
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Guangdong Kanghua Healthcare Co., Ltd.***, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker 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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廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023;
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2023;
FINANCIAL REPORTS FOR 2023;
ANNUAL REPORT FOR 2023;
PROFIT DISTRIBUTION PLAN FOR 2023;
RE-ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD;
RE-ELECTION OF SUPERVISORS OF THE FOURTH SESSION
OF THE SUPERVISORY COMMITTEE;
RE-APPOINTMENT OF DOMESTIC AUDITOR AND
INTERNATIONAL AUDITOR OF THE COMPANY FOR 2024;
GENERAL MANDATE TO ISSUE SHARES;
CHANGE OF COMPANY NAME;
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AMENDMENTS TO THE GOVERNANCE POLICIES;
NOTICE OF 2023 ANNUAL GENERAL MEETING;
NOTICE OF THE H SHAREHOLDERS' CLASS MEETING;
AND
NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

Notices convening the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC on Wednesday, 26 June 2024 at 3:00 p.m., 4:00 p.m. (or immediately after the conclusion or adjournment of the AGM) and 5:00 p.m. (or immediately after the conclusion or adjournment of the H Shareholders' Class Meeting) are set out on pages 152 to 158, pages 159 to 161 and pages 162 to 163 of this circular, respectively.

A reply slip and a form of proxy for use at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are enclosed and are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and of the Company (www.kanghuagp.com). Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon no later than Thursday, 6 June 2024; and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof should you so wish.

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DEFINITIONS

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

“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023, which can be found on the HKExnews website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company’s website (http://www.kanghuagp.com)
“AGM”	the 2023 annual general meeting of the Company to be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC at 3:00 p.m. on Wednesday, 26 June 2024 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the 2023 annual general meeting which is set out on pages 152 to 158 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Change of Company Name”	the proposed change of the English name of the Company from “Guangdong Kanghua Healthcare Co., Ltd.” to “Guangdong Kanghua Healthcare Group Co., Ltd.” and proposed change of the Chinese name of the Company from “廣東康華醫療股份有限公司” to “廣東康華醫療集團股份有限公司”
“Company”	Guangdong Kanghua Healthcare Co., Ltd. (廣東康華醫療股份有限公司), a joint stock limited liability company established under the laws of the PRC and its H Shares are listed on Main Board of the Hong Kong Stock Exchange (Stock Code: 3689)
“Company Law”	the Company Law of the People’s Republic of China revised and adopted by the Standing Committee of the Twelfth National People’s Congress on 28 December 2013 and enforced on 1 March 2014 (as amended, supplemented or otherwise modified from time to time)

DEFINITIONS

“Director(s)”	the director(s) of the Company
“Domestic Shareholder(s)”	the registered holder(s) of the Domestic Shares
“Domestic Shareholders’ Class Meeting”	the forthcoming class meeting for Domestic Shareholders of the Company to be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC at 5:00 p.m. (or immediately after conclusion or adjournment of the H Shareholders’ Class Meeting) on Wednesday, 26 June 2024 or any adjournment thereof
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded in any stock exchange
“Group”	the Company and its subsidiaries
“H Shareholder(s)”	the registered holder(s) of the H Shares
“H Shareholders’ Class Meeting”	the forthcoming class meeting for H Shareholders of the Company to be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC at 4:00 p.m. (or immediately after conclusion or adjournment of the AGM) on Wednesday, 26 June 2024 or any adjournment thereof
“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	26 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Wang Family”	the family members of the founder of our Group, the late Mr. Wang Jincheng (王金城), including (i) his children; (ii) his siblings; (iii) the spouses of his siblings; and (iv) the children of his siblings

LETTER FROM THE BOARD



廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

Executive Directors:

Mr. Wang Junyang (*Chairman*)
Mr. Chen Wangzhi (*Chief Executive Officer*)
Mr. Wong Wai Hung (*Vice Chairman*)
Ms. Wang Ai Qin

Non-executive Director:

Mr. Lv Yubo

Independent non-executive Directors:

Mr. Yeung Ming Lai
Dr. Chen Keji
Mr. Chan Sing Nun

Registered office:

3/F, Outpatient Zone One
Dongguan Kanghua Hospital
Nancheng Street Road
Dongguan
Guangdong Province PRC

*Headquarters and principal place of
business in the PRC:*

1000 Dongguan Avenue,
Dongguan Guangdong Province
PRC

Principal place of business in Hong Kong:

Unit 3207, Metroplaza Tower 2
223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong

To the Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023;
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2023;
FINANCIAL REPORTS FOR 2023;
ANNUAL REPORT FOR 2023;
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AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AMENDMENTS TO THE GOVERNANCE POLICIES;
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NOTICE OF THE H SHAREHOLDERS' CLASS MEETING;
AND
NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

* For identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM (set out on pages 152 to 158 of this circular), notice of the H Shareholders' Class Meeting (set out on pages 159 to 161 of this circular) and notice of the Domestic Shareholders' Class Meeting (set out on pages 162 to 163 of this circular) and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, respectively.

At the AGM, ordinary resolutions will be proposed to approve, among others, (i) the work report of the Board for 2023 (the “**2023 Work Report of the Board**”); (ii) the work report of the Supervisory Committee for 2023 (the “**2023 Work Report of the Supervisory Committee**”); (iii) the 2023 financial reports of the Company (the “**2023 Financial Reports**”); (iv) the 2023 Annual Report; (v) the profit distribution plan for 2023 (the “**2023 Profit Distribution Plan**”); (vi) the re-election of Directors of the fourth session of the Board; (vii) the re-election of Supervisors of the fourth session of the Supervisory Committee; and (viii) the re-appointment of domestic auditor and international auditor of the Company for 2024 and authorise the Board to determine their respective remuneration. Special resolutions will be proposed to approve (i) the general mandate to issue Shares; (ii) the Change of Company Name of the Company; (iii) the proposed amendments to the Articles of Association; and (iv) the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

At the H Shareholders' Class Meeting, special resolutions will be proposed to approve (i) the proposed amendments to the Articles of Association; and (ii) the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

At the Domestic Shareholders' Class Meeting, special resolutions will be proposed to approve (i) the proposed amendments to the Articles of Association; and (ii) the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

LETTER FROM THE BOARD

(1) RESOLUTIONS AT THE AGM

Ordinary Resolutions:

1. 2023 Work Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2023 Work Report of the Board. Please refer to the report of the Board in the 2023 Annual Report.

The 2023 Work Report of the Board was considered and approved by the Board on 28 March 2024 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

2. 2023 Work Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to approve the 2023 Work Report of the Supervisory Committee. Please refer to the report of the Supervisory Committee in the 2023 Annual Report.

The 2023 Work Report of the Supervisory Committee was considered and approved by the Supervisory Committee on 28 March 2024 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

3. 2023 Financial Reports

An ordinary resolution will be proposed at the AGM to approve the 2023 Financial Reports. Please refer to the audited consolidated financial statements in the 2023 Annual Report.

The 2023 Financial Reports were considered and approved by the Board on 28 March 2024 and are hereby proposed at the AGM for consideration and approval by the Shareholders.

4. 2023 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2023 Annual Report.

The 2023 Annual Report was considered and approved by the Board on 28 March 2024 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

5. 2023 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Profit Distribution Plan. Based on the financial status and the operation and development status of the Company in 2023 and prevailing market conditions, the Board had resolved not to make profit distribution or convert the capital reserve to increase the Company's registered capital in 2023.

6. Re-election of Directors of the Fourth Session of the Board

The following ordinary resolutions, each as a separate resolution, will be proposed at the AGM to re-elect the following Directors as Directors of the fourth session of the Board:

- 6.1 To re-elect Mr. Wang Junyang as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.2 To re-elect Mr. Chen Wangzhi as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.3 To re-elect Mr. Wong Wai Hung as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.4 To re-elect Ms. Wang Aiqin as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.5 To re-elect Mr. Lv Yubo as a non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.6 To re-elect Mr. Yeung Ming Lai as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
- 6.7 To re-elect Dr. Chen Keji as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters; and
- 6.8 To re-elect Mr. Chan Sing Nun as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.

LETTER FROM THE BOARD

In the event that the above-mentioned candidates for Directors are re-elected as Directors of the fourth session of the Board, their terms of office will be three years from the date of the approval of this resolution at the AGM. Biographical details of each of the candidates for Directors proposed to be elected at the AGM are set out in Appendix I to this circular.

According to code provision B.2.3 of the CG Code, if an independent non-executive Director serves more than nine years, such Director's further appointment should be subject to a separate resolution to be approved by Shareholders. Among the retiring Directors, Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun will act as an independent non-executive Directors for more than nine years during the tenure of the fourth session of the Board. As such, separate resolutions will be proposed at the AGM for re-election of Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun as the independent non-executive Directors in accordance with code provision B.2.3 of the CG Code.

The Board, with the recommendation of the Nomination Committee, considers Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun satisfy the independence criteria under Rule 3.13 of the Listing Rules. Taking into consideration of the independent nature of their role and duties in the past years, the Board considers that the long service of Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun would not diminish their independence and affect their exercise of independent judgment and their continuous tenure brings considerable benefits and stability to the management and operation of the Group, and therefore considers Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun to be independent. Further biographical details of Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun are set out in Appendix I to this circular.

The Nomination Committee believes that each of Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. Accordingly, as recommended by the Nomination Committee, the Board has proposed that Mr. Yeung Ming Lai, Mr. Chen Keji and Mr. Chan Sing Nun stand for re-election as independent non-executive Directors of the fourth session of the Board at the AGM.

LETTER FROM THE BOARD

7. Re-election of Supervisors of the Fourth Session of the Supervisory Committee

The following ordinary resolutions, each as a separate resolution, will be proposed at the AGM to re-elect the following Supervisors as the Supervisors of the fourth session of the Supervisory Committee:

- 7.1 To re-elect Mr. Chen Shaoming as a Supervisor of the fourth session of the Supervisory Committee;
- 7.2 To re-elect Mr. Wang Shaofeng as a Supervisor of the fourth session of the Supervisory Committee; and
- 7.3 To re-elect Mr. Yue Chunyang as a Supervisor of the fourth session of the Supervisory Committee.

