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If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Deewin Tianxia Co., Ltd, you should at once hand this circular and the enclosed proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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德銀天下股份有限公司

DEEWIN TIANXIA CO., LTD

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

(Stock Code: 2418)

- (1) 2023 PROFIT DISTRIBUTION PLAN;**
(2) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
(3) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;
(4) PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION;
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR GENERAL MEETINGS AND THE RULES OF PROCEDURES
FOR BOARD MEETINGS;
(6) PROPOSAL ON THE RE-ELECTION OF DIRECTORS FOR THE
SECOND SESSION OF THE BOARD OF DIRECTORS;
(7) PROPOSAL ON THE RE-ELECTION AND APPOINTMENT OF
SUPERVISORS FOR THE SECOND SESSION OF THE
BOARD OF SUPERVISORS;
AND
NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF H SHARE CLASS MEETING
NOTICE OF DOMESTIC SHARE CLASS MEETING

The notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting of Deewin Tianxia Co., Ltd to be held at 9:30 a.m., 11:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) and 11:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof), respectively, on Thursday, 30 May 2024 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC are set out on pages 134 to 141, pages 142 to 145 and pages 146 to 149 of this circular, respectively.

Forms of proxy for use at the AGM, H Share Class Meeting and Domestic Share Class Meeting are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the AGM, H Share Class Meeting and/or Domestic Share Class Meeting shall complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting(s) or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending the AGM, H Share Class Meeting and/or Domestic Share Class Meeting or any adjournment thereof (as the case may be) and voting in person if you so wish.

26 April 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 30 May 2024 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the Board of Supervisors of the Company
“Class Meetings”	H Share Class Meeting and/or Domestic Share Class Meeting
“Company”	Deewin Tianxia Co., Ltd (德銀天下股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange
“Company Law”	the Company Law of the PRC (as amended from time to time)
“Director(s)”	the director(s) of the Company
“Domestic Share Class Meeting”	the Domestic Share Class Meeting to be held at 11:30 a.m. (or immediately upon conclusion of the H Share Class Meeting and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate, amendments to the Articles of Association and amendments to the rules of procedures for general meetings
“Domestic Shareholder(s)”	holder(s) of the domestic share(s)
“Domestic Share(s)”	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB by PRC nationals and/or PRC corporate entities
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Share Class Meeting”	the H Share Class Meeting to be held at 11:00 a.m. (or immediately upon conclusion of the AGM and any adjournment thereof) on the same date and at the same place to consider and approve the Repurchase General Mandate, amendments to the Articles of Association and amendments to the rules of procedures for general meetings
“H Shareholder(s)”	holder(s) of the H Share(s)
“H Share(s)”	overseas listed foreign invested shares with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are traded in HK dollars and listed on the Stock Exchange
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Issue General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to issue, allot or otherwise deal with additional Shares (whether Domestic Shares or H Shares) representing up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares in issue as at the date of approving the General Mandate Resolution at the AGM
“Issue General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM, H Share Class Meeting and Domestic Share Class Meeting to exercise all powers of the Company to repurchase or otherwise deal with the H Shares representing up to the limit of 10% of the aggregate nominal values of the H Shares in issue as at the date of approving the Repurchase General Mandate Resolution at the AGM, H Share Class Meeting and Domestic Share Class Meeting
“Repurchase General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM, H Share Class Meeting and Domestic Share Class Meeting in relation to the granting of the Repurchase General Mandate to the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time)
“Shareholder(s)”	holder(s) of Domestic Shares and H Shares of the Company
“Shares”	Domestic Shares and H Shares of the Company
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers (as amended from time to time)
“%”	percent

LETTER FROM THE BOARD



德銀天下股份有限公司

DEEWIN TIANXIA CO.,LTD

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2418)

Executive Directors

Wang Runliang
Wang Wenqi

Non-executive Directors

Guo Wancai (*Chairman*)
Tian Qiang
Zhao Chengjun
Feng Min

Independent non-executive Directors

Li Gang
Ip Wing Wai
Yu Qiang

Registered Office

16th Floor, Unit 1
Building 1, Jingwei Centre
29 West Section of Xijin Road
Jingwei New City
Economic and Technological
Development Zone
Xi'an City, Shaanxi Province
The PRC

Place of business in Hong Kong

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

26 April 2024

To the Shareholders:

Dear Sir or Madam,

- (1) 2023 PROFIT DISTRIBUTION PLAN;
 - (2) PROPOSED GENERAL MANDATE TO ISSUE SHARES;
 - (3) PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;
 - (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
 - (5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR BOARD MEETINGS;
 - (6) PROPOSAL ON THE RE-ELECTION OF DIRECTORS FOR THE SECOND SESSION OF THE BOARD OF DIRECTORS;
 - (7) PROPOSAL ON THE RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR THE SECOND SESSION OF THE BOARD OF SUPERVISORS;
- AND
- NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF H SHARE CLASS MEETING
NOTICE OF DOMESTIC SHARE CLASS MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with (i) the notices of the AGM and the Class Meetings, and (ii) all the information reasonably necessary to enable you to make informed decisions on whether to vote for, against or abstain from the proposed resolution(s) at the AGM and/or the Class Meetings.

LETTER FROM THE BOARD

2. 2023 WORK REPORT OF THE BOARD OF DIRECTORS

Please refer to Appendix I to this circular for the full text of the work report of the Board of Directors. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

3. 2023 WORK REPORT OF THE BOARD OF SUPERVISORS

Please refer to Appendix II to this circular for the full text of the work report of the Board of Supervisors. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

4. 2023 ANNUAL FINAL FINANCIAL REPORT

PRC Accounting Standards for Business Enterprises

The annual financial statements for the year 2023 were entrusted to PricewaterhouseCoopers Zhong Tian LLP for audit. After the audit, PricewaterhouseCoopers Zhong Tian LLP is of the opinion that the financial statements of the Company have been prepared in accordance with the provisions of the domestic Accounting Standards for Business Enterprises ("CASs") and present fairly, in all material respects, the financial position of the Company as at 31 December 2023 and their financial performance and cash flows for the year then ended and has issued a standard unqualified audit report on the financial statements of the Company for the year 2023 as PricewaterhouseCoopers Zhong Tian Audit (2024) No. 15005. The key accounting data and financial indicators of the Group for the year 2023 are as follows:

I. Assets and liabilities

At the end of 2023, the Group's total assets amounted to RMB9,204.8271 million representing an increase of RMB32.1390 million from the beginning of the year.

At the end of 2023, the Group's total liabilities amounted to RMB5,885.5422 million, representing an increase of RMB48.4033 million as compared to the beginning of the year.

At the end of 2023, the Group's total owners' equity amounted to RMB3,319.2849 million, representing a decrease of RMB16.2643 million as compared to the beginning of the year.

LETTER FROM THE BOARD

II. Operating results

1. Total operating revenue and net profit

In accordance with PRC CASs, the Group achieved operating revenue of RMB3,119.44 million and net profit of RMB153.34 million for the year 2023.

2. Expenses

In accordance with PRC CASs, the total sales expenses, administrative expenses, research and development expenses and finance costs of the Group for the year 2023 amounted to RMB213.55 million.

III. Cash flow situation

Net cash flow from operating activities in 2023 was RMB267.39 million, representing an increase of RMB410.12 million as compared to the corresponding period of the previous year; net cash flow from investing activities in 2023 was RMB-58.01 million, representing a decrease of RMB25.96 million as compared to the corresponding period of the previous year; net cash flow from financing activities in 2023 was RMB-381.16 million, representing a decrease of RMB1,491.57 million compared with the same period of the previous year.

International Financial Reporting Standard

The audited consolidated financial statements of the Company for the year 2023 prepared in accordance with the International Financial Reporting Standards and the auditor's report are set out in the 2023 annual report of the Company.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

5. 2024 COMPREHENSIVE BUDGET REPORT

The Company's comprehensive budget plan for 2024 is as follows:

I. Working Policy for 2024

Market-driven, an innovative approach for changes, truth and pragmatism, enhancement of double effects.

LETTER FROM THE BOARD

II. Safeguarding measures to achieve the target in 2024

- (i) Collaborative development and promote the rapid implementation of projects
- (ii) Healthy development and increased risk management
- (iii) Focus on the future and carry out digital transformation
- (iv) Expand new energy business and carry out independent research and development of battery exchange products
- (v) Strengthen political leadership and deep integration of Party construction with production and operation

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

6. 2024 CONSOLIDATED FINANCING CREDIT FACILITY

In order to improve the efficiency of capital use and effectively facilitate the business development of subsidiaries, considering the mismatch of funds and early repayment, the Group planned to raise a total of RMB8.176 billion in 2024 according to its business needs and capital balance in 2024. It is proposed that the debt financing of the Company shall not exceed RMB4.7 billion (inclusive) in size (balance of exposure) and the accumulated new debt financing of not more than RMB5.0 billion (inclusive) in a financial year be approved by the Board as authorised by the general meeting of the Company. Term of authorization: 12 months from the date of approval of this resolution.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

If such debt financing is required to be disclosed and/or approved by the Shareholders in accordance with the Listing Rules, the Company will perform the relevant procedures in a timely manner in accordance with the Listing Rules.

7. 2023 PROFIT DISTRIBUTION PLAN

The Board recommended the payment of a final dividend of RMB0.4076 (tax inclusive) per ten shares for the year ended 31 December 2023 (the "**Proposed 2023 Final Dividend**"), based on the total share capital of 2,181,436,500 Shares as at 28 March 2024 (after deducting 54,606,000 H Shares repurchased but not yet canceled), the total cash dividend to be distributed is RMB88,915,351.74, subject to the approval of the Shareholders at the AGM. Such Proposed 2023 Final Dividend will be payable on Friday, 23 August 2024 or an earlier date to the Shareholders whose names appear on the register of members of the Company on Tuesday, 11 June 2024.

LETTER FROM THE BOARD

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

For the purpose of ascertaining the Shareholders' entitlement to the Proposed 2023 Final Dividend, the Registers of Members will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024, both days inclusive. In order to establish entitlements to the Proposed 2023 Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 4 June 2024.

According to Article 235 of the Articles of Association, the Company shall pay cash dividends and other payments to holders of domestic shares in RMB. The Company shall pay cash dividends and other payments to the holders of overseas listed foreign shares, which shall be denominated and declared in RMB and paid in foreign currency.

8. RENEWAL OF AUDITORS FOR 2024

Given that PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP have been providing the Company with relatively professional services, and both parties have maintained good cooperation, and they have good credibility and influence in the capital market, and are familiar with the regulatory requirements of the capital market, the Company proposes to re-appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for 2024 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, with a term of office commencing from the date of approval at the 2023 AGM of the Company to the next AGM. At the same time, it is proposed that the Board be authorized by the Shareholders' General Meeting to determine the auditor's fees.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

9. 2024 INVESTMENT PLAN

The Group plans to invest in a total of 23 projects in 2024, all of which are investment projects in technological transformation and technical measures, with a total planned investment amount of approximately RMB240.3990 million for the year.

The deliberation of the general meeting only represents the approval of the investment plan, and does not represent the approval and decision-making of specific investment projects, nor does it replace the project establishment, demonstration and decision-making when the specific implementation of each investment project. The specific investment project plan still needs to go through the approval procedures in accordance with the requirements of relevant systems.

LETTER FROM THE BOARD

The Board proposes to the general meeting to authorize the Board to adjust the 2024 investment plan within the year according to the business development needs of the Company, and the adjustment amount shall not be higher than 10% of the total amount of the annual investment plan in principle, and proposes to the general meeting to grant the approval authority of the 2025 investment plan and the updated investment plan to the Board within the scope of the approval authority stipulated in the Company Law in effect at that time and the Articles of Association.

The resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

10. PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to meet the capital requirements for the sustainable development of the Company's business and make flexible and effective use of the financing platform, the Company proposed to grant the Issue General Mandate to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares of the Company up to the limit of 20% of the aggregate nominal values of the Domestic Shares and/or H Shares respectively in issue as at the date of passing the Issue General Mandate Resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,629,000,000 Domestic Shares and 607,042,500 H Shares. Assuming that there is no change in the number of Domestic Shares and H Shares of the Company before the AGM, the Company may issue up to 325,800,000 Domestic Shares and/or 121,408,500 H Shares under the Issue General Mandate. If the number of Domestic Shares and H Shares changes due to the Company's repurchase and cancelation of Shares, the General Mandate shall be adjusted accordingly based on the number of Shares changed.

The Issue General Mandate shall be effective until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue General Mandate Resolution at the AGM; or (ii) the expiration of the 12-month period following the passing of the Issue General Mandate Resolution at the AGM; or (iii) the revocation or variation of the authorization given under the Issue General Mandate Resolution by a special resolution of the Company in a general meeting.

The above resolution will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM.

11. PROPOSE GENERAL MANDATE TO REPURCHASE SHARES

In order to ensure flexibility and discretion to the Board in the event that it becomes desirable to repurchase any H Shares, the Company proposes to consider and approve the granting of the Repurchase General Mandate to the Board by way of a special resolution at each of the AGM and the Class Meetings, subject to the conditions set out in the AGM and the Class Meetings, to repurchase H Shares not exceeding 10% of the aggregate number of H Shares of the Company in issue as at the date of passing the resolution in relation to such mandate.

LETTER FROM THE BOARD

An explanatory statement containing certain information regarding the Repurchase General Mandate is set out in Appendix III to this circular.

The above resolutions will be submitted, by way of special resolutions, for the Shareholders' consideration and approval at the AGM and the Class Meetings.

12. AUTHORIZATION TO THE BOARD TO DETERMINE THE PAYMENT OF 2024 INTERIM DIVIDEND

In accordance with the Company Law of the People's Republic of China and other laws and regulations, the Listing Rules and the Articles of Association, in order to enable the Company to distribute the 2024 Interim Dividend in a timely and flexible manner, it is proposed that the Board be authorized by the Shareholders' General Meeting to determine the payment of the 2024 Interim Dividend, including: to authorize the Board to determine the 2024 Interim Dividend Payment Plan, to implement the payment of the Interim Dividend, including but not limited to handling the application, registration, filing and other procedures and signing relevant documents with the relevant domestic and overseas departments and regulatory authorities.

The above resolutions will be submitted, by way of ordinary resolutions, for the Shareholders' consideration and approval at the AGM.

13. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 March 2024 in relation to, among other things, the proposed amendments to the Articles of Association.

The Board resolves to propose certain amendments to the Articles of Association as at 28 March 2024. The Board also resolves to propose to the general meeting of the Company to authorize relevant personnel of the Company to handle relevant matters such as industrial and commercial change registration and filing of the Articles of Association. On 14 February 2023, the State Council issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》), pursuant to which the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) was repealed. On 17 February 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and its supporting guidelines, pursuant to which the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”) were repealed with effect from 31 March 2023. From the same date, a PRC issuer shall formulate its articles of association with reference to the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) rather than the Mandatory Provisions. The Stock Exchange amended the Listing Rules in accordance with the aforementioned new regulatory requirements with effect from 1 August 2023. In light of the

LETTER FROM THE BOARD

above changes in laws, regulations and regulatory rules, the Board proposes to amend the Articles of Association in accordance with the Company Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and the supporting guidelines, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the latest amended Listing Rules, and taking into account the actual situation of the Company.

The proposed amendments to the Articles of Association (including the deletion of the class meeting requirements from the Articles of Association following the abolition of the Mandatory Provisions) will not prejudice the protection of the shareholders and will not have a material impact on the relevant shareholder protection measures, as domestic shares and H shares are regarded as the same class of ordinary shares under the PRC laws, and the substantive rights attached to these two classes of shares, including voting rights, dividends and distribution of assets upon liquidation, are the same.

The full text of the proposed amendments to the Articles of Association is set out in Appendix IV to this circular.

The above resolution will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM and the Class Meetings.

14. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

Reference is made to the announcement of the Company dated 28 March 2024 in relation to, among other things, the proposed amendments to the rules of procedures for general meetings.

In view of the above proposed amendments to the Articles of Association and in order to meet the requirements of the Company's operation, on 28 March 2024, the Board also resolves to propose certain amendments to the rules of procedures for the general meetings of the Company (the "**Rules of Procedures for General Meetings**") to align with the proposed amendments to the Articles of Association.

The full text of the proposed amendments to the Rules of Procedures for General Meetings is set out in Appendix V to this circular.

The above resolution will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM and the Class Meetings.

LETTER FROM THE BOARD

15. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

Reference is made to the announcement of the Company dated 28 March 2024 in relation to, among other things, the proposed amendments to the rules of procedures for the board meetings.

In view of the above proposed amendments to the Articles of Association and in order to meet the requirements of the Company's operation, on 28 March 2024, the Board also resolves to propose certain amendments to and the Rules of Procedures for the Board Meetings (the "**Rules of Procedures for the Board Meetings**") to align with the proposed amendments to the Articles of Association.

The full text of the proposed amendments to the Rules of Procedures for the Board Meetings is set out in Appendix VI to this circular.

The above resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

16. PROPOSAL ON THE RE-ELECTION OF DIRECTORS FOR THE SECOND SESSION OF THE BOARD OF DIRECTORS

Reference is made to the announcement of the Company dated 28 March 2024 in relation to, among other things, the proposal on the re-election of directors for the second session of the board of directors.

At the Board meeting held on 28 March 2024, the Board of Directors resolved to propose the re-election of Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors of the Second Session of the Board of Directors; the re-election of Mr. Guo Wancai, Mr. Tian Qiang and Mr. Zhao Chengjun as non-executive Directors of the Second Session of the Board of Directors; and the re-election of Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors of the Second Session of the Board of Directors. Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang have confirmed that they comply with the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed and reviewed the written confirmation of independence of each of Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang based on the independence guidelines as set out in Rule 3.13 of the Listing Rules and is satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules. In considering the candidates for the independent non-executive Directors of the Second Session of the Board of Directors, the Board of Directors has taken into account the confirmation of independence of Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as well as their profession, background, knowledge and experience. In particular, Mr. Li Gang has extensive experience in supply chain management and e-commerce, Internet business innovation, business analytics and intelligent decision making areas, Mr. Ip Wing Wai has extensive experience in accounting, auditing and corporate

LETTER FROM THE BOARD

business, and Mr. Yu Qiang has extensive experience in transportation and vehicle engineering. Their diverse education, backgrounds, professional experiences and practices enable them to provide valuable and relevant insights and contribute to the diversity of the Board of Directors.

The above proposal on re-election was made by the Nomination Committee in accordance with the Company's Director nomination procedure based on the needs of the Company. It was submitted to the Board of Directors for consideration after the Nomination Committee examined the relevant qualifications of the Director candidates, and will be submitted by the Board of Directors to the general meeting for final approval. According to the Articles of Association, the above proposed re-election of Directors are subject to the approval of the Shareholders at a general meeting of the Company, while the Staff Representative Directors of the Second Session of the Board of Directors shall be democratically elected by the staff of the Company without the need for shareholders' approval. Upon consideration and approval at the AGM, the above Directors proposed to be re-elected will form the Second Session of the Board of Directors and relevant special committees together with the employee representative Directors.

The Board of Directors also resolved to propose that the independent non-executive Director of the Second Session of the Board of Directors who is ordinarily resident in Hong Kong (i.e., Mr. Ip Wing Wai) shall be remunerated at a rate of RMB120,000 per annum (before tax), and the remaining two independent non-executive Director (i.e., Mr. Li Gang and Mr. Yu Qiang) shall be remunerated at a rate of RMB80,000 per annum (before tax). The two executive Directors will receive compensation according to the relevant salary standards and performance appraisal of the Company based on their participation in the daily management of the Company's affairs and their specific positions and the three non-executive Directors will not receive director's fees. After the aforesaid proposed re-election of Director to the Second Session of the Board of Directors is approved by the Shareholders, the Company will enter into service contracts with each of them. Their terms of office as Director of the Second Session of the Board of Directors shall be three years from the date of approval by the Shareholders at the general meeting.

The biographies of the Director candidates (other than the staff representative Directors) for the Second Session of the Board of Directors are set out in Appendix VII to this circular.

The above resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

17. PROPOSAL ON THE RE-ELECTION AND APPOINTMENT OF SUPERVISORS FOR THE SECOND SESSION OF THE BOARD OF SUPERVISORS

Reference is made to the announcement of the Company dated 28 March 2024 in relation to, among other things, the proposal on the re-election of supervisors for the second session of the board of supervisors.

LETTER FROM THE BOARD

The Board of Supervisors resolved at the meeting of the Board of Supervisors held on 28 March 2024 to propose the re-election of Mr. Zhang Shaojie as a Supervisor of the Second Session of the Board of Supervisors. Meanwhile, in view of the retirement of Mr. Zhang Yu'an, Chairman of the Board of Supervisors, the Board of Supervisors resolved at the meeting to propose the appointment of Mr. Ji Jianguo as a Supervisor of the Second Session of the Board of Supervisors.

The proposed re-election and appointment of Supervisors will be submitted, by way of ordinary resolutions, for the Shareholders' consideration and approval at the AGM.

The two non-staff representative Supervisors of the Second Session of the Board of Supervisors shall not receive the supervisor's fee. According to the Articles of Association, the above proposed re-election and appointment of Supervisors are subject to the approval of the Shareholders at a general meeting of the Company, while the staff representative Supervisors of the Second Session of the Board of Supervisors shall be democratically elected by the staff of the Company without the need for shareholders' approval. Upon consideration and approval at the AGM, the above Supervisors proposed to be re-elected and appointed will form the Second Session of the Board of Supervisors together with the employee representative Supervisors.

After the aforesaid proposed re-election and appointment of Supervisors to the Second Session of the Board of Supervisors is approved by the Shareholders, the Company will enter into service contracts with each of them. Their terms of office as supervisors of the Second Session of the Board of Supervisors shall be three years from the date of approval by the Shareholders at the general meeting.

The biographies of the Supervisors candidates (other than the staff representative Supervisors) for the Second Session of the Board of Supervisors are set out in Appendix VIII to this circular.

18. ANNUAL GENERAL MEETING AND CLASS MEETINGS

Notices convening the AGM, the H Share Class Meeting and the Domestic Share Class Meeting to be held in the Conference Room, 2nd Floor, East 5th Floor, Wisier Plaza, Weiyang District, Xi'an City, Shaanxi Province, the PRC on Thursday, 30 May 2024 at 9: 30 a.m., 11: 00 a.m. (or immediately after the conclusion of the AGM or any adjournment thereof) and 11: 30 a.m. (or immediately after the conclusion of the H Share Class Meeting and or any adjournment thereof), respectively, are set out on pages 134 to 141, pages 142 to 145 and pages 146 to 149 of this circular, respectively.

LETTER FROM THE BOARD

A form of proxy for use at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). If you intend to appoint a proxy to attend the AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting, you are requested to complete and return the accompanying proxy forms in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the relevant meetings or any adjournment thereof (if any). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM, the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjournment thereof (if any) should you so wish.

Voting at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting will be taken by poll. An announcement on the poll results of the above meetings will be published on the websites of the Stock Exchange and the Company.

The H Share register of members of the Company will be closed from Friday, 24 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares and Domestic shareholders whose names appear on the Company's Register of Members at the opening of business on Thursday, 30 May 2024 are entitled to attend the AGM and holders of the Company's H Shares are entitled to attend and vote at the H Share Class Meeting.

In order to attend and vote at the AGM and/or the H Share Class Meeting, holders of H shares of the Company shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4: 30 p.m. on Thursday, 23 May 2024.

19. RECOMMENDATION

The Board considers that the resolutions set out in the notices of the AGM, the H Share Class Meeting and the Domestic Share Class Meeting are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of such resolutions to be proposed at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting.

Yours faithfully,
By order of the Board of Directors
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
Company Secretary
Liu Lulu

Deewin Tianxia Co., Ltd
Work Report of the Board of Directors for 2023

I. OVERVIEW OF THE COMPANY'S BUSINESS IN 2023

Please refer to the section headed "Business Overview and Outlook" in the Company's 2023 Annual Report distributed to shareholders.

II. KEY OPERATING INDICATORS

Please refer to the section headed "Financial Highlights" in the Company's 2023 Annual Report distributed to Shareholders.

III. PERFORMANCE OF THE BOARD OF DIRECTORS IN 2023**1. Meetings of the Board of Directors**

The Board of Directors held 5 meetings throughout the year and passed a total of 37 resolutions, which mainly included the discussion over important annual matters such as the report on the financial accounts for 2022, profit distribution and the comprehensive budget plan for the year 2023; discussion over the 2022 annual and 2023 interim results announcements/reports; and various special resolutions relating to matters such as the repurchase of H shares, and financing credit facility. The convening and holding procedures of the meetings were in compliance with the relevant laws and regulations, and all directors participated in each of the board meetings in the form of on-site participation or online participation.

2. Convening of shareholders' meetings

In 2023, the Board of Directors convened a total of three shareholders' meetings, namely the 2022 annual general meeting held on 30 May, 2023, at which a total of 12 resolutions were considered and approved, including the consideration of the Work Report of the Board of Directors for 2022, the Work Report of the Board of Supervisors for 2022, the 2022 annual final financial report, the 2023 comprehensive budget report, the consolidated financing credit facility for 2023, the proposal of profit distribution for 2022, the renewal of the appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's audit service provider for 2023, the change of Directors, the change of Supervisors, the authorization to the Board to determine the payment of the 2023 interim dividend, the grant of general mandate to the Board to issue domestic shares and H shares of the Company, and the grant of general mandate to the Board to repurchase H shares; At the 2023 First H Shareholders' Class Meeting and the 2023 First Domestic Shareholders' Class Meeting held on the same day, the resolution in relation to the grant of a general mandate to the Board to repurchase H Shares was considered and approved.

