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> in due course.

By order of the Board
Haier Smart Home Co., Ltd.*
LI Huagang
Chairman

Qingdao, the PRC
27 March 2024

As at the date of this announcement, the executive Directors of the Company are Mr. LI Huagang and Mr. GONG Wei; the non-executive Directors are Mr. YU Hon To, David, Ms. Eva LI Kam Fun and Ms. SHAO Xinzhi; and the independent non-executive Directors are Mr. CHIEN Da-Chun, Mr. WONG Hak Kun, Mr. LI Shipeng and Mr. WU Qi.

* *For identification purpose only*