In the event that the above-mentioned candidates for Supervisors are re-elected as Supervisors of the fourth session of the Supervisory Committee, their terms of office will be three years from the date of the approval of this resolution at the AGM. Biographical details of each of the candidates for Supervisor are set out in Appendix I to this circular. The biographical details of the employee representative Supervisors will be disclosed by way of announcement upon conclusion of the employees' representative meeting convened by the Company.

8. Re-appointment of domestic auditor and international auditor of the Company for 2024

The Board proposes that Baker Tilly China Certified Public Accountants be re-appointed as the domestic auditor for the Company in 2024, responsible for providing relevant external auditing service in accordance with Chinese Accounting Standards for Business Enterprises until the close of the annual general meeting of the Company for 2024. The Board proposes that Baker Tilly Hong Kong Limited be re-appointed as the international auditor for the Company in 2024, responsible for providing relevant international auditing and reviewing service in accordance with the International Financial Reporting Standards until the close of the annual general meeting of the Company for 2024. The proposal on the re-appointment of domestic and international auditors and the authorisation to the Board to fix their remuneration is hereby proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

Special Resolutions:

9. *Resolution on general mandate to issue Shares*

To provide more flexibility and convenience to the fundraisings for the Company, the proposal to issue additional shares of the Company and to grant the Board a general mandate is hereby proposed at the AGM for consideration and approval by the Shareholders:

- A. To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined in (iv)) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or deal with Additional Shares (such Additional Shares being subject to a maximum of 20% of the total number of Shares in issue as at the date of the passing of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- (i) such General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
 - (ii) the total number of Shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association;
 - (iii) the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Hong Kong Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
 - (iv) for the purposes of this resolution:

“**H Shares**” means the overseas-listed foreign invested ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and which are granted the permission to deal in and listed on the Hong Kong Stock Exchange;

LETTER FROM THE BOARD

“**Domestic Shares**” means the ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi; and

“**Relevant Period**” means the period from the passing of this resolution at the AGM until the earlier of:

- (a) the conclusion of the 2024 annual general meeting of the Company following the passing of this resolution; or
- (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

B. Subject to the Board issuing Additional Shares pursuant to this resolution, the Board be authorised to:

- (i) approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new Shares (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- (ii) determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
- (iii) determine the registered capital and the number of Shares pursuant to the issue or allotment of Shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of Shares; and
- (iv) make amendments to the Articles of Association accordingly as it thinks fit so as to reflect the relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of Shares.

10. Resolution on the Change of Company Name

The Board proposes to change the Company’s English name from “Guangdong Kanghua Healthcare Co., Ltd.” to “Guangdong Kanghua Healthcare Group Co., Ltd.” and its Chinese name from “廣東康華醫療股份有限公司” to “廣東康華醫療集團股份有限公司”.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The reasons for the Change of Company Name are to reflect the group structure of the Company, establish a distinguishable corporate identity, strengthen market recognition of the Company's own brand, and will be aligned with the Company's future strategic development plan. As such, the Board is of the view that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the AGM; and
- (ii) all the relevant approvals, authorities, licenses and consents have been obtained from the relevant governmental authorities, and all filings and registration procedures in the PRC have been completed for the use of the proposed name of “廣東康華醫療集團股份有限公司 (Guangdong Kanghua Healthcare Group Co., Ltd.)”.

The proposed Change of Company Name will take effect from the day when change of Company name has been registered with the authorities in the PRC. Thereafter, the Company will carry out necessary filing procedures with the Companies Registry in Hong Kong. The Company will make further announcements on the effective date of the Change of Company Name.

The English stock short name, the Chinese stock short name and the address of website of the Company will remain unchanged.

Effect of the Change of Company Name

The Change of Company Name will not affect the rights of the Shareholders. After the Change of Company Name becomes effective, all existing share certificates of the Company in issue bearing the existing name of the Company will continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for a free exchange of the existing share certificates for new share certificates bearing the new name of the Company. After the Change of Company Name becomes effective, new share certificates of the Company will be issued under the new name of the Company.

LETTER FROM THE BOARD

11. Resolution on Amendments to the Articles of Association

The Board proposes to make certain amendments to the Articles of Association in relation to, among others, the Change of Company Name and updates in view of the abolition of the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas and the Letter about Suggestions on Amendment to Articles of Association of Companies to be Listed in Hong Kong on 31 March 2023, and in accordance with relevant laws and regulations such as the Guidelines for Articles of Association of Listed Companies. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

Details regarding the proposed amendments to the Articles of Association are set out in Appendix II to this circular. Except for the proposed amendments mentioned in Appendix II, other provisions of the Articles of Association remain unchanged. The official version of the Articles of Association is in Chinese. The English version of the Articles of Association is an unofficial translation of the Chinese version. In the event of any inconsistency between the Chinese and English version, the Chinese version shall prevail.

In addition, the Board proposes to authorise any one Director to modify the wordings of such proposed amendments as he/she thinks appropriate (such modification will not be required to be approved by the Shareholders) and do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from such proposed amendments.

The proposed amendments to the Articles of Association will become effective upon (i) consideration and approval at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting and (ii) receipt of all necessary approvals, authorisations or registration from the relevant government or regulatory authorities, including the approvals, authorisations or registration of the Change of Company Name, prior to which the current Articles of Association remain in effect.

12. Resolution on Amendments to the Governance Policies

The Board proposes to make certain amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

Details regarding the proposed amendments to the governance policies of the Company are set out in Appendix III to this circular. Except for the proposed amendments mentioned in Appendix III, other provisions of the governance policies of the Company remain unchanged. The official version of the governance policies of the Company is in Chinese. The English version of the governance policies of the Company is an unofficial translation of the Chinese version. In the event of any inconsistency between the Chinese and English version, the Chinese version shall prevail.

LETTER FROM THE BOARD

The proposed amendments to the governance policies of the Company will become effective upon consideration and approval at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, prior to which the current governance policies of the Company remain in effect.

THE AGM, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETING

The Company will hold the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC at 3:00 p.m., 4:00 p.m. (or immediately after the conclusion or adjournment of the AGM) and 5:00 p.m. (or immediately after the conclusion or adjournment of the H Shareholders' Class Meeting), respectively, on Wednesday, 26 June 2024 for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) the 2023 Work Report of the Board; (ii) the 2023 Work Report of the Supervisory Committee; (iii) the 2023 Financial Reports; (iv) the 2023 Annual Report; (v) the 2023 Profit Distribution Plan; (vi) the re-election of Directors of the fourth session of the Board; (vii) the re-election of Supervisors of the fourth session of the Supervisory Committee; and (viii) the re-appointment of domestic auditor and international auditor of the Company for 2024 and authorise the Board to determine their respective remuneration. Special resolutions will be proposed at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to approve (i) the general mandate to issue Shares; (ii) the Change of Company Name; (iii) the proposed amendments to the Articles of Association; and (iv) the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company. Notices of the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are set out on pages 152 to 158, pages 159 to 161 and pages 162 to 163 of this circular, respectively.

CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE AGM, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETINGS

The register of members of H Shares of the Company will be closed from Monday, 27 May 2024 to Wednesday, 26 June 2024, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Friday, 24 May 2024 for registration.

LETTER FROM THE BOARD

Enclosed herewith are the reply slip and proxy form for the AGM. Whether or not you wish to attend the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, please complete the enclosed reply slip and/or proxy form in accordance with instructions printed thereon and return them to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's principal place of business in Hong Kong at Unit 3207, Metroplaza Tower 2, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong (in case of holders of Domestic Shares), as soon as possible and in any event no later than Thursday, 6 June 2024 (for the reply slip) or by no later than 24 hours before the time appointed for the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof (for the proxy form (if any)). Completion and return of the proxy form will not preclude you from attending and voting at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof in person if you so wish.

VOTING BY WAY OF POLL

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting must be taken by poll. As such, all the resolutions set out in the notices convening the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting will be voted by poll.

Save as disclosed in the circular, if any, no Shareholder will have a material interest in the matters to be approved and will be required to abstain from voting in respect of such resolutions.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors (including the Independent Non-executive Directors) consider that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the aforesaid resolutions to be proposed at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

By order of the Board
Guangdong Kanghua Healthcare Co., Ltd.*
Mr. Wang Junyang
Chairman

3 May 2024

* *For identification purpose only*

Details of each of the abovementioned Director and Supervisor candidates are set out as follows pursuant to Rule 13.51(2) of the Hong Kong Listing Rules:

DIRECTORS

Executive Directors

Mr. WANG Junyang (王君揚), aged 41, is an executive Director and chairman of the Board. He is primarily responsible for the overall business operation and strategic planning of the Group. Mr. Wang was appointed as the executive Director in December 2015 after the Company was converted into a joint stock limited liability company. Mr. Wang has approximately 17 years of industry and management experience, and is familiar with modern enterprise management, capital operations and marketing. Mr. Wang joined Kanghua Hospital in August 2007 and has held various positions since then, including assistant to general manager responsible for hospital operations from August 2007 to July 2009, manager of the business department responsible for business development from August 2009 to November 2012 and vice general manager of the business department responsible for business management and overall strategic development of the hospital since December 2012. Mr. Wang has also served as director and general manager responsible for business management and overall strategic development of Kanghua Group since August 2007 and Xingye Group since December 2008. Mr. Wang has served on the fourth council of Dongguan City Houjie Chamber of Commerce (東莞市厚街商會第四屆理事會理事) since December 2009. In 2012, Mr. Wang served as the president of the fifth council of Dongguan Young Entrepreneurs Association (東莞市青年企業家協會第五屆理事會會長). In June 2014, Mr. Wang was awarded Outstanding Young Dongguan Businessman (優秀青年莞商) by the World Dongguan Entrepreneurs Convention Organising Committee (世界莞商大會組織委員會). Mr. Wang is a member of the Wang Family and is the cousin of Mr. Wong Wai Hung and nephew of Mr. Chen Wangzhi and Ms. Wang Aiqin. Mr. Wang was also appointed as a non-executive Director of Dongguan Rural Commercial Bank Co., Ltd. in August 2016.