3. Information on special committees of the Board

Please refer to the section headed “Corporate Governance Report” in the Company’s 2023 Annual Report distributed to shareholders.

4. Performance of duties by independent directors

In 2023, in accordance with relevant laws and regulations, the three independent Directors of the Company earnestly performed their duties, diligently and conscientiously, actively attended the meetings of the Board and the special committees of the Board, understood the Company’s operating conditions, the construction of internal control and the implementation of various resolutions, participated in the decision-making of major matters of the Company, actively participated in relevant training, and made independent and fair judgments by using their own professional knowledge and practical experience, which effectively promoted the standardized governance of the Company and effectively safeguarded the interests of the Company and all Shareholders.

5. Information disclosure work

In 2023, in strict accordance with the provisions of the Administrative Measures for Information Disclosure and the requirements of the regulatory authorities, the Company strengthened the management of information disclosure affairs, fulfilled its information disclosure obligations, adhered to the principle of truthful, accurate, complete and timely disclosure, completed the disclosure of regular reports on time, and issued temporary announcements such as meeting resolutions and major events in a true, accurate, complete and timely manner according to the actual situation of the Company, so as to ensure that investors can timely understand the major events of the Company and enhance the transparency of the Company.

6. Corporate Governance

In 2023, the Company performed the duties of the Board of Directors in strict accordance with the Company Law, the Articles of Association and the relevant legal requirements such as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and continuously improved the corporate governance structure of the Company. The general meeting of shareholders, the Board of Directors, the Board of Supervisors and the special committees of the Board of Directors have clear responsibilities and are able to properly perform their corresponding rights and make scientific decisions in accordance with the relevant regulations of listed companies. The number of directors on the Board of Directors, their qualifications and the proportion of independent directors to the total number of directors of the Company are in compliance with the Articles of Association and relevant regulations.

In order to promote the effective decision-making and healthy development of the Company, the Company has formulated a number of internal control systems involving corporate governance, including the Rules of Procedure for General Meetings, the Rules of

Procedure for the Board of Directors, the Rules of Procedure for the Board of Supervisors and other rules, the Terms of Reference of the Audit Committee, the Terms of Reference of the Nomination Committee, the Terms of Reference of the Remuneration Committee and other rules, the Administrative Measures for Connected Transactions and the Measures for the Implementation of the “Three Importance and One Significance Events” Decision-making System. In addition, in 2023, the Company revised the Working Rules of the Remuneration Committee and the Administrative Measures for Information Disclosure in accordance with regulatory requirements and the actual needs of the Company, so as to continuously improve the corporate governance structure of the Company, establish and improve the internal management and control system of the Company, promote the standardized operation of the Company and improve the level of corporate governance.

IV. WORK PLAN OF THE BOARD OF DIRECTORS FOR 2024

The Company has always taken benchmarking first-class enterprises, improving governance capabilities, improving corporate operation level, and actively rewarding shareholders and investors as the starting point and ultimate goal of various tasks. In 2024, the Board will continue to uphold the attitude of being responsible to all shareholders, earnestly perform the duties of the Board, give full play to the core role in corporate governance, ensure the scientific and efficient decision-making of the Company, lead the management and all employees of the Company to jointly promote the implementation of the Company’s development strategy, and maximize the interests of all shareholders and the Company. The Board will carry out its work in the following aspects:

(i) Give full play to the core role of the Board in corporate governance

The Board of the Company will continue to give full play to the core role of the Board in corporate governance, solidly carry out the daily work of the Board, implement the resolutions of the shareholders’ meetings in accordance with the established business objectives and development direction of the Company, strive to promote the implementation of the Company’s development strategy, ensure the scientific and efficient decision-making of the Company, and ensure the healthy, stable and sustainable development of the Company.

(ii) Continuously improving the standardized operation and governance level of the Company

The Board of the Company will pay close attention to the latest laws and regulations and the requirements of rules and regulations, continuously improve the internal control system, continuously improve various rules and management systems, and improve management efficiency. At the same time, the Board strengthened the training of Directors’ ability to perform their duties, gave full play to the supervisory role of the Board of Supervisors, independent Directors and internal audit department of the Company in the operation and management of the Company, continuously improved the ability of risk prevention, and provided a strong guarantee for the sustainable development of the Company.

(iii) Strengthening the management of subsidiaries and improving the overall development quality

Based on the actual situation and the opportunity of the formal implementation of the new Company Law, the Company will continue to improve the governance structure, internal control and risk management system, improve the level of internal control management, form a relatively perfect management system, supervise the compliance operation of subsidiaries, strive to improve the operating performance and improve the overall development quality of the Company from the perspective of the Company and its subsidiaries.

(iv) Effectively improve the quality of information disclosure and strengthen investor relations management

The Board of the Company will continue to earnestly fulfill its information disclosure obligations to ensure the fairness, timeliness, authenticity, accuracy and completeness of information disclosure, improve the management level and transparency of the Company, so that investors can timely understand the Company's operation and protect the interests of investors to the greatest extent. The Company will continue to improve investor communication channels and methods, improve the transparency of the Company's information, enhance investors' understanding and recognition of the Company, and establish a long-term and stable good relationship between the Company and investors.

(v) Regulate the use of proceeds and accelerate business layout

In 2024, the Company will continue to strengthen the management of the use of proceeds and improve the efficiency of the use of proceeds. The Company will gradually promote the construction of fundraising projects, continue to strengthen the integration and coordination of various segments, vigorously develop external market business, continue to explore business cooperation opportunities in the field of new energy, and cultivate new profit growth points. At the same time, the Company will continue to use and disclose the proceeds; promote the Company's value maintenance management and actively strengthen investor relations management. Based on the existing high-quality customer resources and reasonable market layout, the Company will make every effort to expand new markets and new projects to achieve a new level of development.

DEEWIN TIANXIA CO., LTD
Work Report of the Board of Supervisors for 2023

In the year 2023, with the joint efforts of all Supervisors and the support and cooperation of the Board of Directors and leaders at all levels, in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws and regulations, as well as the Articles of Association and the Rules of Procedure of the Board of Supervisors, in the spirit of being responsible to all shareholders of the Company, the Board of Supervisors earnestly performed the functions and powers conferred by relevant laws and regulations, actively and effectively carried out its work, supervised the legal operation of the Company and the performance of duties by the directors and senior management of the Company, and safeguarded the legitimate rights and interests of the Company and its shareholders.

I. MEETINGS OF THE BOARD OF SUPERVISORS

The Company held two meetings of the Board of Supervisors in 2023 and considered and approved 13 issues, including the Work Report of the Board of Supervisors for the year 2022, the 2022 annual final financial report, the comprehensive budget plan for the year 2023, the consolidated financing credit facilities for 2023, as well as the change of the Company's supervisors, the 2022 consolidated financial statements, the 2022 annual results announcement, the 2022 annual report, the 2022 environmental, social and governance (ESG) report, the 2023 interim consolidated financial statements, the announcement of the Company's interim results for the year ended 30 June 2023, the interim report for 2023, and the non-recommendation of the Company the payment of an interim dividend for the period ending 30 June 2023, among other matters.

II. PERFORMANCE OF DUTIES BY THE BOARD OF SUPERVISORS

(i) Acting in accordance with the rules, operating in accordance with the law and performing its supervisory functions

All members of the Board of Supervisors attended all meetings of the Board of Supervisors, considered all resolutions, and earnestly performed their supervisory functions. By attending the Board of Directors' meetings and shareholders' meetings, the Board of Supervisors has listened to the important proposals and resolutions of the Company, understood the formation process of the Company's material decisions and grasped the results of the Company's operation performance, while performing the Board of Supervisors' function of informed supervision and inspection; understanding the Company's major decisions and playing the necessary audit function as well as the statutory supervision role.

(ii) Strengthening supervision and inspection to prevent irregularities

In accordance with relevant regulations and the Articles of Association, the Board of Supervisors mainly followed up and understood the daily operation of the Company, and paid real-time attention to the internal and external information of the Company. The Board and the management team have given due attention and full support to the work of the Board of Supervisors. Through supervision and examination on the operating, financial and management conditions, the Board of Supervisors is of the view that the Company has conducted its business in respect of corporate governance, business development of Deewin Tianxia and its subsidiaries, financial accounting and results of the Company pursuant to the requirements of the Articles of Association of the Company in 2023. The Board of Supervisors has not found any damage to the interests of the Company and the Shareholders.

Adhering to the principle of authorization control, the Company has formulated the Measures for the Implementation of the “Three Importance and One Significance Events” Decision-making System, and acted in accordance with the terms of reference of the general meeting, the Board and the management. There was no violation of the Articles of Association, or ultra vires the Company’s major decision-making matters without the consideration and decision of the general meeting and the Board. The Shareholders’ general meeting has fulfilled its functions of the right, the Board has fulfilled its functions of decision-making, the Board of Supervisors has fulfilled its functions of supervision and the management has fulfilled its functions execution in general.

In addition, the Board of Supervisors had not found any acts of Directors and managers which are in breach of discipline, regulations and the Articles of Association or against the interests of the Company in fulfilling their duties.

III. THE BOARD OF SUPERVISORS’ REVIEW OF MATTERS RELATING TO THE COMPANY IN 2023**(i) Operation of the Company in accordance with the law**

In 2023, the Board of Supervisors supervised the procedures for convening general meetings and Board meetings of the Company, the resolutions, the implementation of resolutions of general meetings by the Board, and the performance of duties by the senior management of the Company. The Board of Supervisors is of the view that the decision-making procedures of the Company have strictly complied with the Company Law and other laws and regulations as well as the provisions made by the Stock Exchange and the Articles of Association; the Company has continuously improved its governance structure and continuously improved its internal control system based on the actual situation; the three meetings of the Company have standardised operation, reasonable decision-making and legal procedures, and the Board has earnestly implemented the resolutions of the general meetings and faithfully fulfilled its obligations of good faith; the Directors and senior management of the Company have not violated relevant laws and regulations and the Articles of Association or damaged the interests of the Company in performing their duties.

(ii) Financial work of the Company

In 2023, the Board of Supervisors carefully and meticulously inspected the financial system and financial management system for the year, carefully reviewed the Company's semi-annual and annual financial statements and reports, and effectively supervised, inspected and audited the Company's financial position. The Board of Supervisors is of the view that the Company's financial system is sound and the system is perfect; the financial position is good and the operation is standardised; the recognition and measurement of revenue, expenses and profits truly, accurately and completely reflect the Company's financial position, operating results and cash flow. During the Reporting Period, the Company's implementation of the Accounting Law, the Accounting Standards for Business Enterprises and other laws and regulations was good, and there were no false representations, misleading statements or material omissions.

(iii) Internal control situation

The Board of Supervisors is of the view that the Company has established a sound governance structure and internal control system in accordance with the basic principles of internal control and taking into account its own actual situation, which can meet the development needs of the Company's current operation and management, and that various internal control systems have been effectively implemented in the operation process. Ensure the healthy operation of the Company's various businesses and the control of operational risks. The Company's internal control system is sound, legal and effective, and there are no major defects. However, the Company should continue to pay attention to the problems of declining market penetration and increasing overdue rate, and strengthen the monitoring of leased vehicles. At the same time, the Group will optimise the management process of investment projects, standardise file management, and properly rectify the problems raised in the Group's investment inspection and investment evaluation.

(iv) Deposit and use of proceeds

The Board of Supervisors is of the view that the deposit and actual use of the proceeds of the Company in 2023 are in compliance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Administrative Measures for Proceeds. The use of proceeds is legal and compliant, and there is no disguised change in the use of proceeds and damage to the interests of shareholders. There is no illegal use of proceeds, and there is no violation of laws and regulations and damage to the interests of shareholders of the Company, especially minority shareholders.

(v) Connected transactions

The Board of Supervisors supervised and verified the connected transactions of the Company in 2023, and was of the view that the connected transactions of the Company were reasonable, the transaction prices were fair, the decision-making procedures were legal, and there was no prejudice to the interests of the Company and other Shareholders.

(vi) Information disclosure and prevention of insider trading

The Board of Supervisors is of the view that the Company strictly complied with relevant laws and regulations, the Administrative Measures for Information Disclosure and the Model Code for Securities Transactions by Directors in 2023. The Company's information disclosure process is clear, the scope of responsibilities and confidentiality responsibilities of relevant personnel of functional departments and subsidiaries for information disclosure are clear, and the risks are controllable. The information disclosure work is carried out in a legal, true and timely manner, and the legitimate interests of the Company, shareholders, creditors and other stakeholders are effectively protected. During the Reporting Period, the Company was not aware of any external leakage of inside information, use of inside information for insider trading or suggestion to others to use inside information for trading.

IV. WORK PLAN OF THE BOARD OF SUPERVISORS FOR 2024

In 2024, all members of the Board of Supervisors will perform their supervisory functions in strict accordance with relevant laws and regulations, the Articles of Association and the Rules of Procedure of the Board of Supervisors to further promote the improvement of corporate governance structure and the standardised operation of operation and management. At the same time, the Board of Supervisors will continue to promote its own construction, further improve the ability of the Board of Supervisors to perform its duties, better play the supervisory function of the Board of Supervisors, effectively safeguard the legitimate rights and interests of the Company and all Shareholders, and promote the sustainable and healthy development of the Company.

Appendix III serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to for, against or abstain from the special resolution to grant to the Board the Repurchase General Mandate.

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Neither the explanatory statement nor the proposed share repurchase has unusual features.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its securities.

Registered Capital

As of the Latest Practicable Date, the registered capital of the Company was RMB2,236,042,500, comprising 1,629,000,000 Domestic Shares and 607,042,500 H Shares. Subject to the passing of the proposed resolution granting the Repurchase General Mandate and on the basis that no Domestic Shares and/or H Shares will be allotted, issued or repurchased by the Company on or prior to the date of the AGM, the Domestic Share Class Meeting and the H Share Class Meeting, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 60,704,250 H Shares, being the maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of passing of the relevant resolution.

Reasons for Repurchase

The Directors consider that the Repurchase General Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Repurchase General Mandate will only be exercised when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

Funding of Repurchase

In repurchasing H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, regulations and rules of the PRC, including but not limited to surplus funds and undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with its financial position as of 31 December 2023 as disclosed in the latest published audited accounts contained in the 2023 annual report of the Company). However, the Directors do not propose to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company and the Shareholders as a whole.

Status of the Repurchased H Shares

The Listing Rules provide that all H Shares repurchased by the Company shall be automatically cancelled and the share certificates for such repurchased H Shares shall be cancelled and destroyed. The registered capital of the Company shall be reduced by an amount equal to the aggregate nominal value of such cancelled H Shares.

H share prices

The highest and lowest prices at which the H Shares were traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

Month	H Shares (HKD)	
	Highest	Lowest
2023		
April	1	0.84
May	1.1	0.86
June	1.8	1.04
July	2.08	1.65
August	1.9	1.51
September	1.99	1.75
October	2.22	1.89
November	2.25	2.17
December	2.21	1.94
2024		
January	2.1	1.49
February	2.05	1.21
March	1.35	1.35
From 1 April to the Latest Practicable Date	1.45	1.16

* Source of data: Tonghuashun iFind

Directors' Undertaking

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase General Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws, regulations and requirements of the PRC.

Disclosure of Interest

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any H Shares to the Company if the Repurchase General Mandate is approved at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting, respectively.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any H Shares held by them to the Company, or have undertaken not to do so, in the event that the Repurchase General Mandate is approved.

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

As of the Latest Practicable Date, to the best knowledge and belief of the Directors, Shaanxi Automobile Holding Group Co., Ltd. ("**Shaanxi Automobile Holding**") was the controlling shareholder of the Company, directly and indirectly holding 72.85% of the total issued share capital of the Company. The Company does not expect the exercise of the Repurchase General Mandate in full to have any implications under the Takeovers Code on Shaanxi Automobile Holdings. The Company has no present intention to exercise the General Mandate to repurchase Shares to such an extent as would result in the percentage of Shares held by the public being reduced below the minimum requirement set by the Stock Exchange, which currently stands at 25% of the Company's entire issued share capital).

In addition, the Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in a breach of Rule 8.08 of the Listing Rules.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company repurchased a total of 21,547,500 H Shares in the six months prior to the Latest Practicable Date, details of which are set out in the table below:

Date of repurchase	Number of H shares repurchased	Purchase consideration per share	
		Highest price paid (HK\$)	Lowest price paid (HK\$)
18 October 2023	3,000	2.03	2.03
19 October 2023	108,000	2.06	2.03
20 October 2023	135,000	2.09	2.05
24 October 2023	27,000	2.13	2.13
25 October 2023	300,000	2.17	2.14
26 October 2023	300,000	2.2	2.17
27 October 2023	300,000	2.2	2.12
30 October 2023	300,000	2.2	2.17
31 October 2023	300,000	2.2	2.18
1 November 2023	163,500	2.2	2.18
2 November 2023	282,000	2.2	2.17
7 November 2023	46,500	2.2	2.18
8 November 2023	33,000	2.2	2.19
9 November 2023	49,500	2.2	2.18
10 November 2023	45,000	2.2	2.19
13 November 2023	46,500	2.2	2.19
14 November 2023	49,500	2.2	2.19
15 November 2023	49,500	2.2	2.19
16 November 2023	49,500	2.2	2.2
17 November 2023	49,500	2.2	2.16
20 November 2023	49,500	2.2	2.19
21 November 2023	49,500	2.2	2.2
22 November 2023	22,500	2.2	2.2
23 November 2023	49,500	2.2	2.2
24 November 2023	48,000	2.2	2.2
27 November 2023	49,500	2.2	2.2
11 December 2023	49,500	2.2	1.94
12 December 2023	16,500	2.13	2.05
13 December 2023	48,000	2.13	2.13
14 December 2023	117,000	2.12	2.05
15 December 2023	3,000	2.16	2.16
18 December 2023	28,500	2.2	2.2
19 December 2023	213,000	2.2	2.2
20 December 2023	352,500	2.2	2.2

Date of repurchase	Number of H shares repurchased	Purchase consideration per share	
		Highest price paid (HK\$)	Lowest price paid (HK\$)
21 December 2023	352,500	2.2	2.2
22 December 2023	345,000	2.2	2.2
27 December 2023	354,000	2.2	1.95
28 December 2023	381,000	2.2	1.99
29 December 2023	496,500	2.2	2.2
2 January 2024	622,500	2	1.99
3 January 2024	657,000	1.96	1.9
4 January 2024	900,000	1.96	1.95
5 January 2024	1,080,000	1.98	1.95
8 January 2024	649,500	2	1.95
9 January 2024	1,500,000	2	1.95
10 January 2024	1,999,500	1.96	1.95
11 January 2024	2,499,000	1.98	1.95
12 January 2024	2,877,000	1.98	1.95
15 January 2024	2,898,000	2	1.95
16 January 2024	123,000	2	2
17 January 2024	22,500	2	2
18 January 2024	1,500	2	2
19 January 2024	3,000	2	2
22 January 2024	52,500	2	1.99

Details of the proposed amendments to the Articles of Association are as follows:

**Comparison Table of Amendments to the
Articles of Association of Deewin Tianxia Co., Ltd**

Original articles	Amended articles
<p>Article 1 The Articles of Association is formulated to protect the legitimate rights and interests of shareholders of Deewin Tianxia Co., Ltd (the “Company”) and to regulate the organization and conduct of the Company in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “PRC Company Law”), the Securities Law of the PRC (中華人民共和國證券法) (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份上市的特別規定) (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Guidelines on the Articles of Association of Listed Companies (上市公司章程指引) (the “Guidelines on the Articles”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange Listing Rules”) and other applicable laws and regulations.</p>	<p>Article 1 The Articles of Association is formulated to protect the legitimate rights and interests of shareholders of Deewin Tianxia Co., Ltd (the “Company”) and to regulate the organization and conduct of the Company in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “PRC Company Law”), the Securities Law of the PRC (中華人民共和國證券法) (the “Securities Law”), the Guidelines on the Articles of Association of Listed Companies (上市公司章程指引) (the “Guidelines on the Articles”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange Listing Rules”) and other applicable laws and regulations.</p>
<p>Article 2 The Company is a joint stock company established in accordance with the PRC Company Law, the Securities Law, the Special Regulations and other applicable regulations of the People’s Republic of China.</p>	<p>Article 2 The Company is a joint stock company established in accordance with the PRC Company Law, the Securities Law and other applicable regulations of the People’s Republic of China.</p>
	<p>Article 4 The Company was approved by the CSRC on 29 July 2021 and was listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 15 July 2022, with a total of 607,042,500 overseas listed foreign shares (including 64,042,500 over-allotment shares)</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 6 The registered capital of the Company is RMB1,629,000,000, and the paid-in capital is RMB1,629,000,000.</p>	<p>Article 7 The registered capital of the Company is RMB2,236,042,500, and the paid-in capital is RMB2,236,042,500.</p>
<p>Article 10 The Articles of Association are adopted by way of special resolution at the general meeting of the Company and shall become effective on the date when the Company’s overseas-listed foreign shares are listed and traded on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). The Articles of Association shall supersede and replace the Articles of Association previously filed with the administration for industry and commerce.</p> <p>.....</p>	<p>Article 11 The Articles of Association are adopted by way of special resolution at the general meeting of the Company and shall supersede and replace the Articles of Association previously filed with the administration for industry and commerce.</p> <p>.....</p>
<p>Article 12 The Constitution of the Communist Party of China (the “Party Constitution”) provides guidelines for the establishment of organization of the Communist Party of China, the implementation of Party activities, setting up of Party working organizations, reinforcement of Party staffing, and the guarantee of working expenses of Party organizations.</p>	<p>Article 13 The Constitution of the Communist Party of China (the “Party Constitution”) provides guidelines for the establishment of organization of the Communist Party of China, the implementation of Party activities, setting up of Party working organizations, reinforcement of Party staffing, and the guarantee of working expenses of Party organizations. The Company provides the necessary conditions to facilitate activities of CPC organization.</p>
<p>Article 17 All the shares issued by the Company are ordinary shares. The Company may create other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council. The shares of the Company are in the form of share certificates.</p>	<p>Article 18 The shares of the Company are in the form of share certificates.</p>

Original articles	Amended articles
<p>Article 18</p> <p>Shares of the same class issued at the same time shall be issued under the same condition and at the same price.</p> <p>The same price shall be paid for each of the shares subscribed for by any entity or individual. Domestic shares and overseas listed foreign shares issued by the Company are entitled to the same rights in any distribution in the form of dividends or any other form.</p>	<p>Article 19</p> <p>Shares of the same class issued at the same time shall be issued under the same condition and at the same price.</p>
<p>Article 20 The Company may offer shares to domestic investors and overseas investors subject to the approval by the securities regulatory authority of the State Council (the “CSRC”).</p> <p>.....</p>	<p>Article 21 The Company may offer shares to domestic investors and overseas investors subject to the approval by the securities regulatory authority of the State Council (the “CSRC”). Registration or filing procedures should be performed with the CSRC in accordance with the law.</p> <p>.....</p>
<p>Article 21</p> <p>Domestic shares can be converted into H Shares upon approval of the State Council or the institution authorised by the State Council and the consent of the Hong Kong Stock Exchange. Upon approval by the CSRC, domestic shareholders of the Company may transfer all or part of shares held by them to overseas investors and have such shares listed and traded on overseas stock exchanges. All or part of domestic shares may be converted into foreign shares, and such converted foreign shares are allowed to be listed and traded on overseas stock exchanges. Shares transferred and listed on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange. The listing and trading on such overseas stock exchange of shares so transferred do not need approval by voting at general meetings or meetings of class shareholders. The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.</p>	<p>Article 22</p> <p>Domestic shareholders of the Company who convert their domestic unlisted shares into overseas listed shares and list such shares at overseas trading places shall comply with the relevant regulations of the CSRC and entrust the Company to file with the CSRC. Shares transferred and listed on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange. The listing and trading on such overseas stock exchange of shares so transferred do not need approval by voting at general meetings.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 23 The total number of shares at the time of establishment was 1,629,000,000. The capital structure of the Company at the time of establishment was as follows: 1,629,000,000 ordinary shares, with par value of RMB1 each, all held by each promoter shareholder.</p> <p>.....</p>	<p>Article 24 The total number of shares at the time of establishment was 1,629,000,000. The capital structure of the Company at the time of establishment was as follows: 1,629,000,000 ordinary shares, with par value of RMB1 each, all held by each promoter shareholder.</p> <p>.....</p>
<p>Article 24 With the approval of CSRC, the Company may make an initial public offering of 624,450,000 ordinary shares of overseas listed foreign shares (including over-allotment of 81,450,000 shares) to overseas investors. All of these ordinary shares are H shares.</p> <p>After the completion of the aforesaid issuance of overseas listed foreign shares, if the over-allotment option is not exercised, the share capital structure of the Company will be as follows: 2,172,000,000 ordinary shares, of which 1,500,146,100 shares are held by the promoter Shaanxi Automobile Group Co., Ltd., representing 69.07% of the total ordinary share capital; 117,125,100 shares are held by the promoter Shaanxi Heavy Duty Automobile Co., Ltd., representing 5.39% of the total ordinary share capital; 11,728,800 shares are held by the promoter Shaanxi Group Commercial Automobile Co., Ltd., representing 0.54% of the total ordinary share capital; 543,000,000 shares are held by shareholders of H shares, representing 25.00% of the total ordinary share capital.</p>	<p>Article 25 The Company was listed on the Hong Kong Stock Exchange on 15 July 2022, and the Company issued a total of 607,042,500 overseas listed foreign shares. Upon completion of the issuance of the above overseas listed foreign shares, the share capital structure of the Company is as follows: all are ordinary shares, with a total number of 2,236,042,500 shares. Among which, Shaanxi Automobile Group Co., Ltd. held 1,500,146,100 shares, representing 67.09% of the total issued ordinary shares of the Company; Shaanxi Heavy Duty Automobile Co., Ltd. held 117,125,100 shares, representing 5.24% of the total issued ordinary shares of the Company; Shaanxi Group Commercial Automobile Co., Ltd. held 11,728,800 shares, representing 0.52% of the total issued ordinary shares of the Company; and shareholders of overseas listed foreign shares held 607,042,500 shares, representing 27.15% of the total issued ordinary shares of the Company.</p>