Mr. CHEN Wangzhi (陳旺枝), aged 53, is an executive Director and the chief executive officer of the Company. Mr. Chen is primarily responsible for the overall hospital operations and management of the Group. Mr. Chen was appointed as the executive Director in December 2015 after the Company was converted into a joint stock limited liability company. Mr. Chen has over 17 years of experience in the healthcare industry. Mr. Chen joined Renkang Hospital in August 2005 when it was established as a limited liability company in the PRC and has since served as the chairman responsible for hospital operations and development. Mr. Chen joined Kanghua Hospital in September 2005 when it was established as a limited liability company in the PRC and has since served as the chairman and general manager responsible for hospital operations and development. He was principally responsible for supervising the construction and development of Kanghua Hospital and Renkang Hospital from which he had gained extensive experience in hospital management and development. Under the leadership of Mr. Chen, Kanghua Hospital and Renkang Hospital have developed a management style reflective of the values and characteristics of the “Kanghua” brand and obtained many prestigious accreditations and recognitions. Mr. Chen obtained an executive master’s degree in business administration (高

級管理人員工商管理) from Sun Yat-sen University (中山大學) in December 2014. Mr. Chen is a member of the Wang Family and is uncle-in-law of Mr. Wang Junyang and spouse of Ms. Wang Aiqin.

Mr. WONG Wai Hung (王偉雄), aged 35, is an executive Director and vice chairman of the Board. He is primarily responsible for the overall business operations and strategic planning of the Group. Mr. Wong was appointed as the executive Director in December 2015 after the Company was converted into a joint stock limited liability company. Mr. Wong has approximately 13 years of hospital management experience. Mr. Wong joined Kanghua Hospital in July 2010 and has since served various roles, including assistant to chairman responsible for implementing and executing chairman's decisions from July 2010 to April 2012, manager of the finance department responsible for the overall supervision of the financial affairs of the hospital from May 2012 to June 2013, and vice general manager of the business department responsible for hospital administration management since July 2013. Mr. Wong actively participates in the business communities in Dongguan. He has served as the vice chairman of the Hong Kong Houjie Clansmen Association (香港厚街同鄉會) since January 2016. Mr. Wong obtained a bachelor's degree in management from the California State University, Northridge in December 2010. Mr. Wong is a member of the Wang Family and is the cousin of Mr. Wang Junyang and nephew of Mr. Chen Wangzhi and Ms. Wang Aiqin.

Ms. WANG Aiqin (王愛勤), aged 53, is an executive Director. Ms. Wang is primarily responsible for the overall financial management and capital investment of the Group. Ms. Wang has approximately 26 years of group management experience, in particular group financial management. Ms. Wang joined Renkang Hospital in August 2005 when it was established as a limited liability company in the PRC and has since served as a supervisor and a vice general manager of the finance department responsible for financial management. Ms. Wang joined Kanghua Hospital in September 2005 when it was established as a limited liability company in the PRC and has since served as a vice general manager of the finance department responsible for financial management. She was also substantially involved in the construction and development of Kanghua Hospital and Renkang Hospital. Ms. Wang has also served as a director and vice general manager of Kanghua Group since June 2002 and Xingye Group since June 1997, and has obtained significant experience in implementing and executing group control systems in financial management, human resources management, risk management, audit management and cultural management. Ms. Wang is a member of the Wang Family and is the aunt of Mr. Wang Junyang and Mr. Wong Wai Hung, and spouse of Mr. Chen Wangzhi.

Non-executive Director

Mr. LV Yubo (呂玉波), aged 73, is a non-executive Director. He is primarily responsible for overseeing the corporate development and strategic planning of the Group. Mr. Lv joined the Group in June 2016 and was appointed as non-executive Director in June 2016. Mr. Lv has more than 47 years of extensive experience in hospital management. Since October 1974, Mr. Lv has played an instrumental role in the development of Guangdong Provincial Hospital of Traditional Chinese Medicine (廣東省中醫院), which has now become one of the largest hospitals of

traditional Chinese medicine in the PRC. Mr. Lv had served numerous managerial roles at Guangdong Provincial Hospital of Traditional Chinese Medicine, including vice director (副院長) and director (院長). Mr. Lv has served in a number of healthcare associations in the PRC, including deputy chairman (副會長) of the China Hospital Association (中國醫院協會) since February 2006, chairman (會長) of the Guangdong Provincial Association of Chinese Medicine (廣東省中醫藥學會) since August 2010 and chairman (主任委員) of the Chinese Medicine Hospital Division of the China Hospital Association (中國醫院協會中醫醫院分會) since August 2015. Mr. Lv is well regarded in the medical profession in the PRC and has received numerous awards, including Outstanding Contribution to Chinese Hospitals (中國醫院突出貢獻) from the China Hospital Association (中國醫院協會) in 2006, National Outstanding Director of the Chinese Medicine Hospital (全國中醫醫院優秀院長) from the China Association of Chinese Medicine (中華中醫藥學會) in September 2007, Outstanding Management Personnel (優秀管理人才) from the China Association of Chinese Medicine (中華中醫藥學會) in 2014 and the First Class Sci-Tech Advancement Award of Guangdong Province (廣東省科技進步一等獎) from the People's Government of Guangdong Province (廣東省人民政府) in 2015. Mr. Lv graduated from Guangdong Provincial University of Continuing Technology Education (廣東業餘科技大學) in July 1981 majoring in English, and Guangdong Economics Management Cadre College (廣東省經濟管理幹部學院) in July 1988 majoring in organisation management (組織管理). Mr. Lv obtained an executive master's degree in business administration (高級管理人員工商管理) from Lingnan (University) College of Sun Yat-sen University (中山大學嶺南學院) in December 2005.

Independent Non-executive Directors

Mr. YEUNG Ming Lai (楊銘禮), aged 75, is an independent non-executive Director. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Yeung joined the Group in June 2016 and was appointed as independent non-executive Director in June 2016. Mr. Yeung has approximately 39 years of hospital operation experience, particularly in financial management, personnel management, human relations and marketing. He dedicated much of his career to the Adventist Hospitals in Hong Kong. Mr. Yeung started as an assistant accountant at Hong Kong Adventist Hospital (香港港安醫院) in July 1968. He became the vice president for finance of Hong Kong Adventist Hospital in April 1977. He left Hong Kong in October 1979 to pursue advanced training in hospital administration under sponsorship from the Hong Kong Adventist Hospital. Mr. Yeung had also served as an administrative residency at hospital administration at the Kettering Medical Center in Kettering, Ohio, the United States from March 1981 to March 1982. He returned to Hong Kong and became senior vice president of both Hong Kong Adventist Hospital and Tsuen Wan Adventist Hospital (荃灣港安醫院) in April 1982. Shortly after, Mr. Yeung was appointed as president of Tsuen Wan Adventist Hospital in July 1983. Under the leadership of Mr. Yeung, Tsuen Wan Adventist Hospital developed into a modern healthcare institution providing advanced multi-disciplinary healthcare services. He left the hospital in April 1992 and later emigrated to Canada to pursue other interests. Mr. Yeung returned to Hong Kong and had served as president and chief executive officer of both Adventist Hospitals from January 2006 to December 2015. Mr. Yeung left his positions at both Adventist Hospitals in December 2015.

Mr. Yeung obtained a diploma in business administration from the South China Union College in Hong Kong in June 1979 and a master's degree in hospital administration from Loma Linda University in California, the United States in March 1982. In recognition of his remarkable contributions to the Adventist Hospitals in Hong Kong, the Adventist University of Philippines bestowed a doctorate degree in humanities upon Mr. Yeung in March 2009.

Dr. CHEN Keji (陳可冀), aged 93, is an independent non-executive Director. He is primarily responsible for supervising and providing independent judgment to the Board. Dr. Chen joined the Group in June 2016 and was appointed as independent non-executive Director in June 2016. Dr. Chen is a renowned cardiologist in the PRC with over 67 years of experience in the medical industry. Dr. Chen has played a pivotal role in the development of the Xiyuan Hospital of China Academy of Chinese Medical Sciences (中國中醫科學院西苑醫院), where he currently serves as chief researcher (首席研究員) and the lifetime researcher (終身研究員) of the China Academy of Traditional Chinese Medicine (中國中醫研究院). Dr. Chen has worked at the Chinese Medical Science Xiyuan Hospital (中國科學院西苑醫院) since April 1956, and has served various roles, including resident doctor (住院醫師), attending doctor (主治醫師), associate chief doctor (副主任醫師), associate researcher (副研究員), department head (科室主任), chief doctor (主任醫師), researcher (研究員), tutor for doctor of philosophy students (博士生導師) and vice director (副院長). Dr. Chen has made significant contributions to the medical profession in the PRC. He was elected as the fellow of Chinese Academy of Sciences (中國科學院院士) in 1991. He received the First Lifu Academic Award (第一屆立夫中醫藥學術獎) for Chinese Medicine from the Lifu Medical Research Foundation (立夫醫藥研究文教基金會) in Taiwan in 1994. He was awarded the Wu Jieping Medicine Prize (吳階平醫學獎) by the Wujieping Medicine Prize Committee (吳階平醫學獎評審委員會) in 2009. He received a First Class National Science and Technology Progress Award (國家科技進步獎一等獎) from the State Council (國務院) in 2004. He also received an honorary doctorate of science from Hong Kong Baptist University in 2004, and an honorary doctorate of medicine (榮譽博士) from the Macau University of Science and Technology in 2010. He received a Lifetime Achievement Award (終身成就獎) from the China Association of Chinese Medicine (中華中醫藥學會) in 2014 for his contribution to the academic development of TCM. He became the honorary president (名譽會長) of the Hong Kong Association for Integration of Chinese-Western Medicine (香港中西醫結合醫師會) in 2009, the honorary academic advisor (榮譽學術顧問) of the Hong Kong Association of Traditional Chinese Medicine (香港中醫學會) in 2011, and the director of the academic committee (學術委員會主任) of the State Key Laboratories of Quality Research in Chinese Medicines (中藥質量研究國家重點實驗室) of the University of Macau (澳門大學) and the Macau University of Science and Technology (澳門科技大學) in 2011 and the honorary president (名譽會長) of the Chinese Association of Integrative Medicine (中國中西醫結合學會) in 2015. Dr. Chen graduated from Fujian Medical University (福建醫科大學) (formerly Fujian Medical College (福建醫學院)) in July 1954, majoring in medicine (醫療系).