Original articles	Amended articles
<p>If the over-allotment option is exercised in full, the share capital structure of the Company will be as follows: 2,253,450,000 ordinary shares, of which 1,500,146,100 shares are held by the promoter Shaanxi Automobile Group Co., Ltd., representing 66.57% of the total ordinary share capital; 117,125,100 shares are held by the promoter Shaanxi Heavy Duty Automobile Co., Ltd., representing 5.20% of the total ordinary share capital; 11,728,800 shares are held by the promoter Shaanxi Group Commercial Automobile Co., Ltd., representing 0.52% of the total ordinary share capital; 624,450,000 shares are held by shareholders of H shares, representing 27.71% of the total ordinary share capital.</p>	
<p>Article 25 Upon the approval by the CSRC of the plan for issuing domestic shares and overseas listed foreign shares of the Company, the Board of the Company may arrange for the implementation of such plan by means of separate issues.</p> <p>The Company’s plan for separate issues of domestic shares and overseas listed foreign shares in accordance with the preceding paragraph may be implemented separately within 15 months from the date of approval by the CSRC.</p>	/
<p>Article 26 If the Company issues domestic shares and overseas listed foreign shares separately within the total amount of shares specified in the issue plan, such issues shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for once due to special circumstances, the shares may, subject to the approval of the CSRC, be issued in several stages.</p>	/

Original articles						Amended articles																														
<p>Article 27 The registered capital of the Company before the issuance of H shares was RMB1,629 million. The names of each shareholder, the amount of shares held in the Company, the shareholding ratio, contribution mode, and payment deadline before the issuance of H shares are as follows:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Name of promoter</th> <th>Contribution mode</th> <th>Payment deadline</th> <th>Number of shares subscribed for (share)</th> <th>Shareholding ratio (%)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Shaanxi Automobile Group Co., Ltd.</td> <td>Currency and equity</td> <td>31 March 2021</td> <td>1,500,146,100</td> <td>92.09</td> </tr> <tr> <td>2</td> <td>Shaanxi Heavy Duty Automobile Co., Ltd.</td> <td>Equity</td> <td>31 March 2021</td> <td>117,125,100</td> <td>7.19</td> </tr> <tr> <td>3</td> <td>Shaanxi Group Commercial Automobile Co., Ltd.</td> <td>Currency</td> <td>31 March 2021</td> <td>11,728,800</td> <td>0.72</td> </tr> <tr> <td>Total</td> <td></td> <td></td> <td></td> <td>1,629,000,000</td> <td>100.00</td> </tr> </tbody> </table> <p>Upon the issuance of the aforesaid H Shares, in case of failure to exercise the over-allotment option, the registered capital of the Company was RMB2,172,000,000; in case of exercising the over-allotment option, the registered capital of the Company was RMB2,253,450,000 at most. Changes in the registered capital of the Company shall be registered with the administration for industry and commerce.</p>						No.	Name of promoter	Contribution mode	Payment deadline	Number of shares subscribed for (share)	Shareholding ratio (%)	1	Shaanxi Automobile Group Co., Ltd.	Currency and equity	31 March 2021	1,500,146,100	92.09	2	Shaanxi Heavy Duty Automobile Co., Ltd.	Equity	31 March 2021	117,125,100	7.19	3	Shaanxi Group Commercial Automobile Co., Ltd.	Currency	31 March 2021	11,728,800	0.72	Total				1,629,000,000	100.00	/
No.	Name of promoter	Contribution mode	Payment deadline	Number of shares subscribed for (share)	Shareholding ratio (%)																															
1	Shaanxi Automobile Group Co., Ltd.	Currency and equity	31 March 2021	1,500,146,100	92.09																															
2	Shaanxi Heavy Duty Automobile Co., Ltd.	Equity	31 March 2021	117,125,100	7.19																															
3	Shaanxi Group Commercial Automobile Co., Ltd.	Currency	31 March 2021	11,728,800	0.72																															
Total				1,629,000,000	100.00																															
<p>Article 28 Unless otherwise required by laws and administrative regulations and Hong Kong Stock Exchange, shares of the Company are transferable in accordance with the law and are not subject to any lien.</p>						/																														

Original articles	Amended articles
<p>Article 29 The Company shall not accept its own shares as collateral.</p>	/
<p>Article 30 Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company. Shares issued by the Company prior to the public offering of its shares shall not be transferred within one year from the date of listing and trading of the shares of the Company on a stock exchange.</p> <p>The Directors, supervisors, and senior management of the Company shall declare the number of shares held by them and the relevant changes. The number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The shares of the Company held by them shall not be transferred within six months after their resignation. If H-shares are involved in the transfer stated in this clause, the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange and the applicable laws and regulations shall be observed.</p>	/

Original articles	Amended articles
<p>Article 31 For Directors, supervisors, senior management and shareholders holding more than 5% of the Company’s shares, if they have sold the shares of the Company held by them within six months after purchasing such shares, or they have purchased the shares within six months after selling their shares, the gains obtained therefrom shall be attributed to the Company and be forfeited by the Board. If H-shares are involved in the transfer stated in this clause, the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange and the applicable laws and regulations shall be observed. However, if a securities company holds more than five percent of the shares after purchasing the remaining shares upon public offering due to underwriting, the sale of the shares shall not be subject to a six-month time limit.</p> <p>If the Board of the Company does not comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the Board to do so within 30 days. If the Board of the Company fails to follow the above-mentioned deadline, the shareholders shall have the right to file a lawsuit directly to the People’s Court in their own name in the interest of the Company.</p> <p>If the Board of the Company does not comply with the provisions of the first paragraph of this Article, the responsible Directors shall be jointly and severally liable in accordance with the law.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 34 In case of reduction of registered capital of the Company, the Company shall prepare a balance sheet and a property list.</p> <p>The Company shall notify its creditors within 10 days from the date of adoption of a resolution to reduce its registered capital, make a public announcement about the resolution in newspapers recognized by the relevant regulatory authorities located at the listing place of its shares within 30 days, and publish it on the websites of the Company and the relevant stock exchange according to the requirements of the place where its shares are listed. The creditors shall, within 30 days since the date of receiving a written notice or within 45 days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.</p> <p>The registered capital of the Company following the reduction of registered capital shall not fall below the minimum statutory requirement.</p>	<p>/</p>
<p>Article 35 Under the following circumstances, the Company may repurchase its issued shares in accordance with the provisions of the relevant laws, administrative regulations, departmental rules and the Articles of Association:</p> <p>.....</p> <p>Except for the abovementioned situations, the Company shall not engage in trading of its shares.</p> <p>Where the Company repurchases its own shares, it shall perform its information disclosure obligations in accordance with the Securities Law and the Listing Rules of Hong Kong Stock Exchange.</p>	<p>Article 29 The Company shall not repurchase its own shares, save as under any one of the following circumstances:</p> <p>.....</p> <p>Where the Company repurchases its own shares, it shall perform its information disclosure obligations in accordance with the Securities Law and the Listing Rules of Hong Kong Stock Exchange.</p>

Original articles	Amended articles
<p>Article 36 The Company may repurchase its shares in one of the following manners:</p> <p>(I) by issuing repurchase offer to all the shareholders based on the same proportion;</p> <p>(II) through public trading on a stock exchange;</p> <p>(III) through agreement outside the stock exchange;</p> <p>(IV) other circumstances stipulated by laws, administrative regulations and approved by the relevant competent departments of the State.</p> <p>If the Company intends to repurchase its shares in accordance to the situations set out in subparagraphs (III), (V) and (VI) of Article 35, the repurchase shall be conducted through public and centralized trading.</p>	<p>Article 30 The Company may repurchase its shares through open and concentrated transactions or other ways permitted by laws and administrative regulations and recognized by the CSRC.</p> <p>If the Company intends to repurchase its shares in accordance to the situations set out in subparagraphs (III), (V) and (VI) of Article 29, the repurchase shall be conducted through public and centralized trading.</p>

Original articles	Amended articles
<p>Article 38 Where the Company repurchases its shares for the reasons set out in subparagraphs (I) and (II) of Article 35 of the Articles of Association, a resolution adopted at a general meeting is required. The repurchase of shares of the Company under the circumstances set out in subparagraphs (III), (V) and (VI) of Article 35 of the Articles of Association shall be subject to the resolution made at a Board meeting attended by more than two-thirds of the Directors. After the Company acquires its own shares in accordance with Article 35, if it falls under the circumstance of subparagraph (I), it shall cancel the shares within 10 days from the date of acquisition; if it falls under the circumstances of item (II) and (IV), it shall transfer or cancel the shares within 6 months from the date of acquisition. The number of shares of the Company acquired by the Company in accordance with the provisions of subparagraphs (III), (V) and (VI) of Article 35 shall not exceed 10% of the total number of issued shares of the Company, and shall be transferred or canceled within three years.</p> <p>The repurchase of H shares by the Company shall comply with the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange.</p> <p>The Company shall apply to the original company registration authority for registration of change of registered capital and make relevant announcement in accordance with law for cancellation of shares.</p> <p>The total par value of the canceled shares shall be deducted from the registered capital of the Company.</p>	<p>Article 31 Where the Company repurchases its shares for the reasons set out in subparagraphs (I) and (II) of Article 29 of the Articles of Association, a resolution adopted at a general meeting is required. The repurchase of shares of the Company under the circumstances set out in subparagraphs (III), (V) and (VI) of Article 29 of the Articles of Association shall be subject to the resolution made at a Board meeting attended by more than two-thirds of the Directors. After the Company acquires its own shares in accordance with Article 29, if it falls under the circumstance of subparagraph (I), it shall cancel the shares within 10 days from the date of acquisition; if it falls under the circumstances of item (II) and (IV), it shall transfer or cancel the shares within 6 months from the date of acquisition. The number of shares of the Company acquired by the Company in accordance with the provisions of subparagraphs (III), (V) and (VI) of Article 29 shall not exceed 10% of the total number of issued shares of the Company, and shall be transferred or canceled within three years.</p> <p>The repurchase of H shares by the Company shall comply with the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange.</p>

Original articles	Amended articles
<p>Article 39 Unless the Company is in the course of liquidation, it shall comply with the following provisions in repurchasing its issued and outstanding shares:</p> <p>(I) Where the Company repurchases its shares at par value, payment shall be made out of the book balance of distributable profits of the Company or out of proceeds of the issuance of new shares for that purpose;</p> <p>(II) Where the Company repurchases its shares at a premium to their par value, payment up to the par value shall be made out of the book balance of distributable profits of the Company or out of the issuance of new shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(1) If the shares repurchased were issued at their par value, payment shall be made out of the book balance of distributable profits;</p> <p>(2) If the shares repurchased were issued at a premium to their par value, payment shall be made out of the book balance of distributable profit or out of the issuance of new shares made for that purpose; provided that the amount paid out of the proceeds of the issuance of new shares shall not exceed the total premium obtained at the time of issuance of the old shares or the current amount of the Company’s premium account (or capital common reserve account) (including the premiums from the issuance of new shares) at the time of repurchase;</p>	<p>/</p>

Original articles	Amended articles
<p>(III) The sums paid by the Company for the purposes set forth below shall be paid out of the Company’s distributable profits:</p> <p>(1) acquisition of the right to repurchase its own shares;</p> <p>(2) modification of any contract for repurchasing its own shares;</p> <p>(3) release from any of its obligations under any repurchase contract.</p> <p>(IV) After the par value of the annulled shares has been deducted from the registered capital of the Company in accordance with relevant provisions, that portion of the amount deducted from the distributable profit for payment of the par value portion of the shares repurchased shall be transferred to the Company’s premium account (or capital common reserve account).</p>	
<p>Article 40 Neither the Company nor any of its subsidiaries shall at any time and in any manner provide financial assistance to a person who acquires or is proposing to acquire the shares of the Company. The aforesaid person acquiring the shares of the Company includes any person who has directly or indirectly incurred a liability as a result of the acquisition of the shares of the Company (the “obligor”).</p> <p>Neither the Company nor any of its subsidiaries shall at any time and in any manner provide financial assistance to the aforesaid obligor to reduce and discharge his liabilities.</p> <p>The provision hereunder is not applicable to the circumstances as set out in Article 42 of this Chapter.</p>	/

Original articles	Amended articles
<p>Article 41 The “financial assistance” referred to in this Chapter shall include but not limited financial assistance in the forms set out below:</p> <p>(I) gift;</p> <p>(II) guarantee (including the provision of any undertaking or property to secure the performance of obligations by the obligor), advance or indemnity (other than an indemnity in respect of the Company’s own default), or release or waiver of rights;</p> <p>(III) provision of a loan or the conclusion of any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to or the assignment of rights under such loan or contract;</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>“Incurring an obligation” referred to in this Chapter includes incurring an obligation by making a contract or arrangement (whether enforceable or unenforceable, and whether made on one’s own account or with any other person) or by changing one’s financial position by any other means.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 42 The following activities are not deemed to be prohibited under Article 40 of this Chapter:</p> <p>(I) the provision of financial assistance by the Company which is for the benefit of the Company in good faith and the main purpose of which is not to purchase shares of the Company, or the financial assistance which is an incidental part of a master plan of the Company;</p> <p>(II) the lawful distribution of the Company’s assets as dividends;</p> <p>(III) the distribution of dividends in the form of shares;</p> <p>(IV) a reduction of registered capital, a repurchase of shares, capital restructuring, etc. in accordance with these Articles of Association;</p> <p>(V) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance was paid out of the Company’s distributable profits);</p> <p>(VI) contributions made by the Company to the ESOP (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance was paid out of the Company’s distributable profits).</p>	<p>/</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
	<p>Article 32 The shares of the Company may be transferred in accordance with law.</p>
	<p>Article 33 The Company shall not accept its own shares as collateral.</p>
	<p>Article 34 Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company. Shares issued by the Company prior to the public offering of its shares shall not be transferred within one year from the date of listing and trading of the shares of the Company on a stock exchange.</p> <p>The Directors, supervisors, and senior management of the Company shall declare the number of shares held by them and the relevant changes. The number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The shares of the Company held by them shall not be transferred within six months after their resignation.</p>

Original articles	Amended articles
<p>Article 43 The share certificates of the Company shall be in registered form.</p> <p>The share certificates of the Company shall contain the particulars as required by the PRC Company Law and the Special Regulations, and any other items as required by any stock exchange on which the shares of the Company are listed.</p> <p>When its H-shares are listed in the Hong Kong Stock Exchange, the Company shall ensure that all the listing documents (including the H-share certificates) contain the following statements, and shall direct and cause its Share Transfer Registry to refuse to register the subscription, purchase or transfer of its shares in the name of any individual holder unless and until such individual holder has submitted to the Share Transfer Registry a duly signed form relating to such shares which contains the following statements:</p> <p>(I) the share purchasers and the Company and each shareholder, as well as the Company and each shareholder, agree to abide by and comply with the PRC Company Law, other relevant laws and the Special Regulations and these Articles of Association;</p>	<p>Article 35 When its H-shares are listed in the Hong Kong Stock Exchange, the Company shall ensure that all the listing documents (including the H-share certificates) contain the following statements, and shall direct and cause its Share Transfer Registry to refuse to register the subscription, purchase or transfer of its shares in the name of any individual holder unless and until such individual holder has submitted to the Share Transfer Registry a duly signed form relating to such shares which contains the following statements:</p> <p>(I) the share purchasers and the Company and each shareholder, as well as the Company and each shareholder, agree to abide by and comply with the PRC Company Law, other relevant laws and the Special Regulations and these Articles of Association;</p> <p>(II) the share purchasers agree with the Company and each of its shareholders that the shares of the Company are freely transferable by its holders;</p> <p>(III) the share purchaser authorizes the Company to enter into, on its behalf, a contract with each of the Directors and senior management who undertake to abide by and perform their duties to the shareholders as prescribed in the Articles of Association.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>(II) the purchaser of the shares agrees with the Company, each of the Company's shareholders, Directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of the Directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights in relation to the Company's affairs arising from the Articles of Association or any right or obligation under the PRC Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed an authorisation to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive;</p> <p>(III) the share purchasers agree with the Company and each of its shareholders that the shares of the Company are freely transferable by its holders;</p> <p>(IV) the share purchaser authorizes the Company to enter into, on its behalf, a contract with each of the Directors and senior management who undertake to abide by and perform their duties to the shareholders as prescribed in the Articles of Association.</p>	

Original articles	Amended articles
<p>Article 44 Share certificates shall be signed by the Chairman of the Board. Where the stock exchange on which the Company's shares are listed requires that the share certificates shall be signed by other senior management of the Company, the share certificates shall also be signed by the relevant senior management. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The affixing of the Company's seal on share certificates shall be authorized by the Board. The signatures of the Chairman of the Board of the Company or other relevant senior management on the share certificates may also be in printed form.</p> <p>Under the conditions of the paperless issuance and trading of the Company's shares, the provisions of the securities regulatory body where the Company's shares are listed shall apply.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 45 The Company shall keep a register of shareholders that shall contain the following items:</p> <p>(I) the name, address (domicile), occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid or payable on the shares held by each shareholder;</p> <p>(IV) the serial numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder was registered as a shareholder;</p> <p>(VI) the date on which each shareholder ceased to be a shareholder.</p> <p>The register of shareholders shall be the sufficient evidence of shareholders' shareholding in the Company, unless there is evidence to the contrary.</p> <p>All the issuance and transfer of overseas listed foreign shares shall be registered in the register of shareholders maintained at the listing place pursuant to the Articles of Association. Instrument of transfer and other documents relating to or affecting the ownership of any H shares shall be registered. If any fees are charged for such registration, such fees shall not exceed the maximum fees prescribed by the Hong Kong Stock Exchange from time to time.</p> <p>.....</p>	<p>Article 36 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, the register of shareholders represents sufficient evidence to prove the holding of shares in the Company by shareholders. Shareholders shall have rights and obligations according to the type of shares they hold; shareholders holding shares of the same type shall have the same rights and obligations.</p> <p>The Hong Kong branch register of shareholders of the Company must be available for inspection by shareholders. However, the Company may suspend the registration of shareholders on terms equivalent to section 632 of the Hong Kong Companies Ordinance.</p> <p>.....</p>

Original articles	Amended articles
<p>Article 46 The Company may, in accordance with the understanding and agreement reached between the CSRC and the overseas securities regulatory agency, keep the register of shareholders of overseas listed foreign shares outside China and appoint overseas agencies to maintain such register. The original register of shareholders of H shares shall be maintained in Hong Kong.</p> <p>Copies of the register of shareholders for overseas listed foreign shares shall be kept at the Company’s legal address. Appointed overseas agencies shall from time to time maintain the consistency of the original register of shareholders for overseas listed foreign shares and the copies thereof.</p> <p>In case of any inconsistency between the original and copies of the register of shareholders for overseas listed foreign shares, the original shall prevail.</p>	/
<p>Article 47 The Company shall keep a complete register of shareholders. The register of shareholders shall be comprised of the following parts:</p> <p>(I) register of shareholders other than those provided in paragraphs (II) and (III) below kept at the Company’s legal address;</p> <p>(II) register of shareholders for overseas listed foreign shares kept at the place where the overseas stock exchange in which those shares are listed is located; the original register of shareholders of overseas listed shares listed in Hong Kong Stock Exchange shall be maintained in Hong Kong;</p> <p>(III) register of shareholders maintained in other place(s) as the Board thinks fit for the purpose of listing the shares of the Company.</p>	/

Original articles	Amended articles
<p>Article 48 Different parts of the register of shareholders shall not overlap. No transfer of shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.</p> <p>The alteration or rectification of any part of the register of shareholders shall be carried out in accordance with the laws of the place where such part of the register is maintained.</p>	/
<p>Article 49 Except as otherwise provided by laws, regulations and rules of the securities regulatory authorities where the shares of the Company are listed, all overseas listed foreign shares listed in Hong Kong with paid-up capital may be freely transferred in accordance with the Articles of Association; provided that the Board may refuse to recognize any instrument of transfer without assigning any reason therefor, unless:</p> <p>(I) instruments of transfer and other documents relating to or affecting the title to any shares shall be registered and, if any fee is charged for such registration, the fee shall be HK\$2.5 (per instrument of transfer) or such fee as may be prescribed by the Hong Kong Stock Exchange (if higher);</p> <p>(II) the instrument of transfer only involves the overseas listed foreign shares listed in Hong Kong;</p> <p>(III) the stamp duty payable under the laws of Hong Kong on the instrument of transfer has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;</p>	/

Original articles	Amended articles
<p>(V) if the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than four; and</p> <p>(VI) the relevant shares are free of any lien in favor of the Company. If the Company refuses to register the transfer of shares, the Company shall give notice to the transferor and the transferee within two months from the date of the official filing of the transfer request.</p> <p>All transfers of overseas listed foreign shares shall be in a general or ordinary format acceptable to the exchange or in any other written form acceptable to the Board of Directors. Written transfer documents can be signed by hand and no seal is required. If the transferor or transferee of the Company's shares is a recognised clearing house as defined in the laws of Hong Kong (the "Recognized Clearing House") or its agent, the written transfer document may be signed by hand or in a machine-printed form. All instruments of transfer shall be left at the legal address of the Company or at such other place as the Board may from time to time designate.</p>	
<p>Article 51 When the Company holds a shareholders' general meeting, distributes dividends, liquidates and engages in other acts that require recognition of equity, the Board shall decide that a certain date shall be the share registration date, and the shareholders registered after the close of business on the share registration date shall be the shareholders entitled to the relevant rights and interests.</p>	<p>Article 38 When the Company holds a shareholders' general meeting, distributes dividends, liquidates and engages in other acts that require recognition of equity, the Board or the convenor of the shareholders' general meeting shall decide the share registration date, and the shareholders registered after the close of business on the share registration date shall be the shareholders entitled to the relevant rights and interests.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 52 Any person that objects to the register of shareholders and requests to register his/her name on, or delete his/her name from the register may apply with the court with jurisdiction to amend the register.</p>	/
<p>Article 53 If the individual who has his/her name registered or requests to have his/her name registered on the register of shareholders loses his/her share certificate (i.e., the “Original Share Certificate”), he/she may apply to the Company for issuing a replacement share certificate representing the same shares (i.e., the “Related Shares”).</p> <p>Where the share certificates of domestic shareholders are stolen, lost or extinguished, the shareholders, applying for issuing replacement share certificates, shall follow the relevant provisions of the PRC Company Law.</p> <p>In the event that the share certificates of a shareholder of overseas listed foreign shares are stolen, lost or extinguished, the shareholders, applying for issuing replacement share certificates, shall follow the procedures as required by the laws, rules of the stock exchange or any other related regulations in the place where the register of shareholders for such overseas listed foreign shares is kept. If authorized to issue warrants to bearers, the Company shall not issue any new warrant to replace the lost warrant unless the Company is satisfied beyond reasonable doubt that the original warrant has been destroyed.</p>	/

Original articles	Amended articles
<p>In the event that a shareholder of H shares loses his/her share certificate(s) and applies for issuing replacement share certificate(s), such issuance shall be subject to the following conditions:</p> <p>(I) the applicant is required to lodge his/her application in standard form as specified by the Company with a notarization or a statutory declaration. The notarial certificate or statutory declaration shall include the reasons for the application, the details and evidence for the loss of the share certificates, and the declaration to state that no other persons are entitled to be registered as shareholders of the same shares;</p> <p>(II) the Company shall not have received any declarations requesting for registration as a shareholder in respect of such shares from any person other than the applicant before it decides to issue a replacement share certificate;</p> <p>(III) once the Company decides to issue replacement share certificates to the applicant, a press announcement on the issue of the same will be published on a newspaper specified by the Board. The announcement should be published at least once every 30 days during a period of 90 days;</p> <p>(IV) the Company is required, prior to the publication of the announcement on the issue of replacement share certificates, to deliver to the stock exchange where the relevant shares are listed a copy of the announcement in question. The announcement is allowed to be published once the Company has received the confirmation of the stock exchange that the announcement has been posted in the stock exchange. The Company shall post the announcement in the stock exchange for a period of 90 days;</p>	

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the relevant shares, the Company shall mail to such shareholder a photocopy of the announcement that it intends to publish;</p> <p>(V) if the Company has not received any objection from any person in respect of the issue of replacement share certificates upon the expiration of the 90 day period as required in paragraphs (III) and (IV) of this Article, the Company may issue replacement share certificates according to the application of the applicant;</p> <p>(VI) the Company is required to cancel the original share certificates immediately once the replacement share certificates are issued, and enter the cancellation and the issuance into the register of shareholders as required by this Article;</p> <p>(VII) the applicant shall bear all the costs incurred to the Company for the cancellation of the original share certificates and the issue of replacement share certificates. The Company has the right to refuse to take any action until reasonable guarantees are provided by the applicant.</p>	
<p>Article 54 Upon the issuance of replacement share certificates by the Company according to the provisions of the Articles of Association, the names of the bona fide purchasers who have acquired such new share certificates and the shareholders (if they are bona fide purchasers) who have been subsequently registered as holders of the shares are not allowed to be deleted from the register of shareholders.</p>	/
<p>Article 55 The Company is not liable to compensate for any losses incurred to any person as a result of the cancellation of the original share certificate or the issuance of a replacement certificate, unless such person is able to prove that there is fraud on the part of the Company.</p>	/