Mr. CHAN Sing Nun (陳星能), aged 49, is an independent non-executive Director. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Chan was appointed as a Director in December 2015; his appointment as independent non-executive Director was officially confirmed in June 2016. Mr. Chan has approximately 25

years of experience in auditing, accounting and financial management. From 1998 to 2002, Mr. Chan was a senior audit associate at K.L. Wong & Co., an audit firm. From January 2003 to January 2019, Mr. Chan was the financial manager of Brandwell Limited, a consulting services company. Since March 2019, Mr. Chan has been the Financial controller of Muse Group Holdings Limited. Since September 2009, Mr. Chan has been the audit principal of Qing Lan C.P.A. Limited, mainly responsible for audit planning and supervision, internal control assessment, tax advisory, corporate secretarial services and business development. Mr. Chan has served as an independent non-executive director of Differ Group Holding Company Limited (a company formerly listed on the GEM board with stock code 8056 and currently listed on the Main Board of the Hong Kong Stock Exchange with stock code 6878) since November 2013. Mr. Chan has been the company secretary of Platt Nera International Limited (Stock code:1949) since November 2021. In January 2021 resigned as an independent non-executive director of Fameglow Holdings Limited (Stock code: 8603). Mr. Chan also is the director of A2Z Hotel Equipment Limited, a company that is principally engaged in tableware trading. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. Mr. Chan graduated from the City University of Hong Kong in 1998, and obtained a higher diploma in professional accounting.

SUPERVISORS

Mr. CHEN Shaoming (陳少明), aged 45, is the chairman of the Supervisory Committee. He is primarily responsible for supervising the daily operations and management of the Group. Mr. Chen joined the Group in September 2005 and was appointed as our Supervisor and the chairman of the supervisory committee in December 2015. Mr. Chen has more than 17 years of financial management experience in the healthcare industry. Mr. Chen joined Kanghua Hospital in September 2005 when it was established as a limited liability company in the PRC and has since served various roles, including manager of the finance department from September 2005 to April 2007, financial controller of the finance department from May 2007 to December 2013 and supervisor since March 2013. Mr. Chen participated in the construction and development of Kanghua Hospital from which he gained valuable hospital management experience. Mr. Chen has served as a financial controller of the finance department of Kanghua Group since November 2012. Mr. Chen graduated from Guangdong Economic Management College (廣東省經濟管理幹部學院) and obtained a diploma in accounting in July 2003.

Mr. YUE Chunyang (岳春陽), aged 49, is a supervisor and is currently the general manager of Kanghua Hospital primarily responsible for managing its overall information technology system, administrative and ancillary functions. Mr. Yue has approximately 20 years of hospital management experience. Mr. Yue joined the Group in February 2003 and participated in the establishment of Kanghua Hospital. Since the commencement of operations of Kanghua Hospital in November 2006, he has assumed various managerial roles at Kanghua Hospital primarily to develop and manage its information technology system, administrative and ancillary functions. Prior to joining the Group, Mr. Yue had gained his industry experience from Qintai General Labour Union Computer School (琴台總工會計算機學校) in Lushan County of Henan Province (河南省魯山縣) as a teacher from August 1997 to October 1999, and Lushan County Communication Administration (魯山縣電信局) as a staff member from July 1999 to January 2003. Mr. Yue graduated from Zhengzhou University (鄭州大學) and obtained a bachelor's degree in computer science and technology in August 1997.

Mr. WANG Shaofeng (王少鋒), aged 40, is a Supervisor. He is primarily responsible for supervising the daily operations and management of the Group. Mr. Wang joined the Group in October 2006 and was appointed as our Supervisor and employee representative of the Supervisory Committee in December 2015. Mr. Wang has approximately 16 years of human resources experience in the healthcare industry. Mr. Wang joined Renkang Hospital in October 2006. From October 2006 to February 2007, Mr. Wang worked at Renkang Hospital as a network engineer in the information department. From March 2007 to August 2007, Mr. Wang was seconded to Kanghua Hospital to receive on-the-job training in the procurement department and the human resources department. In September 2007, Mr. Wang became formally employed by Kanghua Hospital and has since served as head of the human resources department responsible for recruitment, payroll, performance, training and employee relations. In November 2021, Mr. Wang has been transferred to the operation department of Kanghua Hospital to serve as the operation manager. Mr. Wang graduated from Dongguan University of Technology (東莞理工學院) with a bachelor's degree in computer science and technology in June 2006. In August 2018, Mr. Wong acquired the occupational qualification of Enterprises Human Resource Management (Second Level), awarded by the Ministry of Human Resources and Social Security of the PRC.

Save as disclosed above, none of the Directors or Supervisors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

With respect to the executive Directors, each of Mr. Wang Junyang and Mr. Wong Wai Hung is entitled to an annual salary and other benefits of up to RMB800,000 and an annual director's fee of RMB360,000, Mr. Chen Wangzhi is entitled to an annual salary and other benefits of up to RMB2,000,000 and an annual director's fee of RMB360,000 and Ms. Wang Aiqin is entitled to an annual salary and other benefits of up to RMB600,000 and an annual director's fee of RMB360,000. With respect to the non-executive Director, Mr. Lv Yubo has waived emoluments in acting as the non-executive Director. With respect to the independent non-executive Directors, each of Mr. Yeung Ming Lai, Dr. Chen Keji and Mr. Chan Sing Nun is entitled to an annual director's fee of RMB240,000. With respect to the Supervisors, Mr. Chen Shaoming is not entitled to any annual supervisor's fee, Mr. Yue Chunyang is entitled to an annual salary and other benefits of up to RMB600,000 and not entitled to any annual supervisor's fee and Mr. Wang Shaofeng is entitled to an annual salary and other benefits of up to RMB300,000 and not entitled to any annual supervisor's fee.

The following tables set forth the interests of Mr. Wang Junyang, Ms. Wang Aiqin, Mr. Chen Wangzhi and Mr. Wong Wai Hung in the Shares and shares of associated corporations of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

(a) the Company

Name	Nature of interest	Number of Shares
Mr. Wang Junyang ⁽¹⁾	Interest in a controlled corporation	222,500,000 Domestic Shares (long position)
Mr. Chen Wangzhi ⁽²⁾	Interest in a controlled corporation; family interest of spouse	27,500,000 Domestic Shares (long position)
Ms. Wang Aiqin ⁽²⁾	Interest in a controlled corporation; family interest of spouse	27,500,000 Domestic Shares (long position)
Mr. Wong Wai Hung ⁽³⁾	Interest in a controlled corporation	25,000,000 Domestic Shares (long position)

(b) associated corporations of the Company

Name	Associated corporation	Nature of interest	Approximate percentage interest in the associated corporation
Mr. Wang Junyang ⁽¹⁾	Dongguan Kanghua Investment Group Co., Ltd. (東莞市康華投資集團有限公司) (“ Kanghua Group ”)	Beneficial owner	97.46%
Mr. Wang Junyang ⁽¹⁾	Dongguan Xingye Group Co., Ltd. (東莞市興業集團有限公司) (“ Xingye Group ”)	Beneficial owner; interest in a controlled corporation	50%
Mr. Wong Wai Hung ⁽³⁾	Xingye Group	Interest in a controlled corporation	48%
Mr. Chen Wangzhi ⁽²⁾	Dongguan Xingda Property Investment Co., Ltd. (東莞市興達物業投資有限公司) (“ Xingda Property ”)	Beneficial owner; family interest of spouse	100%
Ms. Wang Aiqin ⁽²⁾	Xingda Property	Beneficial owner; family interest of spouse	100%

Notes:

- Mr. Wang Junyang holds (i) 97.46% in Kanghua Group, which in turn holds 197,500,000 Domestic Shares (long position); and (ii) 50% in Xingye Group (directly of 2% and indirectly through a controlled corporation, Dongguan Kanghua Investment Development Co., Ltd. (東莞市康華投資發展有限公司), of 48%), which in turn holds 25,000,000 Domestic shares (long position). Therefore, Mr. Wang Junyang is deemed to be interested in 222,500,000 Domestic Shares through interest in controlled corporations by virtue of the SFO.
- Each of Mr. Chen Wangzhi and Ms. Wang Aiqin holds 50% in Xingda Property, which in turn holds 27,500,000 Domestic Shares (long position). Therefore, each of Mr. Chen Wangzhi and Ms. Wang Aiqin is deemed to be interested in 27,500,000 Domestic Shares through interest in controlled corporation by virtue of the SFO. As Ms. Wang Aiqin and Mr. Chen Wangzhi are husband and wife, each of them is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.
- Mr. Wong Wai Hung holds 34.0% in HH International Investment Limited, which in turns holds 100% in Dongguan Weishun Property Investment Co., Ltd., which in turns holds 100% in Dongguan Kangwei Industrial Investment Co., Ltd., which in turns holds 48% in Xingye Group. Xingye Group held 25,000,000 Domestic Shares (long position). As Mr. Wong Wai Hung controls more than one third of the voting power at the general meeting of Xingye Group, Mr. Wong Wai Hung is deemed to be interested in the same number of Shares in which Xingye Group is interested by virtue of the SFO.

Save as disclosed above and as at the Latest Practicable Date, each of the above Directors and Supervisor confirmed that (i) he/she had no relationship with any other Directors, Supervisors, senior management, substantial shareholders (as defined under the Hong Kong Listing Rules) or controlling shareholders (as defined under the Hong Kong Listing Rules); (ii) he/she did not hold any other positions within the Company or other members of the Company and its subsidiaries; (iii) he/she did not hold any directorship in the last three years of any other public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments or professional qualifications; and (iv) he/she had no interest or deemed interest in any Shares or underlying Shares of the Company or its associated corporations with the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning each of the above Directors and Supervisors that need to be brought to the attention of the Shareholders in connection with his/her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

NOMINATION POLICY AND PROCEDURE FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of the candidates for independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Hong Kong Listing Rules and confirmed that all such candidates remain independent. The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to qualifications, skills, integrity, experience and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities), with due regard for the benefits of diversity, as set out under the diversity policy of the Board (details of which are set out in the annual report of the Company for the year ended 31 December 2023). The Nomination Committee is of the view that the candidates for independent non-executive Directors, namely, Mr. Yeung Ming Lai (楊銘灃), Dr. Chen Keji (陳可冀) and Mr. Chan Sing Nun (陳星能) have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective background, experience and knowledge enable them to provide the Company with valuable and relevant insights and contribute diverse expertise to the Board. Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all candidates for the independent non-executive Directors to stand for re-election at the AGM.

GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.

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ARTICLES OF ASSOCIATION OF
GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.

CHAPTER 1 GENERAL

Article 1 To safeguard the legitimate rights and interests of Guangdong Kanghua Healthcare Group Co., Ltd. (the “**Company**”) and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the “**Company Law**”), the Securities Law of PRC (the “**Securities Law**”), ~~the Guidelines for Articles of Association of Listed Companies, the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong,~~ the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and other relevant provisions.

Article 2 The Company is a joint stock limited company duly incorporated in accordance with the Company Law and other relevant laws, administrative regulations or normative documents of the People’s Republic of China (the “**PRC**”).

The Company is a joint stock limited company promoted and established by the former Dongguan Kanghua Enterprise Co., Ltd. (“**Kanghua Enterprise**”) by way of overall alteration, which Kanghua Enterprise converted into 250,000,000 ordinary shares with par value of RMB1 each on 1 to 1 basis based on the audited net assets of RMB252,119,436.81 as at 30 September 2015 (the benchmark date set by Kanghua Enterprise), and the remaining balances was credited to the capital reserve. The joint stock limited company promoted and established by way of overall alteration, and established and registered at Dongguan Administration for Industry and Commerce on 30 December 2015 and it has obtained the business license. The creditability code of the business license of the Company: 91441900747052503P.

The Company has 3 promoters, and all of which are legal person shareholders, namely Dongguan Kanghua Investment Group Co., Ltd., Dongguan Xingda Property Investment Co., Ltd. and Dongguan Xingye Group Co., Ltd., respectively.

Article 3 The registered Chinese name of the Company is 廣東康華醫療股份集團有限公司.

The English name of the Company is Guangdong Kanghua Healthcare Group Co., Ltd.

Article 4 Domicile of the Company: 3/F, Outpatient Zone One, Dongguan Kanghua Hospital, Nancheng Street Road, Dongguan

Postal code: 523080

~~Telephone number: 0769-22823695~~

~~Fax number: 0769-22823019~~

Article 5 The chairman of the board of directors (the “**Board**”) is the Company’s legal representative.

Article 6 The Company is a perpetual joint stock limited company and an independent business entity with independent corporate properties. It enjoys property ownership of legal person and civil rights in accordance with the laws, and shall assume civil liabilities. All the acts of the Company shall be in compliance with the requirements of the laws, regulations and normative documents of the PRC and shall protect the lawful rights and interests of shareholders. The Company is governed and protected by the laws, regulations and normative documents of the PRC.

Article 7 All the Company’s assets are divided into equal shares. Each shareholder is responsible to the Company up to his/her/its subscribed shares. The Company is responsible for its debts up to its total assets.

Article 8 Approved through a resolution at the general meeting and by relevant authorities of the state, these Articles of Association take effect on the day when the overseas-listed foreign shares issued by the Company are listed and commence dealings on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “**HK Stock Exchange**” or “**Hong Kong Stock Exchange**”); subsequent amendments thereto are proposed by the Board, and take effect upon being approved through a resolution at the general meeting, and supersede the previous articles of association of the Company which have been registered at and filed with the original competent administration for industry and commerce and its amendments.

Article 9 From the effective date of these Articles of Association, these Articles of Association shall become a legally-binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders and amongst the shareholders.

These Articles of Association shall be legally binding on the Company, its shareholders, directors, supervisors and senior management, ~~with such personnel being entitled to claim for rights on matters relating to the Company, and undertaking corresponding obligations in accordance with these Articles of Association.~~

~~Without prejudice to the provisions of Article 244, and a~~According to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the

Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management.

~~For the purposes of the preceding paragraph, the term "sue" shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration.~~

The term "senior management" in these Articles of Association refers to the general manager (also known as "**chief executive officer**"), vice general manager(s) (also known as "**vice president**"), deputy general manager(s) (also known as "**vice president(s)**"), including "**senior vice president(s)**"), chief financial officer, financial controller, secretary to the Board and other personnel expressly appointed by the Board as the Company's senior management. The term "general manager" and "deputy general manager(s)" shall refer to "manager" and "deputy manager(s)" under the Company Law, and "chief financial officer" shall refer to the "person in charge of finance" under the Company Law.

~~**Article 10** The Company may invest in other limited liability companies and joint stock companies, and liabilities in such investees are limited to the amount of its capital contribution; however, it shall not become a capital contributor that shall bear joint liabilities for the debts of the enterprises invested, unless otherwise provided for by law. Based on its business development needs, the Company may, upon approval by relevant government authorities, establish its subsidiaries, branches, representative offices, offices etc. outside of the PRC and in Hong Kong Special Administrative Region ("**Hong Kong**"), Macau Special Administrative Region ("**Macau**") and Taiwan.~~

Article 10 The Company or the subsidiaries of the Company (including affiliated enterprises of the Company) shall not support persons who purchase or intend to purchase the Company's shares by donation, advance, guarantee, compensation, lending or other means.

CHAPTER 2 OPERATIONAL OBJECTIVES AND SCOPE

Article 11 The operational objectives of the Company are: to integrate advantages of all parties, abide by professional ethics, be disciplined and obey laws, provide and continuously improve integrated healthcare services, and endeavor to enhance both the economic efficiency and social efficiency of the enterprise.

Article 12 As registered according to law, the Company's scope of business covers: investment on healthcare programmes and investment on education. (for programmes subject to approval according to law, and commencing operation activities conditional upon approval from relevant departments)

The aforesaid scope of business shall be subject to the items approved by the competent administration for industry and commerce.

CHAPTER 3 SHARES, REGISTERED CAPITAL AND TRANSFER OF SHARES

~~**Article 13** The Company shall have ordinary shares at all times. It may have other classes of shares as needed, upon approval by the authorities authorized by the State Council.~~

Article 134 The Company's shares shall be in the form of share certificates.

All the shares issued by the Company shall have a par value which shall be RMB1 for each share.

The RMB mentioned in the preceding paragraph refers to the lawful currency of the PRC.

Article 145 Company shares shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.

For the same class of shares of the same issuance, each share shall be issued at the same conditions and price. Any entity or individual shall pay the same price for any such shares subscribed.

Article 156 The Company may issue shares to investors inside the PRC and investors outside the PRC upon ~~approval~~ the registration or filing of the securities regulatory authorities under the State Council.

For the purpose of the preceding paragraph, the term "investors outside the PRC" shall refer to investors from foreign countries or Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company. The term "investors inside the PRC" shall refer to investors inside the PRC, excluding the above-mentioned regions, that subscribe for the shares issued by the Company.

Article 176 The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as foreign shares. The foreign shares that are listed overseas shall be referred to as overseas-listed foreign shares. A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights.

The term "foreign currency" in the preceding paragraph shall refer to the lawful currency freely convertible in other countries or regions (other than RMB), which is recognized by state foreign exchange authority and acceptable to pay for the shares.

The overseas-listed foreign shares issued by the Company which are listed in Hong Kong ("**H shares**"), namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars.

Article 178 250,000,000 ordinary shares were issued to the promoters of the Company upon establishment of the Company. Promoters and their respective shares subscribed are set out as follows:

Name of promoter	Number of shares subscribed for (Shares)	Percentage of shareholding
Dongguan Kanghua Investment Group Co., Ltd.	197,500,000	79%
Dongguan Xingda Property Investment Co., Ltd.	27,500,000	11%
Dongguan Xingye Group Co., Ltd.	25,000,000	10%
Total	250,000,000	100%

Article 189 On 22 August 2016, as approved by the Approval Document Zheng Jian Xu Ke No. [2016] 1895 issued by the CSRC, the Company may issue not more than 96,600,000 overseas-listed foreign invested shares (H shares), and will be listed on the Hong Kong Stock Exchange as at 8 November 2016.

Article 1920 The domestic shares issued by the Company are centrally deposited at the China Securities Depository and Clearing Corporation Limited. The H shares of the Company are mainly under the central depository's custody, which belongs to Hong Kong Securities Clearing Company Limited and may also be held by shareholder in individual names.

~~**Article 21** After the plans for issuing overseas-listed foreign shares and domestic shares have been approved by the securities regulatory authorities under the State Council, the Company's Board may arrange for implementation of such plans by means of separate issuances.~~

~~The Company's plan for issuance of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the securities regulatory authorities under the State Council, unless otherwise stipulated by the securities regulatory authorities under the State Council.~~

~~**Article 22** Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in tranches, subject to the approval of the securities regulatory authorities under the State Council.~~

Article 23—20 At its establishment, the Company had a registered capital of RMB250,000,000. Prior to the issuance of H shares, the Company had a registered capital of RMB250,000,000. Upon completion of the issue of H shares on 8 November 2016, the registered capital of the Company is RMB334,000,000. Upon the closing of Over-allotment Option on 8 December 2016, the registered capital of the Company is RMB 334,394,000.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~Article 214~~ Unless otherwise stipulated in the laws, administrative regulations, listing rules of the place(s) in which the shares of the Company are listed, or these Articles of Association, the shares of the Company may be freely transferred according to the laws without any lien. The transfer of shares of the Company shall be registered with registration agency appointed by the Company.

Article 225 The Company shall not accept its shares as the subject of a pledge.

Article 236 The shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company. The shares issued before the Company public issuances of any shares shall not be transferred within one year from the date after the shares of the Company are listed and traded in a stock exchange.