Original articles	Amended articles
<p>Article 56 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders.</p> <p>The shareholders shall enjoy the rights and assume the obligations according to the class and amount of the shares they hold. The shareholders holding the same class of shares shall enjoy the equal rights and assume the equal obligations.</p> <p>In addition to shareholders of other classes of shares, shareholders of domestic shares and H shares are shareholders of different classes. Various classes of shareholders of the Company shall have equal rights (in no particular order) in any distribution made in the form of dividends or otherwise. If the share capital of the Company includes non-voting shares, words “non-voting” shall be inserted into the names of such shares. Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).</p> <p>When a legal person is a shareholder of the Company, its legal representative or the person authorized by the Board or other decision-making authorities shall exercise right on its behalf. Where appropriate, adequate voting rights will be ensured for the preferred shareholders (if any).</p> <p>When the Company convenes general meetings, distributes dividends, executes clearing or makes other conducts that need to identify the shareholders, the Board or the convener of general meetings shall determine the Record Date. The shareholders included in the register of shareholders on the Record Date shall be the entitled shareholders.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 57 Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(V) to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. To obtain the Articles of Association after paying the production cost;</p> <p>2. The rights to inspect and obtain photocopies of the following documents upon payment of a reasonable charge:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal data of the directors, supervisors, and 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 other part-time jobs and titles;</p> <p>(e) identity documents and numbers.</p> <p>(3) report on the status of the issued share capital of the Company;</p> <p>(4) reports (breakdown by domestic shares and foreign shares) showing the aggregate par value, number of shares, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last fiscal year, as well as all the expenses paid by the Company therefore;</p>	<p>Article 39 Shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(V) To inspect the Articles of Association, register of shareholders, corporate bond stubs, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial and accounting reports;</p> <p>to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. To obtain the Articles of Association after paying the production cost;</p> <p>2. The right to inspect free of charge and, on payment of a reasonable fee, to make copies of the documents listed below:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) meeting minutes of general meetings;</p> <p>(3) the rights to inspect and obtain photocopies upon payment of a reasonable charge:</p> <p>① personal data of the directors, supervisors, and 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 other part-time jobs and titles;</p> <p>(e) identity documents and numbers.</p>

Original articles	Amended articles
<p>(5) meeting minutes of general meetings (only available for shareholders' inspection) and copies of the Company's special resolutions, and copies of resolutions of meetings of the Board and the Supervisory Committee;</p> <p>(6) the latest audited financial statements and accounting reports of the Board, accounting firms and the Supervisory Committee;</p> <p>(7) copies of the return for the latest period, if applicable, which has been filed with China's Administration for Market Regulation or other competent authorities;</p> <p>(8) bond record of the Company.</p> <p>The Company shall maintain the documents set out in the aforesaid items (1), (3), (4), (5), (6) and (7) at the Company's domicile and its place of business in Hong Kong for free inspection by the public and the shareholders in accordance with the requirements of the Listing Rules of the Hong Kong Stock Exchange (except for the minutes of general meetings which are only available for inspection by shareholders). If the contents to be inspected and copied involve the Company's trade secrets and inside information, the Company may refuse to provide the relevant information.</p> <p>.....</p>	<p>② report on the status of the issued share capital of the Company;</p> <p>③ reports (breakdown by domestic shares and foreign shares) showing the aggregate par value, number of shares, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last fiscal year, as well as all the expenses paid by the Company therefore;</p> <p>.....</p>
<p>Article 58 Any shareholder requesting for inspection of the relevant information as set forth in the preceding paragraph or for obtaining information shall furnish with the Company written document evidencing the class and quantity of shares it holds in the Company and the Company shall comply with such shareholder's request upon verification of its shareholder capacity. Shareholders shall keep confidential the information and data they inspected.</p>	<p>Article 40 Any shareholder requesting for inspection of the relevant information as set forth in article 39 or for obtaining information shall furnish with the Company written document evidencing the class and quantity of shares it holds in the Company and the Company shall comply with such shareholder's request upon verification of its shareholder capacity. Shareholders shall keep confidential the information and data they inspected.</p>

Original articles	Amended articles
<p>Article 63 Shareholders of ordinary shares of the Company shall assume the following obligations:</p> <p>(I) to comply with the laws, administration regulations and the Articles of Association;</p> <p>(II) to pay the subscribed share capital for the shares subscribed in accordance with the agreed manner of capital contribution;</p> <p>(III) to be liable to the Company within the limits of the shares they hold;</p> <p>(IV) no withdrawal from the Company except for the circumstances set out in the relevant laws and administrative regulations;</p> <p>(V) no abuse of shareholder’s rights to damage the interests of the Company or other shareholders; no abuse of the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;</p> <p>(VI) if any shareholder of the Company abuses the shareholder’s rights and causes loss to the Company or other shareholders, he/she shall be liable for the compensation;</p> <p>(VII) if any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damage the interests of the creditors of the Company, he/she shall bear joint liability for the debts of the Company;</p> <p>(VIII) other obligations to be assumed by the Shareholders according to the laws, administration regulations and the Articles of Association.</p>	<p>Article 45 Shareholders of the Company shall assume the following obligations:</p> <p>(I) to comply with the laws, administration regulations and the Articles of Association;</p> <p>(II) to pay the subscribed share capital for the shares subscribed in accordance with the agreed manner of equity participation;</p> <p>(III) no withdrawal from the Company except for the circumstances set out in the relevant laws and administrative regulations;</p> <p>(IV) no abuse of shareholder’s rights to damage the interests of the Company or other shareholders; no abuse of the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;</p> <p>(V) other obligations to be assumed by the Shareholders according to the laws, administration regulations and the Articles of Association.</p> <p>if any shareholder of the Company abuses the shareholder’s rights and causes loss to the Company or other shareholders, he/she shall be liable for the compensation; if any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damage the interests of the creditors of the Company, he/she shall bear joint liability for the debts of the Company;</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 66</p> <p>(XIV) to review and approve a short term and medium to long term debt financing that single amount exceeds 50% of the Company’s audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company’s audited net assets of the latest period (excluding wholly-owned subsidiaries and holding subsidiaries);</p> <p>(XV) to review and approve stock incentive scheme;</p> <p>(XVI) to consider other matters that shall be decided by the general meeting according to laws, administrative regulations, department rules and the Articles of Association.</p> <p>.....</p>	<p>Article 48</p> <p>(XIV) to review and approve the change of use of proceeds;</p> <p>(XV) to review and approve a short term and medium to long term debt financing that single amount exceeds 50% of the Company’s audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company’s audited net assets of the latest period (excluding financing from wholly-owned subsidiaries and holding subsidiaries);</p> <p>(XVI) to review and approve stock incentive scheme and Employee Stock Ownership Plan;</p> <p>(XVII) to consider other matters that shall be decided by the general meeting according to laws, administrative regulations, department rules and the Articles of Association.</p> <p>.....</p>
<p>Article 67 External guarantees of the Company shall be carried out in strict accordance with the above provisions of examination and approval authority. In addition, if the Company provides guarantee for shareholders or actual controllers, it shall be subject to the resolution of the general meeting.</p> <p>.....</p>	<p>Article 49 External guarantees of the Company shall be carried out in strict accordance with the above provisions of examination and approval authority.</p> <p>.....</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 71 The general meeting shall be held at a designated meeting venue and held in the form of on-site meeting. The Company will also provide telephone, fax, video, network and other modern information technology means to facilitate the shareholders’ attendance to the general meeting. Shareholders who participate in the meeting in the aforesaid manner shall be deemed as present.</p>	<p>Article 53 The general meeting shall be held at a designated meeting venue and held in the form of on-site meeting. The Company will also provide other means permitted under the listing rules of the place where the shares are listed to facilitate the shareholders’ attendance to the general meeting. Shareholders who participate in the meeting in the aforesaid manner shall be deemed as present.</p>
<p>Article 72 More than half of the Company’s independent non-executive directors shall have the right to propose to the Board to hold an EGM. For the proposal of independent Directors of convening an EGM, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal.</p> <p>.....</p>	<p>Article 54 The Company’s independent non-executive directors shall have the right to propose to the Board to hold an EGM. For the proposal of independent non-executive Directors of convening an EGM, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal.</p> <p>.....</p>
<p>Article 74 When a shareholder requests to convene an EGM or a class meeting, the following procedures shall be followed:</p> <p>(I) Two or more shareholders holding more than 10% of the shares with voting rights at the proposed meeting separately or jointly may sign one or several written requests of the same format and content to ask the Board to convene the class meeting and describe the meeting topics. The Board shall convene a class meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid number of shares shall be calculated in accordance with the shares held on the day on which the written request is made by the shareholders;</p> <p>(II) If the Board fails to issue a notice to convene a meeting within 30 days after receiving the aforesaid written request, the shareholder making the request may request the Supervisory Committee to convene an EGM or a class meeting;</p>	<p>/</p>

Original articles	Amended articles
<p>(III) If the Supervisory Committee fails to issue a notice to convene the meeting within 30 days after receiving the aforesaid written request, the shareholder(s) individually or jointly holding more than 10% of the shares carrying the right to vote at the meeting sought to be held for 90 consecutive days may convene the meeting by themselves within four months after the receipt of the request by the Board, provided that the procedures for convening the meeting shall be the same as that used by the Board when possible.</p> <p>If the shareholders convene and hold a meeting on their own due to the failure of the Board or the Supervisory Committee to hold the meeting as aforesaid, the Company shall bear the reasonable expenses incurred thereby and deduct the amount owed by the Company to the delinquent directors.</p>	
<p>Article 75 When the Supervisory Committee or the shareholders decide to convene a general meeting by themselves, they must notify the Board in writing. If a general meeting is convened by shareholders themselves, the shareholding percentage of the convening shareholders shall reach more than 10% before an announcement on general meeting resolutions is made.</p>	<p>Article 56 Shareholders who individually or collectively hold 10% or more of the Company’s shares shall have the right to request the Board of Directors to convene an extraordinary general meetings, which shall be submitted in writing to the Board of Directors. The Board shall, in accordance with the law, administrative regulations and these Articles of Association, give a written reply on whether to agree or disagree with the convening of the extraordinary general meeting within ten days after receiving the request.</p> <p>If the Board consents to hold an extraordinary general meeting, it should issue a notice of general meeting within 5 days after the resolution is approved by the Board, and any change to the original request in the notice shall be subject to consent from the relevant shareholders.</p>

Original articles	Amended articles
	<p>If the Board disagrees to hold an extraordinary general meeting, or fails to give a reply within 10 days after receiving the request, shareholders who, individually or jointly, hold not less than 10% of the shares of the Company shall have the right to propose to the Supervisory Committee to convene an extraordinary general meeting, and the request shall be submitted to the Supervisory Committee in writing.</p> <p>If the Supervisory Committee consents to hold an extraordinary general meeting, it should issue a notice of general meeting within 5 days after receiving the request, and any change to the original appeal in the notice shall be subject to consent from the relevant shareholders.</p> <p>If the Supervisory Committee fails to issue a notice of general meeting within the prescribed period, the Supervisory Committee is deemed to refuse to convene and preside over the general meeting, and shareholders who, individually or jointly, hold not less than 10% shares of the Company for not less than 90 consecutive days may convene and preside over a general meeting.</p>

Original articles	Amended articles
<p>Article 76 The Board and the Board secretary shall align with the general meeting convened by the Supervisory Committee or the shareholders on their own. The Board shall provide the register of shareholders as at the date of record. If the Board fails to provide the register of shareholders, the convener may request to access the register at Securities Depository and Clearing Company Limited or its agency by presenting the relevant announcement of the notice of general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than convening a general meeting.</p>	<p>Article 57 The Board and the Board secretary shall align with the general meeting convened by the Supervisory Committee or the shareholders on their own. The Board shall provide the register of shareholders as at the date of record.</p>
<p>Article 78 The proposal contents of the general meeting shall fall into the terms of reference of the general meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.</p> <p>Proposals for the general meeting shall be in writing.</p>	<p>Article 59 The proposal contents of the general meeting shall fall into the terms of reference of the general meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.</p>
<p>Article 79</p> <p>The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or resolutions not in conformity with Article 78 of the Articles of Association.</p>	<p>Article 60</p> <p>The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or resolutions not in conformity with Article 59 of the Articles of Association.</p>
<p>Article 80 To hold a general meeting, a written notice shall be given 20 days before the date of the general meeting, so as to notify all the shareholders listed on the register of the matters to be considered at the meeting and the meeting date and place. Shareholders shall send a written reply to the Company five days prior to the general meeting. A written notice of an EGM shall be sent to each shareholder 15 days before the meeting is held.</p>	<p>Article 61 To hold a general meeting, a written notice shall be given 20 days before the date of the general meeting, and a written notice of an EGM shall be sent to each shareholder 15 days before the meeting is held.</p>

Original articles	Amended articles
<p>Article 81 The Company shall, on the basis of the written reply received before the general meeting, calculate the number of voting shares represented by the shareholders to attend the meeting. Where the number of voting shares represented by the shareholders to attend the meeting is more than the half of the total number of voting shares of the Company, the Company may convene a general meeting. If not, the Company shall, within five days, notify the shareholders again of matters to be considered at the meeting, the date and place of the meeting in the form of a public announcement. After the notification via announcement, the Company may convene the general meeting.</p> <p>The EGM shall not decide on matters not specified in the notice.</p>	<p>/</p>
<p>Article 82 The notice of the general meeting shall meet the following requirements:</p> <p>(I) made in written form;</p> <p>(II) specifying the time, venue and duration of the meeting;</p> <p>(III) the matters and proposals to be reviewed at the meeting;</p> <p>(IV) providing the shareholders with the information and explanation necessary for them to make informed decision on the matters discussed; This principle includes (but is not limited to) the requirement that when the Company intends to make merger, repurchase shares, make capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanation on the causes and consequences;</p>	<p>Article 62 The notice of the general meeting shall meet the following requirements:</p> <p>(I) made in written form;</p> <p>(II) specifying the time, venue and duration of the meeting;</p> <p>(III) the matters and proposals to be reviewed at the meeting;</p> <p>(IV) textual explanation: all shareholders of ordinary shares are entitled to participate in the meeting and they may appoint a proxy to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;</p> <p>(V) record date of the shareholders entitled to attend the general meeting;</p> <p>(VI) the name and phone number of the contact person for the meeting.</p>

Original articles	Amended articles
<p>(V) if any director, supervisor or other senior management has material interest in the matters to be discussed, the nature and extent of the interest shall be disclosed; if the influence of the matters to be discussed on the relevant director, supervisor or other senior management is different from the influence on other shareholders of the same class, the relevant difference shall be specified;</p> <p>(VI) containing the full text of the special resolutions proposed to be adopted at the meeting;</p> <p>(VII) textual explanation: all shareholders are entitled to participate in the meeting and they may appoint a proxy to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;</p> <p>(VIII) the delivery time and place of the proxy form for voting;</p> <p>(IX) record date of the shareholders entitled to attend the general meeting;</p> <p>(X) the name and phone number of the contact person for the meeting.</p> <p>The interval between the date of record and the date of the meeting shall be no more than seven working days. Once the Record Date is determined, it shall not be changed;</p>	

Original articles	Amended articles
<p>Article 83 Unless otherwise specified by the Articles of Association, the notice of general meeting shall be delivered to the shareholders (whether he/she has voting rights at the general meeting or not) by sending to the address of the shareholders listed in the register of shareholders via personal delivery or prepaid mail (giving notices to shareholders with the registered address outside Hong Kong is not prohibited). For the holders of domestic shares, the notice of general meeting may also be sent via public announcement. If power is granted to give notice in the form of advertisements, such advertisements may be published in a newspaper.</p> <p>For holders of domestic shares, the aforesaid “public announcement” shall be published on one or several newspapers designated by the CSRC and the regulatory authority in the place where it is listed, as well as on the Company’s website and on securities exchanges within a reasonable period from 20 to 25 days prior to the holding of the meeting. Once public announcement is made, it is deemed that all the shareholders of domestic shares have received the notice of the relevant general meeting.</p> <p>For the shareholders of H shares, notices of general meetings, shareholder circulars and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange, provided that they meet the requirements of laws, administrative regulations, the listing rules of the place where the Company is listed and the Articles of Association. Upon announcement, all holders of the overseas listed shares are deemed to have received notice of the relevant general meeting.</p>	<p>Article 63 Unless otherwise specified by the Articles of Association, the notice of general meeting shall be delivered in the manner provided in Article 214 of the Articles of Association and the address of the shareholders shall be the address listed in the register of shareholders (giving notices to shareholders with the registered address outside Hong Kong is not prohibited). The notice of general meeting may also be sent via public announcement.</p> <p>Notices of general meetings, shareholder circulars and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange, provided that they meet the requirements of laws, administrative regulations, the listing rules of the place where the Company is listed and the Articles of Association. Upon announcement, all shareholders are deemed to have received notice of the relevant general meeting.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 84 The meeting and the resolution of the meeting shall not be null and void if notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.</p>	/
<p>Article 87 All the shareholders listed in the register of shareholders on the Record Date or their agents shall be entitled to attend the general meeting, and exercise the voting rights in accordance with the provisions of laws, regulations, and the Articles of Association.</p> <p>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on his/her behalf.</p>	/
<p>Article 88 An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity, and share account cards. If a proxy is appointed to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.</p> <p>Corporate shareholders shall attend the meeting by legal representatives or proxies appointed by legal representatives. When the legal representative attends the meeting, he/she shall presents his/her ID card and the valid evidence that proves his/her qualification as the legal person. When the agent attends the meeting, the agent shall present his/her identity card and the written power of attorney issued by the legal representative of the legal person shareholder (excluding a recognized clearing house or its agent).</p>	
<p>Article 90</p> <p>(VIII) If several persons act as proxies, the number of shares represented by each proxy shall be indicated.</p>	<p>Article 67</p> <p>(VIII) If several persons act as proxies, the number of shares represented by each proxy shall be indicated.</p> <p>The power of attorney shall specify that in the absence of specific instructions from the shareholders, the proxies may vote as they think fit.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
/	<p>Article 69 The Board and other conveners shall take necessary measures to maintain the normal order of the general meeting. They shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of the shareholders and report to the relevant authorities for investigation.</p>
/	<p>Article 70 All the shareholders of ordinary shares listed in the register of shareholders on the Record Date or their agents shall be entitled to attend the general meeting, and exercise the voting rights in accordance with the provisions of laws, regulations, and the Articles of Association.</p> <p>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on his/her behalf.</p>
/	<p>Article 71 An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity, and share account cards. If a proxy is appointed to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.</p> <p>Corporate shareholders shall attend the meeting by legal representatives or proxies appointed by legal representatives. When the legal representative attends the meeting, he/she shall presents his/her ID card and the valid evidence that proves his/her qualification as the legal person. When the agent attends the meeting, the agent shall present his/her identity card and the written power of attorney issued by the legal representative of the legal person shareholder.</p>

Original articles	Amended articles
<p>Article 92 The power of attorney issued by the Board to the shareholders to appoint proxy shall be in such form that allows the shareholders to freely instruct the proxies to vote for or against any proposal, and to provide separate instructions for each matter that needs to be decided on. The power of attorney shall specify that in the absence of specific instructions from the shareholders, the proxies may vote as they think fit.</p>	<p>/</p>
<p>Article 93 If the principal is dead, becomes incapable, revokes the appointment, revokes authorization for signing the power of attorney or the relevant shares have been transferred before the voting, as long as the written notice on such matters is not received by the Company before the commencement of the relevant meeting, the votes made by the proxy according to the power of attorney remain effective.</p>	<p>/</p>
<p>Article 95 The meeting register for the attendees shall be prepared by the Company. The register shall set out the names of the persons attending the meeting, their identity card numbers, residential addresses, numbers of shares held or representing voting rights and names of the proxies.</p>	<p>Article 73 The meeting register for the attendees shall be prepared by the Company. The register shall set out the names of the persons attending the meeting, their residential addresses, numbers of shares held or representing voting rights and names of the proxies.</p>
<p>Article 96 The conveners shall jointly verify the legality of the shareholders' qualifications according to the register of shareholders of the Company, and register their names or titles and the number of the voting shares they hold respectively. The meeting registration shall be terminated by the time the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.</p>	<p>Article 74 The conveners shall verify the legality of the shareholders' qualifications according to the register of shareholders of the Company, and register their names or titles and the number of the voting shares they hold respectively. The meeting registration shall be terminated by the time the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 99 At the annual general meeting, the Board and the Supervisory Committee shall make report on their works in the past year to the general meeting. Each independent director shall also make work report.</p>	<p>Article 77 At the annual general meeting, the Board and the Supervisory Committee shall make report on their works in the past year to the general meeting.</p>
<p>Article 105 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of a general meeting shall be adopted by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting.</p> <p>.....</p>	<p>Article 83 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of a general meeting shall be adopted by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting.</p> <p>.....</p>
<p>Article 108 If the matter requiring voting by poll is the election of the Chairman of the meeting or the suspension of the meeting, a voting shall be taken immediately. In respect of other matters requiring a poll, the Chairman decides when to hold a voting, and the meeting may proceed to discuss other matters, provided that the result of the voting shall be deemed to be a resolution adopted at that meeting.</p>	<p>/</p>
<p>Article 109 On a voting by poll at a meeting, a shareholder (including his/her proxies) entitled to two or more votes does not need to cast all his/her votes for, against, or abstain.</p>	<p>/</p>
<p>Article 110 In the event of a tie between for and against, either by show of hands or by poll, the Chairman of the meeting is entitled to one additional vote.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 111</p> <p>(VII) any matters not otherwise required by the laws, administrative regulations or the Articles of Association to be adopted by special resolutions.</p>	<p>Article 86</p> <p>(VII) to review and approve the change of use of proceeds;</p> <p>(VIII) any matters not otherwise required by the laws, administrative regulations or the Articles of Association to be adopted by special resolutions.</p>
<p>Article 112</p> <p>(VIII) to examine and approve a short-term and medium to long-term debt financing that single amount exceeds 50% of the Company’s audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company’s audited net assets of the latest period (excluding wholly-owned subsidiaries and holding subsidiaries);</p> <p>(IX) to review and approve stock incentive scheme;</p> <p>.....</p>	<p>Article 87</p> <p>(VIII) to examine and approve a short-term and medium to long-term debt financing that single amount exceeds 50% of the Company’s audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company’s audited net assets of the latest period (excluding wholly-owned subsidiaries and holding subsidiaries);</p> <p>(IX) to review and approve stock incentive scheme and Employee Stock Ownership Plan;</p> <p>.....</p>

Original articles	Amended articles
<p>Article 114</p> <p>The cumulative voting system indicates that each share has the number of voting rights identical to the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the directors or supervisors.</p> <p>The Board shall provide the shareholders with the resumes and basic information of the candidates for directors and supervisors, including at least the following contents:</p> <p>.....</p>	<p>Article 89</p> <p>The cumulative voting system indicates that each share has the number of voting rights identical to the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the directors or supervisors.</p> <p>The implementation rules of the cumulative voting system are as follows:</p> <p>(I) where the cumulative voting system is adopted for the election of directors and supervisors, the candidates shall be listed separately in different resolution groups for submission to the general meeting according to the categories of independent non-executive directors, non-independent non-executive directors and supervisors;</p> <p>(II) shareholders attending the general meeting shall, have the same number of votes for each share held as the number of directors or supervisors to be elected under each resolution group for which the cumulative voting system is adopted;</p> <p>(III) the shareholders may cast all their votes on one candidate or split them on a few candidates. Shareholders shall vote within the limit of the number of votes of each resolution group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or in the competitive election, the shareholder casts votes in a way that exceeds the actual number of directors or supervisors to be elected, the vote on such resolution shall be deemed invalid;</p> <p>(IV) the cumulative number of votes cast for each resolution shall be counted separately after the close of voting.</p> <p>The Board shall provide the shareholders with the resumes and basic information of the candidates for directors and supervisors, including at least the following contents:</p> <p>.....</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 120 Before the relevant proposal is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>At the time of deciding on a proposal by voting at a general meeting, the shareholder representatives and supervisor representatives shall count and scrutinize the votes jointly, and announce the voting result forthwith. The voting result in connection with the resolution shall be recorded in the minutes of meeting.</p> <p>Shareholders of the Company or their proxies shall have right to check the results of their votes through the voting system if they vote via the Internet or other means.</p>	<p>Article 95 Before the relevant proposal is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>At the time of deciding on a proposal by voting at a general meeting, the shareholder representatives and supervisor representatives shall count and scrutinize the votes jointly, and announce the voting result forthwith. The voting result in connection with the resolution shall be recorded in the minutes of meeting.</p>
<p>Article 124 If the votes are counted at the general meeting, the result shall be recorded in the minutes.</p> <p>The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be maintained at the Company’s domicile.</p>	/
<p>Article 125 Shareholders may have access to copies of the minutes free of charge during the office hours of the Company. If any Shareholders request a copy of the relevant meeting minutes from the Company, the Company shall send the copy within 7 days after verifying the identity of the Shareholder and receiving a reasonable fee.</p>	/

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 126 Resolutions of the general meeting shall be announced in time, which shall set out the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and their proportion in the total number of voting shares of the Company, voting methods, voting results of each proposal, and details of resolutions adopted.</p>	/
<p>Article 127 Where the proposals fail to be adopted or if the general meeting changes the resolutions of the previous one, a special notice shall be included in the announcement of the resolutions of the general meeting.</p> <p>Where proposed resolutions in relation to the election of directors or supervisors are adopted at a general meeting, unless otherwise stipulated in the resolution of the general meeting, the new directors and supervisors shall take office on the date on which the resolution of the general meeting is adopted.</p>	<p>Article 99 Where proposed resolutions in relation to the election of directors or supervisors are adopted at a general meeting, unless otherwise stipulated in the resolution of the general meeting, the new directors and supervisors shall take office on the date on which the resolution of the general meeting is adopted.</p>
<p>Article 128 If the general meeting passes the proposal on cash dividends, scrip issue or conversion of capital reserve into share capital, the Company shall implement the relevant plan in 2 months after the end of the general meeting.</p>	<p>Article 100 If the general meeting passes the proposal on cash dividends, scrip issue or conversion of capital reserve into share capital, the Company shall implement the relevant plan in 3 months after the end of the general meeting.</p>
<p>Article 129 Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with laws and the Articles of Association.</p> <p>In addition to the shareholders of other classes, shareholders of domestic shares and overseas listed foreign shares shall be deemed to be shareholders of different classes.</p>	/

Original articles	Amended articles
<p>Article 130 If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 132 to 135.</p> <p>Where the rights of class shareholders are altered or repealed due to changes in domestic and foreign laws and listing rules at the place(s) of listing, as well as decisions made by domestic and foreign regulatory authorities according to law, the approval of general meeting or class meeting is not required.</p> <p>The act of the holders of domestic shares of the Company to transfer all or part the shares they hold to the foreign investors and trade them on the overseas market, or the act of converting all or part of the domestic shares to the overseas listed foreign shares and trade them on the overseas stock exchange shall not be regarded as the Company’s intention to change or abolish the rights of class shareholders.</p>	/
<p>Article 131 The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:</p> <p>(I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p>	/

Original articles	Amended articles
<p>(II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;</p> <p>(V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles of this Chapter.</p>	

Original articles	Amended articles
<p>Article 132 The shareholders of a class of share that are affected, whether they originally have voting rights at the general meeting, shall be entitled to vote on the matters concerning items (II) to (VIII), (XI) to (XII) of Article 131 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through public trading on a stock exchange in accordance with Article 35 of the Articles of Association, the controlling shareholders as defined in Article 277 of the Articles of Association shall be the “interested shareholders”;</p> <p>(II) If the Company has repurchased shares under an off-market agreement in accordance with Article 35 of the Articles of Association, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(III) Under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 133 Resolutions of class meeting may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 132.</p>	/
<p>Article 134 To hold a class meeting, a written notice shall be given 20 days before the date of the meeting (the day of the meeting exclusive), so as to notify all the shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the meeting date and place. Shareholders shall send a written reply to the Company 5 days prior to the meeting. A written notice of an EGM shall be sent to each shareholder 15 days before the meeting is held.</p> <p>Where the number of voting shares represented by the shareholders to attend the meeting is more than 1/2 of the total number of voting shares of the class, the Company may convene a class meeting. If not, the Company shall, within 5 days, notify the shareholders again of the matters to be considered at the meeting, the date and place of the meeting in the form of a public announcement. After the notification via announcement, the Company may convene the class meeting.</p>	/
<p>Article 135 The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting.</p> <p>The procedures according to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a general meeting is held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class meetings.</p>	/

Original articles	Amended articles
<p>Article 136 The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed 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 class;</p> <p>(II) where the plan for issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months after being approved by the CSRC;</p> <p>(III) where, with the approval of the CSRC, the shareholders of domestic shares of the Company transfer all or part of the shares held by them to foreign investors and list them on overseas stock exchanges.</p>	<p>/</p>
<p>/</p>	<p>Article 107 The Directors of the Company are natural persons. In the conditions as set out below, the following persons shall not serve as Directors of the Company:</p> <p>(I) persons without capacity or with limited capacity for civil acts;</p> <p>(II) persons who were sentenced for crimes of corruption, bribery, embezzlement or misappropriation of property or disruption of the order of socialist market economy, where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence;</p>

Original articles	Amended articles
	<p>(III) persons who were former Directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and had been ordered to shut down due to violation of the laws and who were personally liable, where less than three years have elapsed since the date of the revocation;</p> <p>(V) persons who have a substantial amount of debts due and outstanding;</p> <p>(VI) the person is currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;</p> <p>(VII) any other contents required by laws, administrative regulations and departmental rules.</p> <p>If a Director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. The Company shall dismiss a director who falls under this article during his/her term of office.</p>
/	<p>Article 109 The Directors shall comply with the laws, administration regulations and the Articles of Association and shall fulfill the following obligations of loyalty to the Company:</p> <p>(I) not to take advantage of his/her authority to accept bribes or other illegal income, and not to misappropriate the property of the Company;</p>

Original articles	Amended articles
	<p>(II) not to misappropriate the Company’s funds;</p> <p>(III) not to open accounts in their own names or names of other individuals for the deposit of the assets or funds of the Company;</p> <p>(IV) not to violate the provisions of these Articles of Association, lending company funds to others or providing guarantees for others with Company’s property without the consent of the general meeting or the Board;</p> <p>(V) not to enter into any contract or transaction with the Company in violation of the provisions of these Articles of Association or without the consent of general meeting;</p> <p>(VI) not to use the advantages of his or her office to appropriate for himself/herself or for others, business opportunities which rightly belong to the Company, operate a business for his own account or on behalf of others which is of the same type as the Company’s business without the consent of the general meeting;</p> <p>(VII) not to accept commissions on transactions with the Company for their own benefit;</p> <p>(VIII) not to disclose secrets of the Company without authorization;</p> <p>(IX) not to use their connected relationships to impair the interests of the Company;</p> <p>(X) other obligations of loyalty stipulated by laws, administrative regulations, department rules and the Articles of Association.</p> <p>The income obtained by the Directors in violation of the provisions of this Article shall belong to the Company; losses caused to the Company by such persons shall be indemnified by the same.</p>

Original articles	Amended articles
/	<p>Article 110 The Directors shall comply with the laws, administration regulations and these Articles of Association and shall fulfill the following obligations of diligence to the Company:</p> <p>(I) to exercise the rights conferred by the Company prudently, conscientiously and diligently to ensure that the Company’s commercial acts comply with the requirements of national laws and administrative regulations and various national economic policies, and that its commercial activities do not exceed the scope of business specified in the business license;</p> <p>(II) to treat all shareholders fairly;</p> <p>(III) to keep abreast of the Company’s business operation and management status;</p> <p>(IV) to ensure that the information disclosed by the Company is true, accurate and complete;</p> <p>(V) to truthfully provide relevant information to the Supervisory Committee and shall not impede the Supervisory Committee or supervisors in the exercise of their duties and powers;</p> <p>(VI) Other obligations of diligence as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>

Original articles	Amended articles
<p>Article 145</p> <p>Except as provided in the preceding paragraph, the resignation of Directors shall come into force upon the delivery of the resignation report to the Board.</p> <p>Subject to applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed, if the Board appoints a new Director to fill a casual vacancy on the Board or to increase the number of Directors, such appointed Director shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.</p>	<p>Article 112</p> <p>Except as provided in the preceding paragraph, the resignation of Directors shall come into force upon the delivery of the resignation report to the Board.</p>
<p>Article 153 With respect to the system of independent non-executive Directors, if not provided for in this section, the relevant provisions of the relevant laws, rules and regulations and the listing rules of the stock exchange on which the Company's shares are listed shall be followed.</p>	<p>Article 120 With respect to the system of independent non-executive Directors, if not provided for in this section, the relevant provisions of the relevant laws, rules and regulations and the listing rules of the stock exchange on which the Company's shares are listed shall be followed.</p>
<p>Article 156</p> <p>(VIII) to determine the matters such as external investment, acquisition and sale of assets, pledge of assets, external guarantee, entrusted wealth management, debt financing and connected transactions of the company other than those matters that shall be considered and approved by the general meeting;</p> <p>.....</p>	<p>Article 123</p> <p>(IX) to determine the matters such as external investment, acquisition and sale of assets, pledge of assets, external guarantee, entrusted wealth management, debt financing, connected transactions and external donations of the company other than those matters that shall be considered and approved by the general meeting;</p> <p>.....</p>

Original articles	Amended articles
<p>Article 162 The Chairman of the Board shall perform the following duties and powers:</p> <p>(I) to preside over the general meetings, and to convene and preside over Board meetings;</p> <p>(II) to supervise and inspect the execution of the resolutions of the Board;</p> <p>(III) to sign the important documents of the Board and other documents required to be signed by the legal representative of the Company;</p> <p>(IV) to approve, or authorise the general manager to approve transactions other than those considered and approved by the general meeting and the Board;</p> <p>(V) to approve, or authorise the general manager to approve the Company’s ordinary production and operation activities according to the authorisation stipulated by its internal control system;</p> <p>(VI) in case of emergency arising from force majeure such as catastrophic natural disasters, he/she shall exercise special right of disposal of the Company’s affairs that conform to laws as well as the Company’s interests and report to the Board or the general meeting timely afterwards;</p> <p>(VII) to sign share certificates, debentures and other quoted securities of the Company;</p> <p>(VIII) to exercise the authority and powers of a legal representative and other authority and powers conferred by the Board.</p>	<p>Article 129 The Chairman of the Board shall perform the following duties and powers:</p> <p>(I) to preside over the general meetings, and to convene and preside over Board meetings;</p> <p>(II) to supervise and inspect the execution of the resolutions of the Board;</p> <p>(III) to sign the important documents of the Board and other documents required to be signed by the legal representative of the Company.</p>
<p>Article 178 A Director or senior management member of the Company other than the general manager may also act as the secretary to the Board of the Company. Any accountant from accountancy firm or lawyer from law firm which has been appointed by the Company shall not act as the secretary to the Board.</p> <p>Where the office of secretary is held concurrently by a Director, and an act is required to be done by a Director and a secretary separately, the person who holds the office of Director and secretary shall not perform the act in a dual capacity.</p>	<p>/</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
/	<p>Article 146 Article 107 of the Articles of Association concerning the circumstances under which a person may not serve as a director shall also apply to the senior management.</p> <p>The provisions of Article 109 of these Articles of Association concerning the obligations of loyalty of directors and the provisions of Article 110 (IV), (V) and (VI) concerning the obligations of diligence shall also apply to senior management.</p>
<p>Article 180 Staff of the controlling shareholder and actual controller of the Company and other related parties who serve administrative positions other than Directors and supervisors, shall not serve as senior management of the Company.</p>	<p>Article 147 Staff of the controlling shareholder and actual controller of the Company and other related parties who serve administrative positions other than Directors and supervisors, shall not serve as senior management of the Company.</p> <p>The senior management of the Company only receive salaries from the Company and are not paid by the controlling shareholder.</p>
<p>Article 187 Directors and senior management members shall not concurrently serve as supervisors.</p>	<p>Article 154 Article 107 of the Articles of Association regarding the circumstances under which a person may not serve as a Director shall also apply to Supervisors.</p> <p>Directors and senior management members shall not concurrently serve as supervisors.</p>
/	<p>Article 155 Supervisors shall comply with the laws, administrative regulations and these Articles of Association, and shall be obligated to the Company in terms of loyalty and diligence. They shall not take advantage of his/her authority to accept bribes or other illegal income, and shall not misappropriate the property of the Company.</p>

Original articles	Amended articles
<p>Article 195 The Company shall have a Supervisory Committee, which shall consist of three supervisors. The Supervisory Committee shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of more than two-thirds (inclusive) of the members of the Supervisory Committee. The Chairman of the Supervisory Committee shall convene and chair the meetings of Supervisory Committee; where the Chairman of Supervisory Committee cannot or does not fulfill the duty thereof, more than half of the supervisors may elect a supervisor to convene and chair the meetings of Supervisory Committee.</p> <p>.....</p>	<p>Article 163 The Company shall have a Supervisory Committee, which shall consist of three supervisors. The Supervisory Committee shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of more than half of the members of the Supervisory Committee. The Chairman of the Supervisory Committee shall convene and chair the meetings of Supervisory Committee; where the Chairman of Supervisory Committee cannot or does not fulfill the duty thereof, more than half of the supervisors may elect a supervisor to convene and chair the meetings of Supervisory Committee.</p> <p>.....</p>
<p>Article 197</p> <p>The resolutions of the Supervisory Committee shall be passed by more than two-thirds (inclusive) of the members of the Supervisory Committee.</p> <p>.....</p>	<p>Article 165</p> <p>The resolutions of the Supervisory Committee shall be passed by more than half of the members of the Supervisory Committee.</p> <p>.....</p>
<p>Article 201 In the conditions as set out below, the following persons shall not serve as Directors, supervisors or senior management of the Company:</p> <p>(I) persons without capacity or with limited capacity for civil acts;</p> <p>(II) persons who were sentenced for crimes of corruption, bribery, embezzlement or misappropriation of property or disruption of the order of socialist market economy, where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence;</p>	<p>/</p>

Original articles	Amended articles
<p>(III) persons who were former Directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and had been ordered to shut down due to violation of the laws and who were personally liable, where less than three years have elapsed since the date of the revocation;</p> <p>(V) persons who have a substantial amount of debts due and outstanding;</p> <p>(VI) persons who were investigated by judicial offices for violating the criminal law and the lawsuit is not settled yet;</p> <p>(VII) persons who cannot serve as corporate leaders according to laws;</p> <p>(VIII) non-natural person;</p> <p>(IX) persons who have been convicted by the competent authority for violation of securities regulations and acting fraudulently or dishonestly, where less than five years have elapsed since the date of conviction;</p> <p>(X) the person is currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;</p> <p>(XI) circumstances as required by the relevant laws and regulations of a place where the Company’s shares are listed.</p> <p>If a Director, supervisor or senior management member is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid.</p>	

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 202 The validity of an act of a Director or senior management member of the Company on behalf of the Company towards a bona fide third party shall not be affected by any irregularities in his/her current position, election or qualifications.</p>	/
<p>Article 203 Besides the obligations as stipulated in the laws, administrative regulations or the listing rules of the stock exchanges where the stocks of the Company are listed, the Directors, supervisors and senior management of the Company shall perform the following obligations on each shareholder when exercising the powers conferred on them by the Company:</p> <p>(I) not to allow the Company to operate beyond the scope stated in the business license;</p> <p>(II) to act, bona fide, in the best interests of the Company;</p> <p>(III) not to deprive the properties of the Company in any way, including but not limited to favorable opportunities to the Company;</p> <p>(IV) not to deprive the personal interests of shareholders, including but not limited to the right to distributions and the right to vote; however, company restructuring proposed to the general meeting for approval in accordance with the Articles of Association is excluded.</p>	/
<p>Article 204 Directors, supervisors and senior management of the Company shall be responsible for exercising their rights or performing their duties with the care, diligence and skill that a reasonably prudent person in similar circumstances would exercise as they should.</p>	/

Original articles	Amended articles
<p>Article 205 In performing their duties, Directors, supervisors and senior management shall abide by the principle of good faith and shall not place themselves in a situation where their own interests may conflict with the obligations they have undertaken. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(I) to act, bona fide, in the best interests of the Company;</p> <p>(II) to exercise powers within the scope of their powers, and not to exceed those powers;</p> <p>(III) to exercise their discretion vested in them and not to allow themselves to act under the control of another and, unless and to the extent permitted by the laws or with the informed consent of general meeting, not to delegate others to exercise their discretion;</p> <p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) not to enter into any contract, transaction or arrangement with the Company unless otherwise provided by the Articles of Association or with the informed approval of general meeting;</p> <p>(VI) not to use the Company’s property for their own benefit without the informed consent of general meeting;</p> <p>(VII) not to exploit their positions to accept bribes or other illegal income or expropriate the property of the Company by any means, including but not limited to opportunities advantageous to the Company;</p> <p>(VIII) not to accept commissions in connection with the transactions of the Company without the informed consent of general meeting;</p>	<p>/</p>

Original articles	Amended articles
<p>(IX) to abide by the Articles of Association, perform their official duties faithfully and protect the interests of the Company, and not to exploit their positions and powers in the Company for their own interests;</p> <p>(X) not to use the advantages of his or her office to appropriate for himself/herself or for others, business opportunities which rightly belong to the Company, operate a business for his own account or on behalf of others which is of the same type as the Company’s business or compete with the Company in any way without the informed consent of the general meeting;</p> <p>(XI) not to misappropriate the Company’s funds, not to open accounts in their own names or other names for the deposit of the assets or funds of the Company; not to provide guarantees to the Company’s shareholders’ or other individual(s)’ debts with the assets of the Company;</p> <p>(XII) unless otherwise permitted by general meeting, to keep confidential the information acquired by them in the course of and during their tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other competent government authorities is permitted if the disclosure is:</p> <ol style="list-style-type: none"> 1. by order of the laws; 2. in the interests of the public; 3. in the interest of the relevant Director, supervisor or senior management. <p>The income obtained by the persons mentioned in this Article in violation of the provisions of this Article shall belong to the Company; losses caused to the Company by such persons shall be indemnified by the same.</p>	

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 206 Directors, supervisors or senior management shall not direct the following persons or bodies (hereinafter referred to as “Relevant Person”) to do anything to which the Directors, supervisors or senior management are not permitted:</p> <p>(I) the spouse or a minor child of such Director, supervisor or senior management of the Company;</p> <p>(II) a trustee of such Director, supervisor or senior management of the Company or of any person referred to in item (I) of this Article;</p> <p>(III) a partner of such Director, supervisor or senior management of the Company or of any person referred to in items (I) and (II) of this Article;</p> <p>(IV) a company over which such Director, supervisor or senior management of the Company, alone or jointly with any person referred to in items (I), (II) and (III) of this Article or any other Director, supervisor or senior management of the Company, has de facto control;</p> <p>(V) a Director, a supervisor or senior management of a company being controlled as referred to in item (IV) of this Article.</p>	/
<p>Article 207 The obligation of honesty and credibility of the Company’s Directors, supervisors, and senior management does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company’s trade secrets shall continue after the termination of their office. The duration of other fiduciary duties shall be determined in accordance with principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.</p>	/

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 208 A Director, supervisor or senior management of the Company may be relieved from liability for a specific breach of obligations by the general meeting that has been informed, except in circumstances as specified in Article 65 hereof.</p>	/
<p>Article 209 If a Director, supervisor, or senior management of the Company has directly or indirectly been vested a material interest in a contract, transaction or arrangement concluded or planned by the Company (except for his/her employment contract with the Company), he/she shall disclose the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board.</p> <p>A Director who is related to the enterprise to which the resolution of the Board meeting relates (meaning that he/she is a Director or senior management serving in the counterparty, or serving in a legal entity that directly or indirectly controls the counterparty or a legal entity directly or indirectly controlled by the counterparty) shall not exercise voting rights on such resolution, nor shall he/she exercise voting rights on behalf of other Directors. The Board meeting can be held by more than half of the unrelated Directors (the related Directors shall be disqualified from attending). The resolutions of the Board meeting shall be adopted by more than half of the unrelated Directors. If the number of unrelated Directors present at the Board meeting is less than three, the matter shall be submitted to the general meeting for consideration.</p>	/

Original articles	Amended articles
<p>Subject to any exceptions approved by the rules governing the listing of securities on the stock exchange where the securities of the Company are listed or by the Hong Kong Stock Exchange, no Director shall vote or be included in the quorum at any meeting of the Board on any resolution of the Board approving a contract, transaction or arrangement in which he/she or any of his/her close associates (as defined in the Listing Rules of the Hong Kong Stock Exchange as in force from time to time in due course) has a material interest or any other related proposal. Unless the interested Director, supervisor, or senior management of the Company has disclosed such interest to the Board as required under the first paragraph hereof and the matter has been approved by the Board 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 void the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the Director, supervisor, or senior management concerned.</p> <p>A Director, supervisor or senior management of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a connected person of that Director, supervisor or senior management has an interest.</p>	

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 210 If a Director, supervisor or senior management of the Company notifies the Board of Directors in writing before the Company first considers entering into the relevant contract, transaction, or arrangement, stating that the Company has an interest in a contract, transaction, or arrangement entered into by the Company at a later date because of the contents listed in the notification, the relevant Director, supervisor or senior management is deemed to have made the disclosure required by the preceding Article of this Chapter to the extent set forth in the notification.</p>	/
<p>Article 211 The Company shall not pay taxes in any way on behalf of its Directors, supervisors, or senior management.</p>	/
<p>Article 212 The Company shall not directly or indirectly provide loans or loan guarantees to Directors, supervisors or senior management of the Company and its parent company; nor shall it provide loans or loan guarantees to persons related to the aforementioned persons.</p> <p>The preceding paragraph shall not apply to the following circumstances:</p> <p>(I) the provision by the Company of a loan to or loan guarantee for its subsidiary;</p> <p>(II) the provision by the Company of a loan or a loan guarantee, or any other fund to any of its Directors, supervisors, and senior management to meet expenditure incurred or to be incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties, in accordance with the terms of a service contract approved by the shareholders in the general meeting;</p>	/

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>(III) the provision of a loan or loan guarantee provided by the Company to a relevant Director, a supervisor or senior management of the Company and to a connected person thereof on normal commercial terms, if the ordinary business scope of the Company includes the provision of a loan or loan guarantee.</p>	
<p>Article 213 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>	/
<p>Article 214 Loan guarantee provided by the Company in breach of item (I) of Article 212 shall not be enforceable against the Company, unless:</p> <p>(I) when the loan is provided to a connected person of a Director, supervisor, or senior management of the Company or its parent company, and the loan provider is not aware of the circumstances;</p> <p>(II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	/
<p>Article 215 For the purpose of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking of responsibilities or a provision of property to secure the performance of obligations by the obligor.</p>	/

Original articles	Amended articles
<p>Article 216 If a Director, supervisor or senior management of the Company breaches his/her obligations to the Company, the Company shall, in addition to any rights and remedies available under laws, have the right to:</p> <p>(I) require the relevant Director, supervisor or senior management to compensate for the losses suffered by the Company as a consequence of his/her dereliction of duty;</p> <p>(II) rescind any contract or transaction concluded by the Company with the relevant Director, supervisor or senior management and any contract or transaction with a third party where such third party is aware or shall be aware that the Director, supervisor or senior management representing the Company is in breach of his/her obligations to the Company;</p> <p>(III) require the relevant Director, supervisor or senior management to surrender the gains derived from the breach of his/her obligations;</p> <p>(IV) recover any fund received by the Director, supervisor or senior management which shall have been otherwise received by the Company, including (but not limited to) commissions;</p> <p>(V) require the relevant Director, supervisor or senior management to return any interest accrued or could have accrued on funds which should have been paid to the Company;</p> <p>(VI) rule through legal proceedings that property obtained by the Director, supervisor or senior management due to breach of obligations shall be owned by the Company.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 217 The Company shall enter into written contracts with the Directors, supervisors and senior management of the Company, which shall be approved in advance by the shareholders' general meeting.</p> <p>The written contract shall include at least the following:</p> <p>(I) the Director, supervisor or senior management undertakes to the Company that he/she will comply with the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases, and other provisions of Hong Kong Stock Exchange, and agrees that the Company will enjoy the remedies provided for in the Articles of Association and that the contract and the post shall not be assignable;</p> <p>(II) Directors, supervisors and senior management undertake to the Company who act on behalf of each shareholder that they will observe and perform their duties to shareholders under the Articles of Association;</p> <p>(III) the arbitration clause stipulated in Article 276 of these Articles of Association;</p> <p>(IV) remuneration for Directors, supervisors, and senior management. The above-mentioned remuneration shall include:</p> <p>(I) remuneration in respect of his/her service as a Director, supervisor or senior management of the Company;</p> <p>(II) remuneration in respect of his/her service as a Director, supervisor or senior management of the subsidiary of the Company;</p> <p>(III) remuneration in connection with other services he/she provides for the management of the Company or any subsidiary thereof;</p>	<p>/</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>(IV) funds as compensation for loss of office or retirement for the Director or supervisor.</p> <p>A Director or supervisor may not sue the Company for benefits due to him/her on the basis of the above-mentioned matters, except under a contract as mentioned above.</p> <p>The Company shall regularly disclose to the shareholders the remuneration received by the Directors, supervisors and senior management from the Company.</p>	
<p>Article 218 The contract for remunerations entered into between the Company and its Directors or supervisors shall provide that in the event of a takeover of the Company, the Directors and supervisors shall, subject to the prior approval of the shareholders in the general meeting, have the right to receive compensation or other payment for loss of the position or retirement.</p> <p>A “takeover of the Company” as referred to above means:</p> <p>(I) anyone making a general offer to all the shareholders;</p> <p>(II) anyone making a general offer with the purpose of making the offeror a controlling shareholder. A “controlling shareholder” shall have the same meaning as defined previously in these Articles of Association.</p> <p>If the relevant Director or supervisor does not comply with this Article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant Director or supervisor and shall not be paid out of that sum.</p>	/
<p>Article 232 The Company may distribute dividends in either of the following manners (or both of them):</p> <p>(I) cash;</p> <p>(II) share certificates.</p>	<p>Article 179 The Company may distribute dividends in either of the following manners (or both of them):</p> <p>(I) cash;</p> <p>(II) share certificates.</p>