The directors, supervisors and senior management of the Company shall report to the Company the shares held by them and the changes thereof. During the term of their office, the shares transferred by any of them each year shall not exceed 25% of the total shares of the Company that he holds. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange. If any of the aforesaid persons leaves from his post, he shall not transfer the shares of the Company that he holds within six months from such departure. If listing rules of the stock exchange of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.

Article 247 If a director, supervisor or senior management of the Company, or a shareholder holding more than 5% of the shares of the Company sells the shares of the Company within six months after buying those shares, or buys the shares or other securities with nature of equity interest within six months after selling those shares, all the gains arising thereof shall belong to the Company, and such gains shall be collected by the Board of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six- month restriction. If listing rules of the stock exchange of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.

The shares or other securities with the nature of equity interests held by directors, supervisors, senior management and individual shareholders as referred to in the preceding paragraph include the shares or other securities with the nature of equity interests held by their spouse, parents, and children in their own name and under others' accounts.

If the Company's Board does not execute in compliance with the ~~preceding first~~ paragraph, the shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.

If the Company's Board does not execute in compliance with the first paragraph, the director(s) liable shall assume joint and several responsibilities pursuant to laws.

CHAPTER 4 INCREASE, REDUCTION AND REPURCHASE OF SHARES

Article 258 According to operational and development needs, the Company may, according to the laws and regulations and resolutions of general meetings, increase stock capital pursuant to relevant provisions of these Articles of Association.

The Company may increase stock capital by adopting the following means:

(I) ~~Issuing new shares to unspecified investors~~Public issuance of shares;

(II) ~~Placing new shares with existing shareholders~~Non-public issuance of shares;

(III) Giving bonus~~new~~ shares to existing shareholders;

(IV) Converting the reserve funds into share capital;

(V) Other means prescribed by the laws, administrative regulations or approved by the relevant regulatory authorities.

Increasing stock capital by the Company through issuance of new shares shall be carried out in accordance with the procedures specified in relevant State laws, administrative regulations as well as the governing rules of the stock exchange which prevail in the place where the shares are listed, after having been approved in accordance with these Articles of Association.

Article 269 The Company may reduce its registered capital. If the Company reduces its registered capital, such reduction shall be in accordance with the requirements of the Company Law, other related regulations and these Articles of Association.

Article 30-27 If the Company reduces its registered capital, a balance sheet and an inventory of assets shall be prepared.

Where the Company reduces its registered capital, the Company shall notify the creditors, make an announcement in accordance with provisions of the Company Law, repay its debts or provide corresponding guarantees as required by the creditors.

The reduced registered capital of the Company shall not be less than the statutory minimum.

Article 3128 ~~The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedures and in accordance with the procedures provided for in these Articles of Association, and submit the same to the relevant state authorities for approval. The Company shall not repurchase its own shares, save as under the following circumstances:~~

(I) ~~Cancellation of shares in order to r~~Reduce the Company's registered capital;

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (II) Merger with another company holding shares in the Company;
- (III) ~~As a token of reward, distribution of shares to staffs of the Company~~Granting shares for employee stock ownership plans or share option incentives;
- (IV) Acquisition of shares held by shareholders (upon their request) who dissent from any resolution proposed in any general meeting on the merger or division of the Company;
- (V) To use the shares for conversion into convertible corporate bonds issued by the Company;~~Other circumstances where the laws and administrative regulations so permit.~~
- (VI) Being deemed necessary for the protection of the Company's value and shareholders' interests.

~~Apart from the conditions mentioned above, the Company does not carry out any activities for dealing in the Company's shares.~~

Article 29 The Company may repurchase its shares through public and centralized trading or other methods as permitted by the laws, administrative regulations and regulatory rules of the stock exchange of the place where the Company's shares are listed.

Where the Company repurchases its own shares in the circumstances set out in items (3), (5) and (6) of Article 28 of the Articles of Association, such repurchase shall be conducted through public and centralized trading.

~~**Article 32** With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners:~~

- ~~(I) Making of a repurchase offer in the same proportion to all shareholders;~~
- ~~(II) Repurchase through open transactions on a stock exchange;~~
- ~~(III) Repurchase by agreement outside of a stock exchange;~~
- ~~(IV) Other methods recognized by relevant regulatory authorities.~~

~~**Article 33** In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.~~

~~The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder.~~

~~The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be capped at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.~~

~~**Article 30** **Article 34**—The acquisition of its shares by the Company for reasons set forth in Items (I) to and (II)(III) of Article 34–28 hereof shall be subject to the resolution made approval at the general meeting in accordance with the provisions hereunder.; The acquisition of shares of the Company under the circumstances set out in Items (III), (V) and (VI) of Article 28 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 in accordance with the provisions hereunder.~~

~~Upon the acquisition of its shares by the Company pursuant to the provisions under Article 34–28 hereof, under the circumstance set forth in Item (I), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (II) and (IV), the shares shall be transferred or cancelled within six months; under the circumstances set forth in Items (III), (V) and (VI), the total number of shares of the Company held by the Company shall not exceed 10% of the total shares issued by the Company, and the shares shall be transferred or cancelled in 3 years. The shares repurchased pursuant to the provisions under Item (III) of Article 31 hereof shall not exceed 5% of the total issued shares of the Company, and the funds used for the purpose of the acquisition shall be made available from the profit after tax of the Company. The shares so acquired shall be transferred to the employees within one year.~~

~~**Article 35**—Upon cancellation of the portion of shares bought back, the Company shall apply to the original company registration authority for registration of the change in registered capital. The amount of the Company's registered capital shall be reduced by the total par value of the shares cancelled.~~

~~**Article 36**—Unless the Company has already entered the liquidation stage, it shall comply with the following provisions in buying back its issued and outstanding shares:~~

~~(I) Where the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares;~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~(H) Where the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:~~

~~(1) Where the shares bought back were issued at their par value, the amount shall be deducted from the book balance of distributable profits of the Company;~~

~~(2) Where the shares bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; however, the amount deducted from the proceeds of the new shares issuance shall not exceed the total premium obtained at the time of issuance of the old shares so repurchased nor exceed the amount (including the premiums from the new shares issuance) in the Company's premium account (or capital common reserve account) at the time of repurchase;~~

~~(III) The sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits:~~

~~(1) Acquisition of the right to buy back its own shares;~~

~~(2) Amendments to the contract for repurchase of its own shares;~~

~~(3) Release from any of its obligations under any repurchase contract.~~

~~(IV) After the aggregate par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profits and used to buy back shares at the par value of the bought back shares shall be included in the Company's premium account (or capital common reserve account).~~

~~CHAPTER 5 – FINANCIAL ASSISTANCE FOR PURCHASE OF COMPANY SHARES~~

~~**Article 37** The Company or its subsidiaries (including affiliates of the Company) shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the Company. Purchasers of shares in the Company as referred to above shall include persons who directly or indirectly undertake obligations as a result of purchasing shares in the Company.~~

~~The Company or its subsidiaries (including affiliates of the Company) shall not at any time provide any financial assistance in any form to the above obligators in order to reduce or discharge their obligations.~~

~~The provisions of this Article shall not apply to the circumstances described in Article 39 of this Chapter.~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~**Article 38**—For the purposes of this Chapter, the term “financial assistance” shall include (but not limited to) the financial assistance in the forms set out below:~~

~~(I) Gift;~~

~~(II) Guarantee (including the undertaking of liability or provisions of property by the guarantor in order to secure the performance of the obligation by the obligator), indemnity (not including, however, indemnity arising from the Company’s own fault) and release or waiver of rights;~~

~~(III) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, or a change in the party to such loan or contract as well as the assignment of rights under such loan or contract;~~

~~(IV) Financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company’s net assets.~~

~~For the purposes of this Chapter, the term “undertake obligations” shall include the undertaking of an obligation by the obligator by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligator individually or jointly with any other person) or by changing its financial position in any other way.~~

~~**Article 39**—The acts listed below shall not be regarded as the acts prohibited under Article 37 of this Chapter:~~

~~(I) Where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company;~~

~~(II) Lawful distribution of the Company’s property in the form of dividends;~~

~~(III) Distribution of dividends in scrip form;~~

~~(IV) Reduction of registered capital, repurchase of shares, adjustment of shareholding structure, etc., in accordance with these Articles of Association;~~

~~(V) Provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company’s distributable profits);~~

~~(VI) The contribution by the Company for an employee shareholding scheme (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company's distributable profits).~~

CHAPTER 56 ~~SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS~~

~~**Article 40**—The Company's shares shall be in registered form.~~

~~In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed.~~

~~The Company may take the form of overseas depository receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.~~

~~During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:~~

~~(I) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Provisions and other relevant laws, administrative regulations and these Articles of Association.~~

~~(II) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of 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 arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.~~

~~(III) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder.~~

~~(IV) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.~~

~~**Article 41** The share certificates shall be signed by the chairman of the Board. Where the signatures of senior management of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such senior management. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. Under authorization of the Board, the Company may stamp on share certificate. The signature of legal representative or of senior management on the share certificates may also be in printed form. In the circumstance of paperless issuance and trading of the shares of the Company, provisions otherwise provided by local securities regulatory authorities of the place(s) in which shares of the Company are listed shall prevail.~~

~~**Article 3142** The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization. The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares and shall enter therein the following particulars:~~

- ~~(I) The name, address (domicile), occupation or nature of each shareholder;~~
- ~~(II) The class and number of shares held by each shareholder;~~
- ~~(III) The amount paid or payable for the shares held by each shareholder;~~
- ~~(IV) The serial number of the shares held by each shareholder;~~
- ~~(V) The date on which each shareholder is registered as a shareholder;~~
- ~~(VI) The date on which each shareholder ceases to be a shareholder.~~

~~The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.~~

~~**Article 43** The Company may, pursuant to an understanding or agreement reached between the securities regulatory authorities under the State Council and a securities regulatory organization outside the PRC, keep outside the PRC its original register of holders of overseas-listed foreign shares, and entrust the administration thereof to an agent outside the PRC. The original register of public shareholders of the H shares shall be kept in Hong Kong.~~

~~The Company shall keep at its domicile a duplicate of the register of holders of overseas-listed foreign shares. The appointed agency outside the PRC shall ensure that the register of holders of overseas-listed foreign shares and its duplicate are consistent at all times.~~

~~Where the original and duplicate of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail.~~

~~**Article 44**—The Company shall keep a complete register of shareholders.~~

~~The register of shareholders shall include the following parts:~~

~~(I) A register kept at the Company's domicile other than those specified in Items (H) and (III) of this Article;~~

~~(H) The register(s) of holders of overseas listed foreign shares kept in the place(s) of the stock exchange(s) outside the PRC on which the shares are listed;~~

~~(III) Registers of shareholders kept in other places as the Board may decide necessary for listing of the Company's shares.~~

~~**Article 45**—The various parts of the register of shareholders shall not overlap one another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.~~

~~Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the law of the places where each part is kept.~~

~~**Article 46**—All paid H shares are freely transferable according to these Articles of Association. However, unless meeting the following conditions, the Board may decline to recognize any transfer instrument without giving any reasons:~~

~~(I) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership shall be registered, and HK\$2.50 (each transfer instrument) or such other higher fee determined by the Board (but such fees shall not exceed the maximum fee prescribed in the Listing Rules of the Hong Kong Stock Exchange from time to time) shall be paid for such registration;~~

~~(II) The transfer instrument only involves H shares listed in Hong Kong;~~

~~(III) The due stamp duty for transfer instrument has already been paid;~~

~~(IV) Relevant share certificate and such other evidence as the directors may reasonably require to prove the transferor's right to transfer shares are lodged;~~

~~(V) Transfer of any share to no more than four joint holders in the event that the shares are to be transferred to joint holders;~~

~~(VI) The shares concerned are free of any lien in favor of the Company.~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~If the Board refuses to register any transfer of shares, the Company shall within two months from the date of formal application for the transfer provide the transferor and transferee with a notice of refusal to register such transfer.~~

~~Any shareholder of foreign shares may transfer all or part of his shares through an instrument in usual written form in the relevant place(s) in which the shares of the Company are listed or in such other form as the Board may accept. The transfer of H shares may adopt the standard transfer form prescribed by the Hong Kong Stock Exchange. The transfer instrument may be under hand but need not be under seal only or, if the transferor or transferee is a clearing house defined under Hong Kong Securities and Futures Ordinance or its nominee(s), a handwritten or machine imprinted signature shall be acceptable.~~

~~All instruments of transfer shall be maintained at the legal address, address of the share registrar of the Company or such places as the Board may designate from time to time.~~

~~Article 4732 Where the PRC laws, regulations, normative documents and relevant provisions of the securities regulatory authorities at the place where the Company's shares are listed stipulate that no changes resulting from shares transfer may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends. This is subject to any other provisions of the securities regulatory authorities in the place where the shares are listed, such provisions shall prevail.~~

~~Article 3348 When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities which require to confirm the identification of shareholders, the convener of the Board or the general meeting shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date shall enjoy the relevant rights.~~

~~Article 49 Any person that dissents from the register of shareholders and requires his name to be entered into or removed from the register may apply to a competent court for correction of the register.~~

~~Article 50 Any shareholder who is registered in the register of shareholders or requires his name to be registered in the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the "**Relevant Shares**") if his share certificate (the "**Original Share Certificate**") is lost.~~

~~Applications for the replacement of domestic share certificates shall be dealt with in accordance with the relevant provisions of the Company Law.~~

~~Applications for the replacement of overseas-listed foreign share certificates shall be dealt with in accordance with the law, regulations, rules of stock exchanges and other relevant regulations of the place where the original register of holders of overseas-listed foreign shares is kept.~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~Where public shareholders of H shares apply for replacement of lost certificates, such replacement shall comply with the following requirements:~~

~~(I) The applicant shall submit the application in the form prescribed by the Company accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the applicant's reasons for the application, the circumstances and proof of the loss of the share certificate and a declaration stating that no other persons may require registration as a shareholder in respect of the Relevant Shares.~~

~~(II) The Company has not received any declaration requiring registration as a shareholder in respect of the shares from any person other than the applicant before it decides to issue a replacement share certificate.~~

~~(III) If the Company decides to issue a replacement share certificate to the applicant, it shall publish an announcement of its intention in the newspapers designated by the Board; the period of the announcement shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days.~~

~~(IV) Before publishing the announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with the publication upon receipt of a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange. The announcement shall be displayed in the stock exchange for a period of 90 days.~~

~~If the application for issuance of a replacement share certificate was made without 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.~~

~~(V) Upon expiry of the 90-day period specified in Items (III) and (IV) hereof, if the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant.~~

~~(VI) When the Company issues a replacement share certificate according to the requirements of this Article, it shall immediately cancel the Original Share Certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders.~~

~~(VII) All expenses for the cancellation of the Original Share Certificate and issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until reasonable guarantee is obtained from the applicant.~~

~~**Article 51** After the Company has issued a replacement share certificate in accordance with the requirements of these Articles of Association, the name of a bona fide purchaser obtaining the replacement share certificate mentioned above or a shareholder who subsequently~~

~~registers as the owner of the shares (provided that he is a bona fide purchaser) shall not be deleted from the register of shareholders.~~

~~**Article 52** The Company shall not be liable for any damages suffered by any person from the cancellation of the Original Share Certificate or the issuance of the replacement share certificate, unless the claimant is able to prove fraudulent act on the part of the Company.~~

CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

~~**Article 53-34** The Company's shareholders are persons who lawfully hold shares of the Company and whose names have been registered in the register of shareholders.~~

Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.

Shareholders of every class shall enjoy equal rights in the distribution of dividend or distribution in any other form.

Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.

~~Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:~~

~~(I) The Company needs not register more than four persons as joint shareholders for any share;~~

~~(II) All joint shareholders of any share shall bear the joint liabilities for all the payable amount of the relevant share.~~

~~In the circumstance of joint shareholders:~~

~~(I) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of revising the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.~~

~~(II) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the number of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~of the rest joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.~~

~~Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.~~

Article 54-35 Holders of ordinary shares of the Company shall enjoy the following rights:

(I) To receive dividends and profit distributions in other forms according to the number of shares held by them;

(II) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law;

(III) To supervise and manage, make suggestions or question the Company's operation;

(IV) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association;

(V) To inspect the Articles of Association, register of shareholders, record of bondholders, minutes of general meetings, resolutions of meetings of the Board, resolutions of meetings of the board of supervisors and financial reports;~~To obtain relevant information in accordance with these Articles of Association of the Company, which shall include:~~

~~1. Obtaining these Articles of Association of the Company after payment of a charge to cover the costs;~~

~~2. Having the right to access and make a copy, after payment of reasonable charges, of:~~

~~(1) all parts of the register of shareholders;~~

~~(2) personal information of the directors, supervisors and senior management of the Company, including:~~

~~a current and previous names and aliases;~~

~~b main address (domicile);~~

~~e nationality;~~

~~d full-time and all other part-time occupations and duties;~~

~~e identification credentials and their numbers.~~

~~(3) the status of the Company's issued share capital;~~

~~(4) reports of the aggregate par value, number and highest and lowest prices of each class of shares bought back by the Company since the last financial year as well as all the expenses paid by the Company therefor;~~

~~(5) bonds stubs, minutes of general meetings, special resolutions of the Company, resolutions of board meetings, resolutions of the meetings of board of supervisors and financial reports;~~

~~(6) the Company's most recent audited financial statements, and report of the Board, auditors and the board of supervisors;~~

~~(7) copy of the latest annual review report which has been filed with the competent administration for industry and commerce or other competent authorities, if applicable.~~

~~Documents set out in item (1) and items (3) to (7) above and any other applicable documents shall be made available by the Company, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and holders of overseas-listed foreign shares to inspect free of charge. Minutes of general meetings shall only be made available for inspection by shareholders of the Company.~~

(VI) When the Company terminates or liquidates, its share of remaining assets of the Company according to the shares held will be distributed;

(VII) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to acquire his shares;

(VIII) Other rights under the law, administrative regulations, departmental regulations and these Articles of Association.

~~The Company shall not exercise power only because any person who directly or indirectly owns equity interest does not disclose its equity interest to the Company to frozen or by other means to damage any rights attached to the shares of the person.~~

Article 55-36 If any shareholder requests for access to the information or ask for documents prescribed in the preceding Article, he shall first provide written proof to certify the class and number of Company's shares he holds. The Company shall provide the requested documents after verification of the identity of such shareholder and may reasonably charge for photocopies of the documents.

Article ~~56~~–~~37~~ If a resolution of the Company’s general meeting or Board meeting contravenes the law or administrative regulations, the shareholders are entitled to request the court to annul the decision.

If the convening procedure or voting method of a general meeting or Board meeting contravenes the law, administrative regulations or these Articles of Association, or if the contents of the resolutions of such meetings contravene these Articles of Association, the shareholders are entitled to request the court to revoke the resolutions within 60 days of the resolutions.

Article ~~57~~–~~38~~ If a director or senior management contravenes the law, administrative regulations or these Articles of Association when carrying out his duties resulting in losses to the Company, shareholders individually or collectively holding 1% or more of the shares for 180 days consecutively are entitled to request the board of supervisors in writing to commence litigation in the court. If a board of supervisors contravenes the law, administrative regulations or these Articles of Association when carrying out its duties resulting in losses to the Company, the shareholders are entitled to request the Board in writing to commence litigation in the court.

If the board of supervisors or the Board refuses to commence litigation upon receipt of the shareholder’s written request stipulated under the preceding paragraph, or does not commence litigation within 30 days upon receipt of the request, or the situation is so urgent that it will cause irreparable losses to the Company if an immediate litigation is not commenced, the shareholders so stipulated under the previous paragraph are entitled to commence litigation directly at the court under their own names for the interests of the Company. If any person intervenes with the lawful interests of the Company resulting in losses to the Company, a shareholder stipulated under the first paragraph is entitled to commence litigation at the court in accordance with the two preceding paragraphs.

Article ~~58~~–~~39~~ If a director or senior management contravenes the law, administrative regulations or these Articles of Association, thereby damaging shareholders’ interests, the shareholders can commence litigation in the court.