Original articles	Amended articles
<p>Article 233 The Company’s profit distribution policy is as follows:</p> <p>(I) the Company shall give full consideration to the return to investors, and if the profit of the year, and the accumulated undistributed profits are positive, and the legal reserve and surplus reserve are fully set aside, the Board of the Company shall propose a profit distribution plan according to the profitability and business plan of the Company and submit it to the shareholders’ general meeting for approval.</p> <p>.....</p>	<p>Article 180 The Company’s profit distribution policy is as follows:</p> <p>(I) the Company shall give full consideration to the return to investors, and if the profit of the year, and the accumulated undistributed profits are positive, and the legal reserve and surplus reserve are fully set aside, the Board of the Company shall propose a profit distribution plan according to the profitability and business plan of the Company and submit it to the shareholders’ general meeting for approval.</p> <p>Notwithstanding the foregoing, the Board may, in accordance with the authorization given to the Board by the shareholders’ general meeting, pay to the shareholders of the Company from time to time such interim dividends as the Board deems permissible in view of the profitability of the Company, without the need to obtain the prior consent of the shareholders’ general meeting.</p> <p>.....</p>
<p>Article 240 The Company shall employ an independent accounting firm that complies with relevant state regulations to perform audit of the annual financial reports and other financial reports of the Company.</p>	<p>Article 187 The Company employs an accounting firm that complies with the provisions of the Securities Law to conduct audits of accounting statements, verification of net assets and other related consulting services for a period of one year, which may be renewed.</p>
<p>Article 241 Employing an accounting firm for the Company shall be decided by the general meeting. The Board shall not appoint an accounting firm before a general meeting is held. The term of office of an accounting firm employed by the Company shall be from the end of the current annual general meeting of the Company until the end of the next annual general meeting.</p>	<p>Article 188 Employing and dismissing an accounting firm for the Company shall be decided by the majority of shareholders or by other organization independent of the Board. The Board shall not appoint an accounting firm before a general meeting is held. The term of office of an accounting firm employed by the Company shall be from the time of consideration and approval by the current annual general meeting of the Company until the end of the next annual general meeting.</p>

Original articles	Amended articles
<p>Article 242 An accounting firm employed by the Company shall have the following rights:</p> <p>(I) the right of access to the account books, records or vouchers of the Company and the right to require the Directors and senior management of the Company to provide relevant information and explanations;</p> <p>(II) the right to require the Company to take reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</p> <p>(III) the right to attend general meetings and to receive a notice or other information concerning any meeting which any shareholder has a right to receive, and to make speech at any general meeting on any matter which relates to it as the accounting firm of the Company.</p> <p>The Company shall provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the hired accounting firm, and shall not refuse, conceal or make false reports.</p>	<p>Article 189 The Company shall provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the hired accounting firm, and shall not refuse, conceal or make false reports.</p>
<p>Article 243 If the position of accounting firm becomes vacant, the Board may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position as an accounting firm of the Company while such vacancy still exists, such accounting firms may continue to act.</p>	<p>/</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 244 The general meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of office, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm’s right, if any, to claim damages from the Company in respect of such dismissal.</p>	/
<p>Article 245 The remuneration or method of determining the remuneration of an accounting firm shall be decided by the general meeting. The remuneration of an accounting firm employed by the Board shall be determined by the Board.</p>	<p>Article 190 The remuneration or method of determining the remuneration of an accounting firm shall be approved by the majority of shareholders or by other organization independent of the Board.</p>
<p>Article 246 The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided by the general meeting and reported to the securities regulatory body under the State Council for record.</p> <p>Where a general meeting is proposed to pass a resolution to appoint an accounting firm other than an incumbent accounting firm, to fill any vacancy in the office of the accounting firm, or to re-appoint an accounting firm which was appointed by the Board of Directors to fill a causal vacancy, or to remove an accounting firm before expiry of its term of office, the following provisions shall apply:</p> <p>(I) proposals for appointment or dismissal shall be sent to the accounting firm proposed to be appointed or proposed to leave or that has left in the relevant fiscal year before the notice of the general meeting is sent.</p> <p>References to “leaving” herein include leaving by removal, resignation and retirement.</p>	/

Original articles	Amended articles
<p>(II) if the accounting firm leaving its post makes representations in writing and requests the Company to give notice of such representations to the shareholders, the Company shall take the following measures unless it has received the representations too late:</p> <ol style="list-style-type: none"> 1. Elaborate the representations made by the accounting firm leaving its post in any notice given to shareholders for the purpose of passing such resolution; 2. Send a copy of the statement as an attachment to the notice to each shareholder entitled to be notified of the general meeting in the manner prescribed by the Articles of Association. <p>(III) if the Company fails to circulate the accounting firm’s representations in the manner set out in the paragraph (II) of this Article, such accounting firm may require the representations to be read out at the meeting and can make further complaints.</p> <p>(IV) the accounting firm leaving its post shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. The general meeting at which its term of office would otherwise have expired; 2. The general meeting at which it is proposed to fill the vacancy caused by its removal; 3. The general meeting which is convened as a result of its voluntary resignation. <p>The leaving accounting firm shall have the right to receive all notices of, and other information relating to any such meeting, and to speak at any such meeting which it attends on any affair which concerns it as the former accounting firm of the Company.</p>	

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 250 In the event of a merger or division of the Company, the Board of the Company shall put forward the proposal, and the relevant examination and approval procedures shall be handled in accordance with the law after the proposal is approved in accordance with the procedures specified in the Articles of Association. Shareholders opposing such proposal on the merger or division of the Company shall have the right to require the Company or the shareholders that are in favor of such proposal to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made available to shareholders in a special document.</p> <p>For shareholders of overseas listed foreign shares, the aforementioned documents shall also be delivered by mail.</p>	<p>Article 194 Merger of the Company may take the form of merger by absorption or merger by new establishment.</p> <p>A company absorbs other companies as an absorption merger, and the absorbed company is dissolved. The merger of two or more companies to create a new company is a new merger, and the merging parties are dissolved.</p>
<p>Article 251 Merger of the Company may take the form of merger by absorption or merger by new establishment.</p> <p>A company absorbs other companies as an absorption merger, and the absorbed company is dissolved. The merger of two or more companies to create a new company is a new merger, and the merging parties are dissolved.</p>	<p>/</p>
<p>Article 253 If the Company is to be divided, its property shall be divided accordingly.</p> <p>For the division of the Company, a balance sheet and a list of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of making the resolution on division, and make an announcement in newspapers at least three times within 30 days.</p>	<p>Article 196 If the Company is to be divided, its property shall be divided accordingly.</p> <p>For the division of the Company, a balance sheet and a list of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of making the resolution on division, and make an announcement in newspapers within 30 days.</p>

Original articles	Amended articles
/	<p>Article 198 In case of reduction of registered capital of the Company, the Company shall prepare a balance sheet and a property list.</p> <p>The Company shall notify its creditors within 10 days from the date of adoption of a resolution to reduce its registered capital, and make an announcement in newspapers within 30 days. The creditors shall, within 30 days since the date of receiving a written notice or within 45 days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.</p> <p>The registered capital of the Company following the reduction of registered capital shall not fall below the minimum statutory requirement.</p>
<p>Article 256 The Company shall be dissolved in accordance with the law if any of the following circumstances apply:</p> <p>(I) the term of operation set out in the Articles of Association expires;</p> <p>(II) the general meeting resolves to dissolve the Company;</p> <p>(III) dissolution is required due to merger or division of the Company;</p> <p>(IV) the Company is declared bankrupt according to law because it is unable to pay its due debts;</p> <p>(V) the Company is revoked of business license, ordered to close or canceled according to law;</p> <p>(VI) in the event of serious difficulties in the operation and management of the Company, and the continued existence of which will cause significant losses to the interests of shareholders and cannot be resolved through other means, shareholders who hold more than 10% of the voting rights of all shareholders of the Company may request the People’s Court to dissolve the Company;</p> <p>(VII) other circumstance under which the Company shall be dissolved as specified in laws and regulations.</p>	<p>Article 200 The Company shall be dissolved for the following circumstances:</p> <p>(I) the term of operation set out in the Articles of Association expires or the occurrence of other causes of dissolution set out in the Articles of Association;</p> <p>(II) the general meeting resolves to dissolve the Company;</p> <p>(III) dissolution is required due to merger or division of the Company;</p> <p>(IV) the Company is revoked of business license, ordered to close or canceled according to law;</p> <p>(V) in the event of serious difficulties in the operation and management of the Company, and the continued existence of which will cause significant losses to the interests of shareholders and cannot be resolved through other means, shareholders who hold more than 10% of the voting rights of all shareholders of the Company may request the People’s Court to dissolve the Company;</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 257 If the Company falls under the circumstance specified in Item (I) of Article 256 of the Articles of Association, it may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than 2/3 of the voting rights held by the shareholders attending the general meeting.</p>	<p>Article 201 If the Company falls under the circumstance specified in Item (I) of Article 200 of the Articles of Association, it may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than 2/3 of the voting rights held by the shareholders attending the general meeting.</p>
<p>Article 258 If the Company is dissolved under paragraphs (I), (II), (V), and (VI) of Article 256, a liquidation committee shall be set up, which shall start liquidation within 15 days from the date of occurrence of the cause for dissolution. The members of such liquidation committee shall be determined by the Directors or the general meeting. If the liquidation committee is not established within the prescribed period, the creditors can submit application to the People’s Court to appoint the relevant officers to establish the liquidation committee to carry out the liquidation.</p> <p>If the Company is dissolved under paragraph (IV) of Article 256, the People’s Court shall organize the shareholders of the Company, relevant authorities and relevant professionals to form a liquidation committee to carry out liquidation in accordance with the provisions of relevant laws.</p>	<p>Article 202 If the Company is dissolved under paragraphs (II), (IV) and (V) of Article 200, a liquidation committee shall be set up, which shall start liquidation within 15 days from the date of occurrence of the cause for dissolution. The members of such liquidation committee shall be determined by the Directors or the general meeting. If the liquidation committee is not established within the prescribed period, the creditors can submit application to the People’s Court to appoint the relevant officers to establish the liquidation committee to carry out the liquidation.</p>

Original articles	Amended articles
<p>Article 259 If the Board decides that the Company shall be liquidated (except for liquidation as a result of the Company’s declaration of bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the Board has made full inquiry into the position of the Company and that the Board holds the opinion that the Company can repay its debts in full within 12 months after the commencement of liquidation.</p> <p>The powers of the Board shall be terminated immediately after the general meeting has adopted a resolution to carry out the liquidation.</p> <p>The liquidation committee shall take instructions from the general meeting, and make a report to the general meeting on the committee’s income and expenditure, the business of the Company and the progress of the liquidation not less than once a year. It shall make a final report to the general meeting when the liquidation is completed.</p>	<p>/</p>
<p>Article 264 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and a financial account book in respect of the liquidation period and, after verification thereof by an accountant registered in the PRC, submit the same to the general meeting or the People’s Court for confirmation. Within thirty (30) days from the date of confirmation of the above-mentioned documents by the general meeting or the People’s Court, the liquidation committee shall deliver the same to the company registry, apply for cancellation of the Company’s registration, and announce the Company’s termination.</p>	<p>Article 207 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the general meeting or the People’s Court for confirmation. apply for cancellation of the Company’s registration, and announce the Company’s termination.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 268 Except as otherwise provided in the Articles of Association, the following procedures shall be followed to amend the Articles of Association:</p> <p>(I) the Board shall adopt a resolution in accordance with the Articles of Association to prepare a proposal to amend the Articles of Association or a proposal by the shareholders to amend the Articles of Association;</p> <p>(II) notify the shareholders of the amendment proposal and call a general meeting to vote on it;</p> <p>(III) the amendments submitted to the general meeting for voting shall be adopted by special resolution;</p> <p>(IV) the Company reports the amended Articles of Association to the company registry for the record.</p>	<p>Article 211 Except as otherwise provided in the Articles of Association, the following procedures shall be followed to amend the Articles of Association:</p> <p>(I) the Board shall adopt a resolution in accordance with the Articles of Association to prepare a proposal to amend the Articles of Association or a proposal by the shareholders to amend the Articles of Association;</p> <p>(II) notify the shareholders of the amendment proposal and call a general meeting to vote on it;</p> <p>(III) the amendments submitted to the general meeting for voting shall be adopted by special resolution.</p> <p>The Board shall amend the Articles of Association in accordance with the resolutions of the general meeting and the approval opinions of relevant competent authorities.</p>
<p>Article 269 Any amendment to the Articles of Association involving the contents of the Mandatory Provisions shall come into effect after being approved by the examination and approval department authorized by the State Council. Where the Company’s registered items are involved, change registration shall be made according to law.</p>	<p>Article 212 If the amendments to the Articles of Association resolved by the general meeting shall be subject to the approval of the competent authorities, they shall be submitted to the competent authorities for approval. Where the Company’s registered items are involved, change registration shall be made according to law.</p>
<p>Article 270 The Board shall amend the Articles of Association in accordance with the resolutions of the general meeting and the approval opinions of relevant competent authorities.</p>	<p>/</p>

Original articles	Amended articles
<p>Article 272</p> <p>(V) by announcement;</p> <p>(VI) in other forms agreed by the Company or the addressee in advance or approved by the addressee upon receipt of the notice;</p> <p>(VII) by other means acceptable to the securities regulatory authorities of the place where the Company’s shares are listed or stipulated in the Articles of Association.</p> <p>Unless otherwise specified in the Articles of Association, if the Company’s notice to the shareholders of overseas listed foreign shares is delivered by means of public announcement, it shall, in accordance with the requirements of the local listing rules, submit an electronic ready-to- publish version of the notice to Hong Kong Stock Exchange on the same day for publication on the website of Hong Kong Stock Exchange through the Electronic Publishing System of Hong Kong Stock Exchange. The announcement shall also be published on the website of the Company. In addition, it must be served by hand or by postage prepaid mail to the addresses registered in the register of shareholders of overseas listed foreign shares so that the shareholders have sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p> <p>.....</p>	<p>Article 214</p> <p>(V) by announcement;</p> <p>(VI) by other means acceptable to the securities regulatory authorities of the place where the Company’s shares are listed or stipulated in the Articles of Association.</p> <p>Unless otherwise specified in the Articles of Association, if the Company’s notice to the shareholders of overseas listed foreign shares is delivered by means of public announcement, it shall, in accordance with the requirements of the local listing rules, submit an electronic ready-to- publish version of the notice to Hong Kong Stock Exchange on the same day for publication on the website of Hong Kong Stock Exchange through the Electronic Publishing System of Hong Kong Stock Exchange. The announcement shall also be published on the website of the Company.</p> <p>.....</p>

Original articles	Amended articles
<p>Article 273</p> <p>Where a notice of the Company is sent by way of announcement, the date of publication of the first announcement shall be the date of service, provided that the relevant announcement shall be published in the newspapers and periodicals meeting the relevant provisions or sent in the manner prescribed in Article 272 of the Articles of Association.</p> <p>Provided that the provisions of laws, administrative regulations and the Articles of Association regarding the procedure and voting effect of resolutions of the meeting are not violated, the accidental omission to send notice of the meeting to a person entitled to notice or the failure of such person to receive notice of the meeting shall not invalidate the meeting and the resolutions made at the meeting.</p>	<p>Article 215</p> <p>Where a notice of the Company is sent by way of announcement, the date of publication of the first announcement shall be the date of service, provided that the relevant announcement shall be published in the newspapers and periodicals meeting the relevant provisions or sent in the manner prescribed in Article 214 of the Articles of Association.</p>
<p>Article 276 Except as otherwise provided in the Articles of Association, the Company shall comply with the following dispute resolution rules:</p> <p>(I) if any dispute or claim arises between the Company and its Director, supervisor, and senior management, or between a shareholder of overseas listed foreign shares and the Company, or between a shareholder of overseas listed foreign shares and a Director, supervisor, senior management of the Company, or between a shareholder of overseas listed foreign shares and a shareholder of domestic shares, in connection with the rights and obligations relating to the Company’s affairs and as regulated by these Articles of Association, the PRC Company Law or other relevant laws, administrative regulations, the parties concerned shall submit the dispute or claim for arbitration.</p>	<p>/</p>

Original articles	Amended articles
<p>when the aforementioned dispute or claim is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons being the Company or shareholders, Directors, supervisors or senior management of the Company that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall abide by the arbitration.</p> <p>disputes concerning the definition of shareholders and the register of shareholders may be resolved without arbitration.</p> <p>(II) a dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or Hong Kong International Arbitration Center in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party shall participate in the arbitration in the arbitration institution selected by the applicant.</p> <p>if the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Center, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center.</p> <p>(III) unless otherwise prescribed by laws or administrative regulations, the laws of China shall apply to the settlement by means of arbitration of the disputes or claims referred to in paragraph (I).</p> <p>(IV) the award made by the arbitration institution shall be final and binding on all the parties involved.</p>	

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>(V) this arbitration agreement is entered into between the Company and its Directors, supervisors or senior management, with the Company being on behalf of both itself and each shareholder.</p> <p>(VI) any submission to arbitration shall be deemed to authorize the arbitration court to make a public hearing and declare its arbitration award.</p>	
<p>Article 282 The Articles of Association shall be effective and enforceable from the date of the initial public offering and listing of the Company in Hong Kong after they have been considered and approved by the general meeting of the Company.</p>	<p>Article 223 The Articles of Association shall be effective and enforceable after they have been considered and approved by the general meeting of the Company.</p>

Note: In addition to the above table, if the serial numbering of the articles is changed due to the addition, deletion and arrangement of certain articles, the serial numbering of the articles in the amended Articles of Association shall be postponed or decreased accordingly, and the serial numbering of the articles involved in cross-references shall be adjusted accordingly.

The proposed amendments to the Articles of Association are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

Details of the proposed amendments to the Rules of Procedure for General Meetings are as follows:

**Comparison of amendments to the Rules of
Procedure for the General Meeting of Deewin Tianxia Co., Ltd**

Original articles	Amended articles
<p>Article 1 The Rules are formulated to protect the legitimate rights and interests of all shareholders, to regulate the conduct of Deewin Tianxia Co., Ltd (the “Company”), to ensure the regulated and efficient operation of the general meeting of the Company, and to ensure the equal and efficient exercise of shareholders’ rights in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “PRC Company Law”), the Securities Law of the PRC (中華人民共和國證券法) (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份上市的特別規定), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other laws, regulations and rules monitoring and regulating domestic and foreign listed companies, as well as the Articles of Association of Deewin Tianxia Co., Ltd (the “Articles of Association”).</p> <p>.....</p>	<p>Article 1 The Rules are formulated to protect the legitimate rights and interests of all shareholders, to regulate the conduct of Deewin Tianxia Co., Ltd (the “Company”), to ensure the regulated and efficient operation of the general meeting of the Company, and to ensure the equal and efficient exercise of shareholders’ rights in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “PRC Company Law”), the Securities Law of the PRC (中華人民共和國證券法) (the “Securities Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other laws, regulations and rules monitoring and regulating domestic and foreign listed companies, as well as the Articles of Association of Deewin Tianxia Co., Ltd (the “Articles of Association”).</p> <p>.....</p>

Original articles	Amended articles
<p>Article 4 The general meeting is the organ of power of the Company and exercises the following functions and powers according to the laws:</p> <p>.....</p> <p>(XIV) to review and approve a short term and medium to long term debt financing that single amount exceeds 50% of the Company's audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company's audited net assets of the latest period (excluding wholly-owned subsidiaries and holding subsidiaries);</p> <p>(XV) to review and approve stock incentive scheme;</p> <p>(XVI) to consider other matters that shall be decided by the general meeting according to laws, administrative regulations, department rules and the Articles of Association.</p> <p>.....</p> <p>.....</p>	<p>Article 3 The general meeting is the organ of power of the Company and exercises the following functions and powers according to the laws:</p> <p>.....</p> <p>(XIV) to review and approve a short term and medium to long term debt financing that single amount exceeds 50% of the Company's audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company's audited net assets of the latest period (excluding financing from wholly-owned subsidiaries and holding subsidiaries);</p> <p>(XV) to review and approve the change of use of proceeds;</p> <p>(XVI) to review and approve stock incentive scheme and Employee Stock Ownership Plan;</p> <p>(XVII) to consider other matters that shall be decided by the general meeting according to laws, administrative regulations, department rules and the Articles of Association.</p>
<p>Article 8 Independent directors shall have the right to propose to the Board to hold an EGM. For the proposal of independent Directors of convening an EGM, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal.</p>	<p>Article 8 Independent non-executive directors shall have the right to propose to the Board to hold an EGM. For the proposal of independent non-executive Directors of convening an EGM, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal.</p>

Original articles	Amended articles
<p>Article 11 If the Board fails to issue a notice to convene the meeting within 30 days after receiving the written request stipulated in Article 10, the shareholder(s) making the request may convene the meeting by themselves within four months after the receipt of the request by the Board, provided that the procedures for convening the meeting shall be the same as that used by the Board when possible.</p> <p>If the shareholders convene and hold a meeting on their own due to the failure of the Board to hold the meeting as aforesaid, the Company shall bear the reasonable expenses incurred thereby and deduct the amount owed by the Company to the delinquent directors.</p>	/
<p>Article 12 When the Supervisory Committee or the shareholders decide to convene a general meeting by themselves, they must notify the Board in writing.</p>	/
<p>Article 14</p> <p>The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or resolutions not in conformity with Article 15 of the Rule.</p>	<p>Article 14</p> <p>The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or resolutions not in conformity with Article 13 of the Rule.</p>
<p>Article 21 To hold a general meeting, a notice shall be given 20 days before the date of the general meeting, so as to notify all the shareholders listed on the register of the matters to be considered at the meeting and the meeting date and place. Shareholders shall send a written reply to the Company five days prior to the general meeting. A notice of an EGM shall be sent to each shareholder 15 days before the meeting is held. Notice may be delivered by personal delivery, facsimile, mail, electronic mail, or other means approved by the general meeting. If the notice is delivered by hand, it shall be signed by the person who receives it; if the notice is not delivered directly, it shall be confirmed by telephone and recorded accordingly.</p> <p>The EGM shall not decide on matters not specified in the notice.</p>	<p>Article 19 To hold a general meeting, a written notice shall be given 20 days before the date of the general meeting, a written notice of an EGM shall be sent to each shareholder 15 days before the meeting is held.</p>

Original articles	Amended articles
<p>Article 22 Unless otherwise specified by the Articles of Association, the notice of general meeting shall be delivered to the shareholders (whether he/she has voting rights at the general meeting or not) by sending to the address of the shareholders listed in the register of shareholders via personal delivery or prepaid mail. For the holders of domestic shares, the notice of general meeting may also be sent via public announcement.</p> <p>For holders of domestic shares, the aforesaid “public announcement” shall be published on one or several newspapers designated by the CSRC and the regulatory authority in the place where it is listed, as well as on the Company’s website and on securities exchanges within a reasonable period from 20 to 25 days prior to the holding of the meeting. Once public announcement is made, it is deemed that all the shareholders of domestic shares have received the notice of the relevant general meeting.</p> <p>For the shareholders of H shares, notices of general meetings, shareholder circulars and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange, provided that they meet the requirements of laws, administrative regulations, the listing rules of the place where the Company is listed and the Articles of Association. Upon announcement, all holders of the overseas listed shares are deemed to have received notice of the relevant general meeting.</p>	<p>Article 20 Unless otherwise specified by the Articles of Association of the Company, the notice of general meeting shall be delivered to the shareholders (whether he/she has voting rights at the general meeting or not) by sending to the address of the shareholders listed in the register of shareholders in the form permitted by Articles of Association of the Company, such as personal delivery or mail. The notice of general meeting may also be sent via public announcement.</p> <p>Notices of general meetings, shareholder circulars and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange, provided that they meet the requirements of laws, administrative regulations, the listing rules of the place where the Company is listed and the Articles of Association of the Company. Upon announcement, all shareholders are deemed to have received notice of the relevant general meeting.</p>
<p>Article 23 The meeting and the resolution of the meeting shall not be null and void if notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.</p>	/

Original articles	Amended articles
<p>Article 24 The notice of the general meeting shall meet the following requirements:</p> <p>(I) made in written form;</p> <p>(II) specifying the time, venue and duration of the meeting;</p> <p>(III) the matters and proposals to be reviewed at the meeting;</p> <p>(IV) providing the shareholders with the information and explanation necessary for them to make informed decision on the matters discussed; This principle includes (but is not limited to) the requirement that when the Company intends to make merger, repurchase shares, make capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanation on the causes and consequences;</p> <p>(V) if any director, supervisor, general manager and other senior management has material interest in the matters to be discussed, the nature and extent of the interest shall be disclosed; if the influence of the matters to be discussed on the relevant director, supervisor, general manager and other senior management is different from the influence on other shareholders of the same class, the relevant difference shall be specified;</p> <p>(VI) containing the full text of the special resolutions proposed to be adopted at the meeting;</p> <p>(VII) textual explanation: all shareholders are entitled to participate in the meeting and they may appoint a proxy to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;</p> <p>(VIII) the delivery time and place of the proxy form for voting;</p> <p>(IX) record date of the shareholders entitled to attend the general meeting;</p> <p>(X) the name and phone number of the contact person for the meeting. The interval between the date of record and the date of the meeting shall be no more than seven working days. Once the Record Date is determined, it shall not be changed.</p>	<p>Article 21 The notice of the general meeting shall meet the following requirements:</p> <p>(I) made in written form;</p> <p>(II) specifying the time, venue and duration of the meeting;</p> <p>(III) the matters and proposals to be reviewed at the meeting;</p> <p>(IV) textual explanation: all shareholders of ordinary shares entitled to participate in the meeting and they may appoint a proxy to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;</p> <p>(V) record date of the shareholders entitled to attend the general meeting;</p> <p>(VI) the name and phone number of the contact person for the meeting.</p>

Original articles	Amended articles
<p>Article 26 When the Company holds a shareholders' general meeting, distributes dividends, liquidates and engages in other acts that require recognition of equity, the Board shall decide that a certain date shall be the share registration date, and the shareholders registered after the close of business on the share registration date shall be the shareholders entitled to the relevant rights and interests.</p> <p>.....</p>	<p>Article 23 When the Company convenes general meetings, distributes dividends, executes clearing or makes other conducts that need to identify the shareholders, the Board or the convener of general meetings shall determine the Record Date. The shareholders included in the register of shareholders after the close of business on the Record Date shall be the entitled shareholders.</p> <p>.....</p>
<p>Article 29 The general meeting shall be held at a designated meeting venue and held in the form of on-site meeting. The Company will also provide telephone, fax, video, network and other modern information technology means to facilitate the shareholders' attendance to the general meeting. Shareholders who participate in the meeting in the aforesaid manner shall be deemed as present.</p>	<p>Article 26 The general meeting shall be held at a designated meeting venue and held in the form of on-site meeting. The Company will also provide other means as permitted under the listing rules of the place where the Company's shares are listed to facilitate the shareholders' attendance to the general meeting. Shareholders who participate in the meeting in the aforesaid manner shall be deemed as present.</p>
<p>Article 31 All the shareholders listed in the register of shareholders on the Record Date or their agents shall be entitled to attend the general meeting, and exercise the voting rights in accordance with the provisions of laws, regulations, Articles of Association of the Company and the listing rules of the place where the Company's shares are listed.</p> <p>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on his/her behalf. Shareholders shall entrust proxies via written power of attorney, which shall be signed by the principal or the proxies so entrusted in writing. If the principal is a legal person, the power of attorney shall be stamped with the name of the legal person or signed by his/her duly appointed proxy.</p>	<p>Article 28 All Shareholders of ordinary shares listed in the register of shareholders on the Record Date or their agents shall be entitled to attend the general meeting, and exercise the voting rights in accordance with the provisions of laws, regulations and Articles of Association of the Company.</p> <p>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on his/her behalf.</p>

Original articles	Amended articles
<p>Article 32 An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity, and share account cards. If a proxy is appointed to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.</p> <p>Corporate shareholders shall attend the meeting by legal representatives or proxies appointed by legal representatives. When the legal representative attends the meeting, he/she shall present his/her ID card (passport) and the valid evidence that proves his/her qualification as the legal person. When the agent attends the meeting, the agent shall present his/her identity card (passport) and the written power of attorney issued by the legal representative of the legal person shareholder.</p>	<p>Article 29 An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity, and share account cards. If a proxy is appointed to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.</p> <p>Corporate shareholders shall attend the meeting by legal representatives or proxies appointed by legal representatives. When the legal representative attends the meeting, he/she shall present his/her ID card and the valid evidence that proves his/her qualification as the legal person. When the agent attends the meeting, the agent shall present his/her identity card and the written power of attorney issued by the legal representative of the legal person shareholder.</p>
<p>Article 33 The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:</p> <p>.....</p> <p>The blank power of attorney issued by the Directors to the shareholders to appoint proxy shall be in such form that allows the shareholders to freely instruct the proxies to vote for against or abstention any proposal, and to provide instructions for each matter that needs to be decided on. The power of attorney that does not specify the specific instructions of the shareholder is deemed to allow the shareholder’s proxy to vote as he/she thinks fit.</p>	<p>Article 30 The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:</p> <p>.....</p> <p>The power of attorney shall specify that in the absence of specific instructions from the shareholders, the proxies may vote as they think fit.</p>

Original articles	Amended articles
<p>Article 35 If the principal is dead, becomes incapable, revokes the appointment, revokes authorization for signing the power of attorney or the relevant shares have been transferred before the voting, as long as the written notice on such matters is not received by the Company before the commencement of the relevant meeting, the votes made by the proxy according to the power of attorney remain effective.</p>	/
<p>Article 38 Shareholders, shareholder representatives and proxies attending the general meeting shall register with the Registrar of the general meeting in accordance with the date and requirements as notified in the notice regarding the convening of the general meeting.</p>	<p>Article 34 Shareholders, shareholders representatives and proxies attending the general meeting shall register for the pre-meeting of the general meeting in accordance with the date and requirements as notified in the notice regarding the convening of the general meeting.</p>
<p>Article 40 Registered shareholders shall sign the meeting register with the vouchers mentioned in Article 32.</p> <p>Shareholders who are not registered shall, in principle, not be allowed to participate in the general meeting, and shall be required to submit the documents as stipulated in Article 32 of these Rules upon special approval by the presider of the meeting. Shareholders who meet the conditions stipulated in the notice of the meeting after examination and verification may participate in this shareholders' meeting after signing the meeting register.</p>	/

Original articles	Amended articles
<p>Article 41 The conveners shall verify the legality of the shareholders' qualifications according to the register of shareholders, and register their names or titles and the number of the voting shares they hold respectively in the meeting register referred to in the preceding article. The meeting registration shall be terminated by the time the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.</p>	<p>Article 36 The conveners shall verify the legality of the shareholders' qualifications according to the register of shareholders. The meeting registration shall be terminated by the time the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.</p>
<p>Article 48 At the annual general meeting, the Board and the Supervisory Committee shall make report on their works in the past year to the general meeting. Each independent director shall also make work report.</p>	<p>Article 43 At the annual general meeting, the Board and the Supervisory Committee shall make report on their works in the past year to the general meeting.</p>
<p>Article 54</p> <p>The Board of the Company, independent directors, and shareholders meeting the relevant conditions may publicly solicit the voting rights from the shareholders.</p> <p>.....</p>	<p>Article 49</p> <p>The Board of the Company, independent non-executive directors, and shareholders meeting the relevant conditions may publicly solicit the voting rights from the shareholders.</p> <p>.....</p>

Original articles	Amended articles
<p>Article 55 The name list of candidates for directors and supervisors shall be included in a proposal to be submitted to the general meeting for voting.</p> <p>During voting at the general meeting on election of directors and supervisors, in accordance with the provisions of the Company's Articles of Association or the resolution of the general meeting, cumulative voting system may be implemented.</p> <p>The cumulative voting system indicates that each share has the number of voting rights identical to the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the directors or supervisors. The Board shall provide the shareholders with the resumes and basic information of the candidates for directors and supervisors.</p>	<p>Article 50 The name list of candidates for directors and supervisors shall be included in a proposal to be submitted to the general meeting for voting.</p> <p>During voting at the general meeting on election of directors and supervisors, in accordance with the provisions of the Company's Articles of Association or the resolution of the general meeting, cumulative voting system may be implemented.</p> <p>The cumulative voting system indicates that each share has the number of voting rights identical to the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the directors or supervisors.</p> <p>The implementation details of the cumulative voting system are as follows:</p> <p>(I) where the cumulative voting system is adopted for the election of directors and supervisors, the candidates shall be listed separately in different resolution groups for submission to the general meeting according to the categories of independent non-executive directors, non-independent non-executive directors and supervisors;</p> <p>(II) shareholders attending the general meeting shall have the same number of votes for each share held as the number of directors or supervisors to be elected under each resolution group for which the cumulative voting system is adopted;</p> <p>(III) the shareholders may cast all their votes on one candidate or split them on a few candidates. Shareholders shall vote within the limit of the number of votes of each resolution group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or in the competitive election, the shareholder casts votes in a way that exceeds the actual number of directors or supervisors to be elected, the vote on such resolution shall be deemed invalid;</p> <p>(IV) the cumulative number of votes cast for each resolution shall be counted separately after the close of voting.</p> <p>The Board shall provide the shareholders with the resumes and basic information of the candidates for directors and supervisors.</p>

Original articles	Amended articles
<p>Article 66</p> <p>(VI) to review and approve the profit distribution plan and loss recovery plan of the Company</p>	<p>Article 61</p> <p>(VI) to review and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(VII) to review and approve the change of use of proceeds;</p> <p>(VIII) any matters not otherwise required by the laws, administrative regulations or the Articles of Association to be adopted by special resolutions.</p>
<p>Article 67</p> <p>(VIII) to examine and approve a short-term and medium to long-term debt financing that single amount exceeds 50% of the Company's audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company's audited net assets of the latest period (excluding wholly-owned subsidiaries and holding subsidiaries);</p> <p>(IX) to review and approve stock incentive scheme;</p> <p>.....</p>	<p>Article 62</p> <p>(VIII) to examine and approve a short-term and medium to long-term debt financing that single amount exceeds 50% of the Company's audited net assets of the latest period (on a consolidated basis) or the cumulative new amount of a fiscal year exceeds 50% of the Company's audited net assets of the latest period (excluding financing from wholly-owned subsidiaries and holding subsidiaries);</p> <p>(IX) to review and approve stock incentive scheme and Employee Stock Ownership Plan;</p> <p>.....</p>
<p>Article 90 The Rules shall be effective and enforceable from the date of the initial public offering and listing of the Company in Hong Kong after they have been considered and approved by the general meeting of the Company.</p>	<p>Article 85 The Rules shall be effective and enforceable from the date they have been considered and approved by the general meeting of the Company.</p>

Note: In addition to the above table, if the serial numbering of the articles is changed due to the addition, deletion and arrangement of certain articles, the serial numbering of the articles in the amended rules of procedure for general meetings shall be changed or decreased accordingly, and the serial numbering of the articles involved in cross-references shall be adjusted accordingly.

The proposed amendments to the Rules of Procedure of the General Meeting are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedure for General Meetings, the Chinese version shall prevail.

Details of the proposed amendments to the Rules of Procedure of the Board of Directors are as follows:

**Comparison of amendments to the Rules of Procedures of Meetings of the Board of
Deewin Tianxia Co., Ltd**

Original articles	Amended articles
<p>Article 7 The Board shall have a Board office as a permanent working body of the Board. It is specifically responsible for the daily affairs of the Board. The Board Office is concurrently appointed by the Secretary of the Board, who is responsible for keeping the seals of the Board and the Board Office.</p>	<p>Article 7 The Board shall have a Board office as a permanent working body of the Board. It is specifically responsible for the daily affairs of the Board. The Board Office is responsible for keeping the seals of the Board and the Board Office.</p>
<p>Article 11 The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(VIII) to determine the matters such as external investment, acquisition and sale of assets, pledge of assets, external guarantee, entrusted wealth management, debt financing and connected transactions of the company other than those matters that shall be considered and approved by the general meeting;</p> <p>.....</p>	<p>Article 11 The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(VIII) to determine the matters such as external investment, acquisition and sale of assets, pledge of assets, external guarantee, entrusted wealth management, debt financing and connected transactions and external donations of the company other than those matters that shall be considered and approved by the general meeting;</p> <p>.....</p>
<p>Article 17 In the conditions as set out below, the following persons shall not serve as Directors the Company:</p> <p>.....</p> <p>(III) persons who were former Directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>.....</p>	<p>Article 17 In the conditions as set out below, the following persons shall not serve as Directors the Company:</p> <p>.....</p> <p>(III) persons who were former Directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>.....</p>

**APPENDIX VI PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES FOR BOARD MEETINGS**

Original articles	Amended articles
<p>Article 23 The Directors shall comply with the laws, administration regulations and the Articles of Association and owe the following obligations of loyalty to the Company:</p> <p>.....</p> <p>(VIII) unless otherwise permitted by general meeting, to keep confidential the information acquired by them in the course of and during their tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other competent government authorities is permitted if the disclosure is:</p> <ol style="list-style-type: none"> 1. by order of the laws; 2. in the interests of the public; 3. in the interest of the relevant Director, supervisor, general manager and other senior management. <p>.....</p>	<p>Article 23 The Directors shall comply with the laws, administration regulations and the Articles of Association and owe the following obligations of loyalty to the Company:</p> <p>.....</p> <p>(VIII) not to disclose secrets of the Company without authorization;</p> <p>.....</p>
<p>Article 24 The Directors shall comply with the laws, administration regulations and these Articles of Association and shall have the following obligations of diligence to the Company:</p> <p>.....</p> <p>(IV) to supervise the performance of duties by other directors and senior management;</p> <p>(V) to sign a written confirmation of the Company's periodic reports, and to ensure that the information disclosed by the Company is true, accurate and complete;</p> <p>(VI) to truthfully provide relevant information to the Supervisory Committee and shall not obstruct the Supervisory Committee or supervisors in the exercise of their duties and powers;</p> <p>(VII) other obligations of diligence as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>Article 24 The Directors shall comply with the laws, administration regulations and these Articles of Association and shall have the following obligations of diligence to the Company:</p> <p>.....</p> <p>(IV) to ensure that the information disclosed by the Company is true, accurate and complete;</p> <p>(V) to truthfully provide relevant information to the Supervisory Committee and shall not impede the Supervisory Committee or supervisors in the exercise of their duties and powers;</p> <p>(VI) other obligations of diligence as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>

Original articles	Amended articles
<p>Article 43 The Chairman of the Board shall perform the following duties and powers:</p> <p>(I) to preside over the general meetings, and to convene and preside over Board meetings;</p> <p>(II) to supervise and inspect the execution of the resolutions of the Board;</p> <p>(III) to sign the important documents of the Board and other documents required to be signed by the legal representative of the Company;</p> <p>(IV) to approve, or authorise the general manager to approve transactions other than those considered and approved by the general meeting and the Board;</p> <p>(V) to approve, or authorise the general manager to approve the Company's ordinary production and operation activities according to the authorisation stipulated by its internal control system;</p> <p>(VI) in case of emergency arising from force majeure such as catastrophic natural disasters, he/she shall exercise special right of disposal of the Company's affairs that conform to laws as well as the Company's interests and report to the Board or the general meeting timely afterwards;</p> <p>(VII) to sign share certificates, debentures and other quoted securities of the Company;</p> <p>(VIII) to exercise the authority and powers of a legal representative and other authority and powers conferred by the Board. Where the Chairman of the Board is unable to perform duties or fails to perform duties, more than half of the Directors shall elect one Director to perform duties.</p>	<p>Article 43 The Chairman of the Board shall perform the following duties and powers:</p> <p>(I) to preside over the general meetings, and to convene and preside over Board meetings;</p> <p>(II) to supervise and inspect the execution of the resolutions of the Board;</p> <p>(III) other authority and powers conferred by the Board.</p> <p>Where the Chairman of the Board is unable to perform duties or fails to perform duties, more than half of the Directors shall elect one Director to perform duties.</p>

Original articles	Amended articles
<p>Article 46 A Director or other senior management member of the Company other than the general manager and the chief financial officer may also act as the secretary to the Board of the Company. Any accountant from accountancy firm or lawyer from law firm which has been appointed by the Company shall not act as the secretary to the Board.</p>	<p>Article 46 A Director the Company may also act as the secretary to the Board of the Company. Any accountant from accountancy firm or lawyer from law firm which has been appointed by the Company shall not act as the secretary to the Board.</p>
<p>Article 54 Notice of a meeting may be given by hand, facsimile, express courier or by other electronic means of communication (if not given directly, it shall be confirmed by telephone and recorded accordingly). If the notice of a meeting is delivered by hand, the addressee shall sign (or stamp) on the receipt of service, and the date of signature of the addressee shall be the date of service; if the notice of a meeting is sent by mail, the date of delivery to the post office shall be the date of service. If the notice of a meeting is sent by facsimile or electronic mail, the date of dispatch shall be the date of service.</p>	<p>Article 54 Notice of a meeting may be given by hand, mail, electronic mail, facsimile, express courier or by other electronic means of communication (if not given directly, it shall be confirmed by telephone and recorded accordingly). If the notice of a meeting is delivered by hand, the addressee shall sign (or stamp) on the receipt of service, and the date of signature of the addressee shall be the date of service; if the notice of a meeting is sent by mail, the date of delivery to the post office shall be the date of service. If the notice of a meeting is sent by facsimile or electronic mail, the date of dispatch shall be the date of service.</p>
<p>Article 85 The Rules shall be effective and enforceable from the date of the initial public offering and listing of the Company in Hong Kong after they have been considered and approved by the general meeting of the Company.</p>	<p>Article 85 The Rules shall be effective and enforceable after they have been considered and approved by the general meeting of the Company.</p>

Note: In addition to the above table, if the serial numbering of the articles is changed due to the addition, deletion and arrangement of certain articles, the serial numbering of the articles in the amended Procedural Rules of the Board shall be changed or decreased accordingly, and the serial numbering of the articles involved in cross-references shall be adjusted accordingly.

The proposed amendments to the Procedural Rules of the Board are prepared in Chinese, so the English version is only a translation. In the event of any discrepancy between the English translation and the Chinese version of the Procedural Rules of the Board, the Chinese version shall prevail.

The biographical details of the Director candidates (other than the staff representative Directors) for the Second Session of the Board of Directors are as follows:

Mr. Wang Runliang (王潤梁), aged 54, was appointed as an executive Director on 15 April 2019. He also serves as the general manager of the Company. Mr. Wang is primarily responsible for the overall management and operations of the Group. Mr. Wang has over 28 years of experience in commercial vehicle industry. Mr. Wang joined Shaanxi Automobile in 1993, during which he served at Shaanxi Automobile (previously known as Shaanxi Automobile Manufacturing) as a staff of the finance section from August 1993 to September 2002, and from September 2002 to May 2003 as a staff of the finance section of the sales department. From May 2003 to February 2008, he served as the chief of integrated finance section of sales department of the Shaanxi Heavy Duty Automobile. From February 2008 to January 2013, he served as the deputy general manager of integrated management department of the sales department of Shaanxi Heavy Duty Automobile. From May 2013 to January 2017, he served as deputy general manager of Shanzhong Financial Leasing Co., Ltd.* (山重融資租賃有限公司) and responsible for overall management and management. He served as deputy general manager the Company from January 2017 to January 2019, and then he has served as the general manager of the Company since January 2019. Mr. Wang graduated with a major in financial accounting (online courses), from Xi'an Jiaotong University, School of Network Education* (西安交通大學網絡教育學院) in the PRC in July 2010.

Mr. Wang Wenqi (王文岐), aged 52, was appointed as an executive Director on 25 December 2020. He is also the deputy general manager of the Company. Mr. Wang is primarily responsible for the overall management and operations of the Group. Mr. Wang has more than 33 years of experience in the commercial vehicle industry. From December 1990 to March 2002, he worked at Shaanxi Automobile (formerly known as Shaanxi Automobile Manufacturing Plant (Engine branch)* 陝西汽車製造總廠發動機分廠) as a staff. From April 2002 to November 2007, he worked at the Shanghai branch, the Nanjing branch and the Shandong branch of Shaanxi Automobile. From December 2007 to November 2010 and from November 2010 to April 2012, he served as officer of the Wuhan branch and the Shanghai-Ningbo branch of Shaanxi Heavy Duty Automobile, respectively. Mr. Wang served as general manager of the leasing division from June 2012 and then serve as deputy general manager in Deewin Financial Leasing since January 2014. From January 2016 to January 2017, he served as the deputy general manager of the Company. He served as the general manager of Tonghui from January 2017 to December 2020, and chairman of Tonghui since April 2019, and responsible for the overall management and operation of Tonghui. He has been the deputy general manager of the Company since December 2020. Mr. Wang graduated from Shaanxi Automobile Technical School* (陝西汽車技工學校) in the PRC in August 1990 and he studied major of business administration (MBA) in Xi'an Jiaotong University* (西安交通大學) in the PRC in April 2012.

Mr. Guo Wancai (郭萬才), aged 50, was appointed as a non-executive Director and the chairman of our Board on 17 July 2020. Mr. Guo is primarily responsible for the overall affairs of the Board, and participating in the formulation of business plans, strategies and major decisions of the Group through being a member of the Board. Mr. Guo has over 27 years of experience in corporate finance and accounting. During the period from June 1997 to March 2014, Mr. Guo served in various positions of the Financial Assets Division of Shaanxi Nuclear Industry Geology Bureau* (陝西省核工業地質局財務資產處) including as a staff member, assistant accountant, accountant, chief staff member and deputy director. From March 2014 to June 2017, he served as the deputy director of the finance and accounting department of China Shaanxi Nuclear Industry Group Corporation* (中陝核工業集團公司). From March 2014 to December 2015, he acted as the chairman of the board of supervisors of Shaanxi Hechang Electromechanical Equipment Co., Ltd.* (陝西核昌機電裝備有限公司). From June 2017 to August 2019, he served as chief financial officer of Shaanxi Hexin Mining Co., Ltd.* (陝西核鑫礦業有限責任公司), and from October 2018 to August 2019, he also served as the head of the audit department of China Shaanxi Nuclear Industry Group Corporation* (中陝核工業集團公司). Since August 2019, Mr. Guo has been serving as a chief accountant of Shaanxi Automobile Holding and was primarily responsible for relevant work in finance. From July 2020 to March 2021, he served as a director of Shaanxi Automobile. From July 2020 to date, he serves as the general accountant Shaanxi Automobile. Mr. Guo graduated with a bachelor's degree in economics, majoring in accounting, from Central South Institute of Technology* (中南工學院) in the PRC in June 1997.

Mr. Tian Qiang (田強), aged 44, was appointed as a non-executive Director since 30 May 2023. Mr. Tian graduated from the School of Economics and Management of Hubei Shashi University majoring in accounting and the Correspondence College of Yangtze University (長江大學函授學院) majoring in computer science. From July 2000 to October 2004, Mr. Tian worked as an employee of the finance department of Shaanxi Automobile Manufacturing Plant. From October 2004 to March 2013, he worked in the financial and accounting department of Shaanxi Heavy Duty Motor Company Limited (陝西重型汽車有限公司), and successively served as employee of the financial and accounting department, section officer of management accounting section, section officer of fund management section and section officer of management accounting section, and section officer of fund management section. From March 2013 to February 2014, he served as the deputy manager of the general management department of the sales company of Shaanxi Heavy Duty Motor Company Limited. From February 2014 to January 2016, he served as the deputy head of the finance and accounting department of Shaanxi Heavy Duty Motor Company Limited (陝西重型汽車有限公司). From January 2016 to January 2019, he served as the head of the operation management department and secretary of the Party branch of Shaanxi Automobile Holding Group Co., Ltd. (陝西汽車控股集團有限公司). From January 2019 to January 2023, he served as the general manager of Shandong Automobile Manufacturing Co., Ltd. (山東汽車製造有限公司). Since January 2023 until now, he has been serving as the director of commercial vehicles of Shaanxi Automobile Group Co., Ltd. (陝西汽車集團股份有限公司); deputy secretary of the Party Committee, director and general manager of Shaanxi Automobile Group Commercial Vehicle Co., Ltd. (陝汽集團商用車有限公司).

Mr. Zhao Chengjun (趙承軍), aged 45, was appointed as a non-executive Director since 30 May 2023. Mr. Zhao holds a junior college degree in marketing from Shaanxi University of Finance and Economics, a bachelor's degree in business management from Xi'an University of Technology, and a master's degree in business administration from the School of Business Administration of Xi'an University of Technology. From March 2003 to September 2005, Mr. Zhao was engaged in market research in the marketing department of the sales company of Shaanxi Heavy Duty Automobile Co., Ltd (陝西重型汽車有限公司). From October 2005 to February 2014, he worked in the sales company of Shaanxi Heavy Duty Automobile Co., Ltd and successively served as the section officer of the market research section of the marketing department, the director, the manager of the sales department, the deputy general manager, the deputy general manager and the manager of the sales service department of the Zhengzhou office. From February 2014 to January 2022, he worked in the quality management department of Shaanxi Automobile Holding Group Co., Ltd. (陝西汽車控股集團有限公司), and successively served as the head of the quality management department and the secretary and head of the general party branch of the quality management department. Since January 2022 until now, he has been serving as the sales director of Shaanxi Heavy Duty Automobile Co., Ltd; secretary of the Party Committee and general manager of the sales company.

Mr. Li Gang (李剛), aged 50, was appointed as an independent non-executive Director on 25 December 2020. Mr. Li is primarily responsible for supervising and providing independent judgement to our Board. Mr. Li has been engaged in teaching and scientific research in the field of supply chain management and e-commerce, internet business innovation, as well as business analytics and intelligent decision-making for over 22 years. Mr. Li worked as an assistant professor and associate professor of Xi'an Jiaotong University* (西安交通大學) from February 2005 to December 2014. He is currently a professor and Ph.D. supervisor of Xi'an Jiaotong University since December 2014. From October 2011 to February 2012, he was an International Faculty Fellow at The Massachusetts Institute of Technology Sloan School of Management. From July to August 2016, he was a Visiting Professor at Hong Kong Polytechnic University. From September 2017 to August 2018, he was a Fulbright Visiting Research Scholar at the University of Florida. Mr. Li graduated with a bachelor's degree in computer and application from Xidian University* (西安電子科技大學) in the PRC in July 1996. He also obtained a master's degree in computer and application from Xi'an Shiyou University* (西安石油大學) in the PRC in June 2001. He obtained a doctor degree in management science and engineering from Xi'an Jiaotong University* (西安交通大學) in the PRC in May 2005.

Mr. IP Wing Wai (葉永威), aged 45, was appointed as an independent non-executive Director on 25 December 2020. Mr. Ip is primarily responsible for supervising and providing independent judgement to our Board. Mr. Ip has over 24 years of experience in the accounting, auditing and corporate field. Mr. Ip worked in KPMG from September 2000 to September 2003 and Beijing Enterprises Holdings Limited (a company listed on the Stock Exchange (Stock Code: 392)) as an accounting manager. During September 2006 to August 2008, Mr. Ip served as a finance manager and company secretary in a Fortune Dragon Group Limited. He was in charge of financial reporting, corporate finance, mergers and acquisitions and company secretarial matters. He then worked with Shougang Fushan Resources Group Limited (a company listed on the Stock Exchange (Stock Code: 639)) as a senior finance manager from September 2008 to March 2010. During the tenure, he was mainly responsible for the group's financial reporting, project evaluation, regulatory compliance and investors relationship. From June 2015 to May 2018, Mr. Ip served as executive director of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (a company listed on the GEM of the Stock Exchange (Stock Code: 8095)) and then has served as the non-executive director of Beijing Beida Jade Bird Universal Sci-Tech Company Limited from May 2018 to May 2021. Mr. Ip has worked at King Stone Energy Group Limited (a company listed on the Stock Exchange (Stock Code: 663)) since April 2010 as the chief investment officer and currently serves as a vice president at the group. Mr. Ip served as the independent non-executive director of 8088 Investment Holdings Limited (formerly known as AID Life Science Holding Limited) (a company listed on the GEM of the Stock Exchange (Stock Code: 8088)) from 2020 to August 2022. Mr. Ip holds a bachelor's degree in Business Administration in Accounting from The Hong Kong University of Science and Technology in Hong Kong in 2000. He is a member of The Hong Kong Institute of Certified Public Accountants since July 2004.

Mr. Yu Qiang (余強), aged 62, was appointed as an independent non-executive Director on 25 December 2020. Mr. Yu is primarily responsible for supervising and providing independent judgement to our Board. Mr. Yu has been engaged in teaching and scientific research in the field of transportation and vehicle engineering specialising in smart cars, new energy automobiles and vehicle system dynamics for over 23 years. From 2000 to 2003, Mr. Yu served as the head of the department of vehicle engineering, then from 2003 to 2008 as the deputy dean, and from 2009 to 2018 as the dean of the school of Automobile, Chang'an University* (長安大學汽車學院). From October 1978 to July 1982, Mr. Yu studied an undergraduate degree in automobile application engineering obtaining a bachelor's degree in Engineering at Xi'an Highway University* (西安公路學院) in the PRC. From September 1982 to September 1985, he studied a postgraduate in automobile application engineering obtaining a master's degree in Engineering at Xi'an Highway University* (西安公路學院). From September 1997 to June 2000, he studied a postgraduate degree in transport engineering obtaining a doctoral degree in engineering at the Chang'an University (formerly known as Xi'an Highway and Jiaotong University) in the PRC.

Save as disclosed above, as at the Latest Practicable Date, the aforesaid Director nominees for the Second Session of the Board of Directors do not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, none of the above Director nominees for the Second Session of the Board of Directors held any other position with the Company or any of its subsidiaries or held any directorships in other listed companies in the past three years.

The Company is not aware of any other matters in relation to the proposed re-election of the above Director nominees for the Second Session of the Board of Directors that need to be brought to the attention of the Shareholders, or any information in relation to the re-election of the above Director nominees for the Second Session of the Board of Directors that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Biographies details of the Supervisor candidates (other than the staff representative Supervisors) for the Second Session of the Board of Supervisors are as follows:

Mr. Ji Jianguo (季建國), aged 38, holds a bachelor's degree in financial management from the School of Management of Xuzhou University of Technology and a master's degree in accounting from the School of Management of Xi'an Polytechnic University. He is a chief senior accountant and a senior auditor. Mr. Ji worked in the financial management department of Shaanxi Automobile Group Co., Ltd from June 2012 to January 2018, serving as a staff member of the financial management department and the head of the financial management section. From January 2018 to January 2020, he served as Deputy Director of Investment and Securities Department of Shaanxi Automobile Holding Group Co., Ltd. From January 2020 to December 2022, he served as Party Branch Secretary and Director of Audit Department of Shaanxi Automobile Holding Group Co., Ltd. From December 2022 to January 2023, he served as Party Branch Secretary and Director of Audit Department of Shaanxi Automobile Holding Group Co., Ltd, Member of the Party Committee, Director and Chief Financial Officer of Shaanxi Dexin Parts Group Co., Ltd. From January 2023 to January 2024, he served as Member of the Party Committee, Director and Chief Financial Officer of Shaanxi Dexin Parts Group Co., Ltd. From January 2024 to the present, he served as Party Branch Secretary and Director of Investment Management Department of Shaanxi Automobile Holding Group Co., Ltd.

Mr. ZHANG Shaojie (張少傑), aged 48, was appointed as the representative supervisor of the Shareholders on 30 May 2023. Mr. Zhang graduated from Baoji School of Finance and Economics majoring in financial accounting and holds a master's degree in business administration from the School of Business Administration of The Hong Kong Polytechnic University. He is a member of the Chinese Institute of Certified Public Accountants. Mr. Zhang worked in the finance department of the production segment of Shaanxi Automobile Group Co., Ltd. from August 1995 to January 2005, successively serving as the accountant and the director of the finance department of the production segment. From January 2005 to October 2005, he served as the financial director of the material procurement department of Shaanxi Automobile Group Co., Ltd. From October 2005 to January 2013, he served as the chief financial officer of Shaanxi Tonghui Automobile Logistics Co., Ltd. (陝西通匯汽車物流有限公司). From January 2013 to January 2017, he served as the general manager of Shaanxi Tonghui Automobile Logistics Co., Ltd. From January 2017 to February 2021, he served as Party branch secretary and general manager of Shaanxi Huazhen Industry and Trade Service Co., Ltd. (陝西華臻工貿服務有限公司). Since February 2021, he has been serving as the Party branch secretary and head of the financial management department of Shaanxi Automobile Holding Group Co., Ltd.

Save as disclosed above and as at the Latest Practicable Date, the aforesaid Supervisor nominees for the Second Session of the Board of Supervisors do not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, none of the above Supervisor nominees for the Second Session of the Board of Supervisors held any other position with the Company or any of its subsidiaries or held any directorships in other listed companies in the past three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the re-election of the above Supervisor nominees for the Second Session of the Board of Supervisors that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



德銀天下股份有限公司

DEEWIN TIANXIA CO.,LTD

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2418)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will be held at 9:30 a.m. on Thursday, 30 May 2024 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC to consider and approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 26 April 2024:

ORDINARY RESOLUTIONS

1. To consider and approve the 2023 work report of the Board of Directors of the Company.
2. To consider and approve the 2023 work report of the Board of Supervisors of the Company.
3. To consider and approve the 2023 annual final financial report of the Company.
4. To consider and approve the 2024 comprehensive budget plan of the Company.
5. To consider and approve the 2024 consolidated financing credit facility.
6. To consider and approve the 2023 profit distribution plan.
7. To consider and approve the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for 2024 under the International Financial Reporting Standards and China Accounting Standards for Business Enterprises, respectively, and to authorize the Board to determine their remuneration.
8. To consider and approve the 2024 investment plan and to authorize the Board to adjust the 2024 investment plan in an amount not exceeding 10% of the total amount of the plan in principle, and to approve and update the 2025 investment plan.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. To consider and approve the following resolution on the proposed general mandate to issue Shares:

(1) Subject to the conditions set out in (2) below and in compliance with the relevant regulations, it is proposed to the general meeting to authorize the Board to, within the Relevant Period (as defined below), issue Shares (H Shares and/or Domestic Shares, the same below) at its discretion.

(2) The number of H Shares and Domestic Shares to be issued as approved by the Board shall not exceed 20% of each class of H Shares and Domestic Shares of the Company in issue as at the date on which this resolution is considered and approved at the AGM. The Company currently has a total of 1,629,000,000 Domestic Shares and a total of 607,042,500 H Shares. Assuming that there is no change in the number of Domestic Shares and H Shares before the date of the AGM, the maximum number of Domestic Shares and H Shares that may be issued by the Company under the general mandate to issue Shares will be 325,800,000 and 121,408,500, respectively. If the number of H Shares and Domestic Shares changes due to the Company's repurchase or cancellation of the shares and other matters, the general mandate will make corresponding adjustments according to the changed number of shares.

(3) For the purposes of this resolution:

“Relevant Period” means the period from the date on which this resolution come into effect until whichever is the earliest of:

1. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
2. the expiration of the 12-month period following the passing of this resolution; or
3. the date on which the authorization referred to in this resolution is revoked or varied by a special resolution at any general meeting of the Company.

Provided the Board or its authorized persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

NOTICE OF ANNUAL GENERAL MEETING

In order to improve the efficiency of decision-making, reduce the approval procedures and seize market opportunities, it is proposed to the general meeting to authorize the Board to deal with all matters in relation to the general mandate to issue Shares at its sole discretion, including but not limited to:

- (1) To authorize the Board to determine the specific share issuance plan, including but not limited to:
 1. class and number of Shares to be issued;
 2. pricing method and/or issue price (including price range);
 3. determining the time of issuance, term of issuance, target subscribers, method of issuance, use of proceeds and other contents to be included in the specific issuance plan as required by relevant laws, regulations and other regulatory documents, relevant regulatory authorities and the stock exchange of the listing place;
 4. deciding on the engagement of intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance of relevant shares;
 5. disclosing relevant information in accordance with relevant laws and regulations and the listing rules of the stock exchange where the Company's securities are listed; and
 6. dealing with all the reporting, registration, filing and listing matters in relation to the issue of the Relevant Shares.
- (2) To authorize the Board to increase the registered capital of the Company to reflect the shares authorized to be issued by the Company pursuant to this resolution, to make such appropriate and necessary amendments to the provisions of the Articles of Association relating to the issue of shares and registered capital, and to take any other action and complete any formality required to effect such increase.
- (3) In addition to the above-mentioned contents in relation to the general mandate to issue shares proposed to be approved at the AGM, it is proposed to the general meeting to agree to authorize the secretary to the Board and/or the company secretary to deal with all relevant matters in relation to the issue of shares, including but not limited to the preparation, amendment, publication and despatch of relevant announcements and shareholder circulars in accordance with the relevant requirements under domestic and overseas laws and regulations and the Listing Rules, as well as the requirements and recommendations of the relevant domestic and overseas government departments and regulatory authorities.

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and approve the resolution on the general mandate to repurchase shares:

I. The General Mandate

- (1) The Board of the Company is hereby authorized to repurchase up to 10% of the total number of H shares of the Company in issue as at the date of approval of the resolution at the general meeting of the Company (“**The General Mandate**”) with self-raised funds of the Company during the authorization period (as defined in “**II. Validity of the General Mandate**”).
- (2) The Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:
 1. formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;
 2. open stock accounts and capital accounts and complete the corresponding procedure of change in foreign exchange registration;
 3. perform the relevant approval or filing procedures (if applicable) in accordance with applicable laws and regulations, the Listing Rules and regulatory requirements;
 4. adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association;
 5. sign and execute other documents and complete other matters relevant to repurchases of H Shares, including signing and executing the subsequent capital reduction, cancellation of shares and making such amendments to the Articles of Association as it thinks appropriate.

NOTICE OF ANNUAL GENERAL MEETING

The above-mentioned authorization matters may be delegated by the Board to the management for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the AGM, Domestic shareholders' class meeting and H Share Class Meeting until whichever is the earliest of:

- (I) the conclusion of the AGM for the year 2024 of the Company; or
- (II) the revocation or variation of the authorization given to the Board under this resolution by passing a special resolution of the general meeting, Domestic shareholders' class meeting and H Share Class Meeting of the Company.

Provided the Board or its authorized persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

The Board's exercise of the power granted under the aforementioned General Mandate is subject to the compliance with the Company Law, the Securities Law and the Listing Rules (as amended from time to time) and all the requisite approvals from the relevant authorities.

ORDINARY RESOLUTIONS

- 11. To consider and approve the authorization to the Board to determine the interim profit distribution plan of the Company for 2024.

SPECIAL RESOLUTIONS

- 12. To consider and approve the proposed amendments to the articles of association set out in Appendix IV to the Circular.
- 13. To consider and approve the proposed amendments to the rules of procedures for general meetings set out in Appendix V to the Circular.

ORDINARY RESOLUTIONS

- 14. To consider and approve the proposed amendments to the Rules of Procedures for the Board Meetings set out in Appendix VI to this circular.

NOTICE OF ANNUAL GENERAL MEETING

15. To consider and approve the re-election of Mr. Wang Runliang as an executive Director of the Second Session of the Board of Directors of the Company.
16. To consider and approve the re-election of Mr. Wang Wenqi as an executive Director of the Second Session of the Board of Directors of the Company.
17. To consider and approve the re-election of Mr. Guo Wancai as a non-executive Director of the Second Session of the Board of Directors of the Company.
18. To consider and approve the re-election of Mr. Tian Qiang as a non-executive Director of the Second Session of the Board of Directors of the Company.
19. To consider and approve the re-election of Mr. Zhao Chengjun as a non-executive Director of the Second Session of the Board of Directors of the Company.
20. To consider and approve the re-election of Mr. Li Gang as an independent non-executive Director of the Second Session of the Board of Directors of the Company.
21. To consider and approve the re-election of Mr. Ip Wing Wai as an independent non-executive Director of the Second Session of the Board of Directors of the Company.
22. To consider and approve the re-election of Mr. Yu Qiang as an independent non-executive Director of the Second Session of the Board of Directors of the Company.
23. To consider and approve the independent non-executive Directors' fees of the Second Session of the Board of Directors of the Company; the independent non-executive Director who is ordinarily resident in Hong Kong shall be remunerated at a rate of RMB120,000 per annum (before tax), and the remaining two independent non-executive Director shall be remunerated at a rate of RMB80,000 per annum (before tax).
24. To consider and approve the re-election of Mr. Zhang Shaojie as a Supervisor of the Second Session of the Board of Supervisors of the Company.
25. To consider and approve the appointment of Mr. Ji Jianguo as a Supervisor of the Second Session of the Board of Supervisors of the Company.

By Order of the Board
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
LIU Lulu
Company Secretary

Xi'an, the PRC, 26 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE ANNUAL GENERAL MEETING OF THE COMPANY

The register of members of H Shares of the Company will be closed from Friday, 24 May 2024 to Thursday, 30 May 2024 (both days inclusive). Holders of H shares and domestic shares of the Company whose names appear on the register of members of the Company at the opening of business on Thursday, 30 May 2024 are entitled to attend and vote at the AGM.

In order to attend and vote at the AGM, holders of H shares of the Company shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4: 30 p.m. on Thursday, 23 May 2024.

(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR THE 2023 FINAL DIVIDEND

The Board recommended the payment of a final dividend of RMB0.4076 per ten shares (tax inclusive) for the year ended 31 December 2023 (the "**Proposed 2023 Final Dividend**"), subject to the approval of the Shareholders at the 2023 AGM to be held on Thursday, 30 May 2024. The proposed 2023 final dividend will be paid on or before Friday, 23 August 2024 to shareholders whose names appear on the register of members of the Company on Tuesday, 11 June 2024.

For the purpose of determining the Shareholders' entitlement to the proposed 2023 final dividend, the Registers of Members will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024, both days inclusive. In order to establish entitlements to the proposed 2023 final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4: 30 p.m. on Tuesday, 4 June 2024.

(3) REGISTRATION PROCEDURES FOR ATTENDING THE ANNUAL GENERAL MEETING

The Shareholder or its proxies shall produce his identification proof. If a corporation Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the Annual General Meeting, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.

(4) PROXIES

- a. Any Shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Annual General Meeting. A proxy needs not be a Shareholder. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the Annual General Meeting.
- b. Any Shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument is signed by an attorney of the appointer, the power of attorney authorizing the attorney to sign or other documents of authorization must be notarially certified. In order to be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) must be delivered to the correspondence address designated by the Company for holders of domestic shares not less than 24 hours before the time appointed for the AGM. To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation (if any) must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (if any) should they so wish.

NOTICE OF ANNUAL GENERAL MEETING

- (5) **THE AGM IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:

16th Floor, Unit 1 Building 1, Jingwei Centre, 29 West Section of Xijin Road Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi, the PRC

(Postal code: 710200)

Telephone No: (86) 29 8606 0733

Attention: LIU Lulu

As at the date of this notice, the Board of Directors of the Company comprises Mr. Guo Wancai as Chairman and non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Tian Qiang, Mr. Zhao Chengjun and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors.

NOTICE OF H SHARE CLASS MEETING



德銀天下股份有限公司

DEEWIN TIANXIA CO.,LTD

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2418)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the H share class meeting (the “**H share class meeting**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will be held at 11:00 a.m. (or immediately upon conclusion of the Annual General Meeting and any adjournment thereof) on Thursday, 30 May 2024 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province, the PRC to consider and approve the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 26 April 2024 (the “**Circular**”):

SPECIAL RESOLUTION

1. To consider and approve the resolution relating to granting the general mandate to repurchase Shares:

- I. The General Mandate

- (1) The Board of the Company is hereby authorized to repurchase up to 10% of the total number of H shares of the Company in issue as at the date of approval of the resolution at the general meeting of the Company (“**The General Mandate**”) with self-raised funds of the Company during the authorization period (as defined in “**II. Validity of the General Mandate**”).
- (2) the Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:
 1. formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;
 2. open stock accounts and capital accounts and complete the corresponding procedure of change in foreign exchange registration;

NOTICE OF H SHARE CLASS MEETING

3. perform the relevant approval or filing procedures (if applicable) in accordance with applicable laws and regulations, the Listing Rules and regulatory requirements;
4. adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association;
5. sign and execute other documents and complete other matters relevant to repurchases of H Shares, including signing and executing subsequent capital reductions, cancellation of shares and amendments to the Articles of Association deemed appropriate relating to the repurchases of shares.

The above-mentioned authorization matters may be delegated by the Board to the management for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the AGM, Domestic Share Class Meeting and H Share Class Meeting until whichever is the earliest of:

- (I) the conclusion of the AGM for the year 2024 of the Company; or
- (II) the revocation or variation of this resolution by passing a special resolution of the general meeting, Domestic Share Class Meeting and H Share Class Meeting of the Company.

If within the validity of the General Mandate, the Board or a person authorized by the Board has signed the necessary documents and handled necessary procedures, and such documents, procedures may need to be performed or carried out at or after the end of the abovesaid validity, or continued after the abovesaid validity, the validity of the General Mandate will be extended accordingly.

NOTICE OF H SHARE CLASS MEETING

The Company's Board's exercise of the power granted under the aforementioned General Mandate is subject to the compliance with the Company Law, the Securities Law and the Listing Rules (as amended from time to time) and all the requisite approvals from the relevant regulatory authorities.

2. To consider and approve the proposed amendments to the Articles of Association set out in Appendix IV to this circular.
3. To consider and approve the proposed amendments to the Rules of Procedures for General Meetings set out in Appendix V to this circular.

By Order of the Board
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
LIU Lulu
Company Secretary

Xi'an, the PRC, 26 April 2024

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE H SHARE CLASS MEETING

The H Share register of members of the Company will be closed from Friday, 24 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's H Shares whose names appear on the Company's Register of Members at the opening of business on Thursday, 30 May 2024 are entitled to attend and vote at the H Share Class Meeting.

In order to be eligible to attend and vote at the H Share Class Meeting, holders of the Company's H Shares shall lodge all transfer instruments together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Shares Registrar, not later than 4:30 p.m. on Thursday, 23 May 2024 at Shops 1712- 1716, 17th floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE H SHARE CLASS MEETING

The Shareholder or its proxies shall produce his identification proof. If a corporation Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the H Share Class Meeting, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.

(3) PROXIES

- a. Any Shareholder who is entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the H Share Class Meeting. A proxy needs not be a Shareholder of the Company. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the H Share Class Meeting.
- b. Any Shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument

NOTICE OF H SHARE CLASS MEETING

is signed by an attorney of the appointer, the power of attorney authorizing the attorney to sign or other documents of authorization must be notarially certified. In order to be valid, the form of proxy, and a notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting and completion and return of a form of proxy will not preclude a Shareholder from attending H Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the H Share Class Meeting if he or she so wishes.

- (4) **THE H SHARE CLASS MEETING IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:

16th Floor, Unit 1 Building 1, Jingwei Centre, 29 West Section of Xijin Road Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi, the PRC

(Postal code: 710200)

Telephone No: (86) 29 8606 0733

Attention: LIU Lulu (劉錄錄)

As at the date of this notice, the Board of Directors of the Company comprises Mr. Guo Wancai as Chairman and non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Tian Qiang, Mr. Zhao Chengjun and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors.

NOTICE OF DOMESTIC SHARE CLASS MEETING



德銀天下股份有限公司
DEEWIN TIANXIA CO.,LTD

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2418)

NOTICE OF DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of Domestic Shares (the “**Domestic Share Class Meeting**”) of Deewin Tianxia Co., Ltd (the “**Company**”) will be held at 11:30 a.m. (or immediately upon conclusion of the H Share Class Meeting or any adjournment thereof) on Thursday, 30 May 2024 at Conference Room, 2nd Floor, East 5th Floor, Wiser Plaza, Weiyang District, Xi’an City, Shaanxi Province to consider and approve the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 26 April 2024 (the “**Circular**”):

SPECIAL RESOLUTION

1. To consider and approval the resolution on the proposed general mandate to repurchase Shares:

- I. The General Mandate

- (1) The Board of the Company is hereby authorized to repurchase up to 10% of the total number of H shares of the Company in issue as at the date of approval of the resolution at the general meeting of the Company (“**The General Mandate**”) with self-raised funds of the Company during the authorization period (as defined in “**II. Validity of the General Mandate**”).
- (2) the Board of the Company is hereby authorized to deal with matters relating to the repurchase of H Shares, including but not limited to:
 1. formulate and implement specific repurchase plans in accordance with the Company Law and other laws and regulations, the Listing Rules and the Articles of Association, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity and allocation;
 2. open stock accounts and capital accounts and complete the corresponding procedure of change in foreign exchange registration;

NOTICE OF DOMESTIC SHARE CLASS MEETING

3. perform the relevant approval or filing procedures (if applicable) in accordance with applicable laws and regulations, the Listing Rules and regulatory requirements;
4. adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies and changes in market conditions, except for matters that are subject to re-approval at the general meeting in accordance with relevant laws and regulations and the Articles of Association;
5. sign and execute other documents and complete other matters relevant to repurchases of H Shares, including signing and executing subsequent capital reductions, cancellation of shares and amendments to the Articles of Association deemed appropriate relating to the repurchases of shares.

The above-mentioned authorization matters may be delegated by the Board to the management for exercise, except for matters which are specifically required by laws, administrative regulations, rules of securities regulatory authorities, regulatory documents or the Articles of Association to be approved by the Board.

II. Validity of the General Mandate

The General Mandate for the repurchase of H Share commences valid from the passing of this resolution as a special resolution at the Annual General Meeting, Domestic Share Class Meeting and H Share Class Meeting until whichever is the earliest of:

- (I) the conclusion of the Annual General Meeting for the year 2024 of the Company; or
- (II) the revocation or variation of this resolution by passing a special resolution of the Annual General Meeting, Domestic Share Class Meeting and H Share Class Meeting of the Company.

NOTICE OF DOMESTIC SHARE CLASS MEETING

If within the validity of the General Mandate, the Board or a person authorized by the Board has signed the necessary documents and handled necessary procedures, and such documents, procedures may need to be performed or carried out at or after the end of the abovesaid validity, or continued after the abovesaid validity, the validity of the General Mandate will be extended accordingly.

The Company's Board's exercise of the power granted under the aforementioned General Mandate is subject to the compliance with the Company Law, the Securities Law and the Listing Rules (as amended from time to time) and all the requisite approvals from the relevant regulatory authorities.

2. To consider and approve the proposed amendments to the Articles of Association set out in Appendix IV to this circular.
3. To consider and approve the proposed amendments to the Rules of Procedures for General Meetings set out in Appendix V to this circular.

By Order of the Board
Deewin Tianxia Co., Ltd
德銀天下股份有限公司
LIU Lulu
Company Secretary

Xi'an, the PRC, 26 April 2024

Notes:

(1) REGISTRATION PROCEDURES FOR ATTENDING THE DOMESTIC SHARE CLASS MEETING

The Shareholder or its proxies shall produce his identification proof. If a corporation Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the Domestic Share Class Meeting, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.

(2) PROXIES

- a. Any Shareholder who is entitled to attend and vote at the Domestic Share Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf at the Domestic Share Class Meeting. A proxy needs not be a Shareholder. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the Domestic Share Class Meeting.
- b. Any Shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the board of the body corporate or by attorneys duly authorized. If the instrument is signed by an attorney of the appointer, the power of attorney authorizing the attorney to sign or other documents of authorization must be notarially certified. In order to be valid, the form of proxy, and a

NOTICE OF DOMESTIC SHARE CLASS MEETING

notarially certified copy of the power of attorney or other documents of authorization, where appropriate, must be delivered to the correspondence address designated by the Company not less than 24 hours before the time for holding the Domestic Share Class Meeting and completion and return of a form of proxy will not preclude a Shareholder from attending Domestic Share Class Meeting or any adjournment thereof (as the case may be) in person and voting at the Domestic Share Class Meeting if he or she so wishes.

- (3) **THE DOMESTIC SHARE CLASS MEETING IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:

16th Floor, Unit 1 Building 1, Jingwei Centre, 29 West Section of Xijin Road Jingwei New City, Economic and Technological Development Zone, Xi'an City, Shaanxi, the PRC

(Postal code: 710200)

Telephone No: (86) 29 8606 0733

Attention: LIU Lulu (劉錄錄)

As at the date of this notice, the Board of Directors of the Company comprises Mr. Guo Wancai as Chairman and non-executive Director, Mr. Wang Runliang and Mr. Wang Wenqi as executive Directors, Mr. Tian Qiang, Mr. Zhao Chengjun and Ms. Feng Min as non-executive Directors, and Mr. Li Gang, Mr. Ip Wing Wai and Mr. Yu Qiang as independent non-executive Directors.