Article ~~59~~–~~40~~ Holders of ordinary shares of the Company shall have the following obligations:

- (I) Comply with the law, administrative regulations and these Articles of Association;
- (II) Pay for the shares based on the shares subscribed and the method of subscription;
- (III) Cannot redeem shares except as prescribed by the law or regulations;

(IV) Cannot abuse the rights as a shareholder to damage the Company’s or other shareholders’ interests; cannot abuse the independent status of a legal person of the Company and the limited liability of the shareholders to damage the interests of creditors;

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~~A shareholder who abuses his shareholders' rights resulting in losses to the Company and other shareholders shall bear the responsibilities for compensation according to the law.~~

~~Shareholders who abuse the independent status of a legal person of the Company and limited liability of shareholders in order to escape from debts, thereby seriously damaging the interests of creditors of the Company shall jointly be responsible for the Company's debts.~~

(V) Other obligations which shall be borne as required by the law, administrative regulations and these Articles of Association.

~~Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed to as a subscriber of the shares on subscription.~~

A shareholder who abuses his shareholders' rights resulting in losses to the Company and other shareholders shall bear the responsibilities for compensation according to the law.

Shareholders who abuse the independent status of a legal person of the Company and limited liability of shareholders in order to escape from debts, thereby seriously damaging the interests of creditors of the Company shall jointly be responsible for the Company's debts.

Article 60-41 Shareholders who hold shares with voting rights of the Company as to over 5% and pledge their shares shall submit a written report to the Company on the day when the pledge occurs.

Article 61-42 The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation.

The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restructuring of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.

~~In addition to the obligations under the law, administrative regulations or the listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, controlling shareholders shall not, in the exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:~~

(I) ~~Discharging the responsibilities of a director or supervisor to act honestly in the best interest of the Company;~~

~~(H) Approving a director or supervisor (for his own or others' benefit) to deprive the Company of its property in form, including (but not limited to) any opportunities that are favorable to the Company;~~

~~(H) Approving a director or supervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and passed at the shareholders general meeting in accordance with these Articles of Association.~~

~~The term "controlling shareholder" mentioned in this Article refers to a person who satisfies any one of the following conditions:~~

~~(I) He, acting individually or in concert with others, may elect more than half of the directors;~~

~~(II) He, acting individually or in concert with others, may exercise or control the exercise of more than 30% of the Company's voting rights;~~

~~(III) He, acting individually or in concert with others, holds more than 30% of the issued and outstanding shares of the Company;~~

~~(IV) He, acting individually or in concert with others, actually controls the Company in other ways.~~

CHAPTER 68 GENERAL MEETING

Section 1 General Provisions on General Meeting

Article 62-43 ~~The general meeting shall be the organ of authority of the Company and shall exercise the functions and powers according to law.~~

Article 63-44 ~~The general meeting shall exercise the following functions and powers:~~

~~(I) Decide the operational policy and investment plan of the Company;~~

~~(II) Elect and replace directors and supervisors who are not staff representatives. Make decisions on matters in relation to the remuneration of the relevant directors and supervisors;~~

~~(III) Review and approve the reports of the Board;~~

~~(IV) Review and approve the reports of the board of supervisors;~~

~~(V) Review and approve the annual financial budgets and final accounting of the Company;~~

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(VI) Review and approve the profit distribution plan and loss compensation plan of the Company;

(VII) Pass resolutions on increasing or reducing the registered capital of the Company;

(VIII) Pass resolutions on merger, division, winding up, liquidation or changing the form of the Company;

(IX) Pass resolutions on the issuance of corporate bonds or other securities and listing plan;

(X) Pass resolutions on the appointment, reappointment or dismissal of accounting firms by the Company;

(XI) Amend these Articles of Association;

(XII) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article ~~64-45~~ of these Articles of Association;

(XIII) Review purchases and sales of significant assets within a year exceeding 30% of the latest audited total assets of the Company;

(XIV) Review and approve the changes of use of proceeds;

(XV) Review share incentive plans and employee stock ownership plans;

(XVI) Review proposals of the shareholders who represent 3% or more of the Company's voting shares;

(XVII) Review other matters to be resolved at the general meeting as required by the law, administrative regulations, department regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed or as prescribed by these Articles of Association.

In the absence of violation of the mandatory provisions under the relevant law, regulations, normative documents and listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, the general meeting may authorize or entrust the Board to deal with matters so authorized or entrusted.

Article ~~64-45~~ The following external guarantees of the Company shall be reviewed and passed at the general meeting:

(I) Any guarantee (excluding guarantee to controlling subsidiary) provided by the Company with a total amount equal to or more than 30% of the Company's latest audited total assets;

(II) To provide guarantee for shareholders, de facto controller and their connected parties;

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(III) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company's shares are listed and these Articles of Association.

The term "external guarantee" refers to the guarantee provided by the Company to others but does not include guarantee provided to any of its controlling subsidiary.

When the general meeting is considering a resolution to provide guarantee for any shareholder, de facto controller or their connected parties, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the resolution, and the resolution shall be subject to approval by more than half of the voting rights held by the other shareholders attending the general meeting.

For the avoidance of doubt, external guarantees provided by the Company and guarantees provided by the Company to any of its controlling subsidiary shall be reviewed and passed by the Board.

Article ~~65-46~~ Except when the Company is under a special circumstance such as a crisis, the Company shall not, without an approval by a special resolution at a general meeting, enter into a contract to handover all or material business management of the Company to a person other than to a director, ~~supervisor~~ or other senior management.

Article ~~66-47~~ The general meetings shall include annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six months from the end of the preceding financial year.

Article ~~67-48~~ The Board shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:

(I) The number of directors is less than the number as stipulated in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;

(II) The losses of the Company that have not been made up reach one-third of the total share capital;

(III) Shareholders who individually or collectively hold more than 10% of the shares of the Company require to convene an extraordinary general meeting in written form;

(IV) Whenever the Board considers necessary;

(V) When the board of supervisors proposes to convene a meeting;

(VI) Other circumstances prescribed by the laws, administrative regulations, departmental regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed or these Articles of Association.

Article 68-49 The venue of convening a general meeting of the Company shall be the domicile of the Company or other specific location notified by the convener of the general meeting.

A general meeting shall usually be in the form of physical meeting to be held on- site. However, so far as permitted by the securities regulatory authority, such meeting may also be held in such other manners as shall be recognized or required by the securities regulatory authority. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.

Section 2 Proposing and Convening of General Meeting

Article 69-50 ~~Two of~~ Independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non- executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. If the Board does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement accordingly.

Article 70-51 The board of supervisors is entitled to propose to convene an extraordinary general meeting to the Board, which shall be made in writing. The Board shall, in accordance with the law, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days of the after the decision is made. Any changes made to the original request in the notice shall be agreed by the board of supervisors.

If the Board disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, it shall be deemed as failing to discharge or not discharging its duties to convene the general meeting. The board of supervisors shall then be entitled to convene and hold the meeting by itself.

Article 71-52 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting ~~or class meeting~~ according to the following procedures:

(I) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene

an extraordinary general meeting ~~or class meeting~~. The Board shall, in accordance with the requirements of law, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting ~~or class meeting~~ within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.

(II) If the Board agrees to convene an extraordinary general meeting ~~or class meeting~~, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.

(III) If the Board disagrees to convene the extraordinary general meeting ~~or class meeting~~, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the board of supervisors in writing to convene an extraordinary general meeting or class meeting.

(IV) If the board of supervisors agrees to convene the extraordinary general meeting ~~or class meeting~~, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.

(V) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.

Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the board of supervisors or the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the ~~securities regulatory authority and relevant stock exchange where the Company is located~~.

Article 72-53 Where the board of supervisors or shareholders convenes a meeting by themselves in accordance with the provisions of this section, a written notice shall be submitted to the Board and filed with the ~~securities regulatory authority and relevant stock exchange where the Company is located~~. The Board and the secretary to the Board shall cooperate in terms of such meetings. The Board shall provide the register of shareholders on the shareholding record date. The expenses reasonably accrued therefrom shall be borne by the Company ~~and be deducted from the amounts due for payment to the directors as a result of their negligent manners~~.

Section 3 Proposals and Notices of General Meeting

Article 73-54 ~~The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations and these Articles of Association.~~

Article 74-55 ~~When a general meeting is convened by the Company, the Board, board of supervisors or shareholders who individually or collectively hold more than 3% of the shares of the Company shall be entitled to propose resolutions to the Company.~~

~~Shareholders who individually or collectively hold more than 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting.~~

~~The convener shall issue a supplemental notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.~~

~~Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals.~~

~~If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73-54 herein, no voting for resolutions shall be carried out at the general meeting.~~

Article 75-56 ~~Where a general meeting is convened by the Company, it shall issue a written notice 21 days prior to the annual general meetings and 15 days prior to extraordinary general meetings~~45 days prior to the meeting~~ to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. ~~Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.~~~~

~~When calculating the time limit of the notice, the date of the meeting convened shall be excluded.~~

Article 76 ~~The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting. An extraordinary general meeting shall not make decision on matters not specified in the notice.~~

Article ~~77-57~~ Notice of the general meeting shall include the following:

(I) Time, place and duration of the meeting;

(II) Specified matters and resolutions to be proposed at the meeting;

(III) Provision to the shareholders of the detailed information and explanations necessary for the shareholders to make sound decisions about the matters to be discussed. This principle includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and serious explanations about the causes and effects when the Company proposes mergers, repurchase of shares, restructuring of share capital or other restructuring;

(IV) In the event that any of the directors, supervisors, managers or other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any director, supervisor, manager or other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;

(V) Inclusion of the full text of any special resolution to be proposed for approval at the meeting;

(VI) A clear explanation in words indicating that the entire shareholders are entitled to attend and vote at the general meeting, or to appoint proxies to attend and vote at the meeting on his or her behalf and that such proxies are not necessarily shareholders;

(VII) Record date for shareholders entitled to attend the meeting;

(VIII) Name and telephone number of the contact person;

(IX) Specified delivery time and place of the power of attorney for proxy voting at the meeting.

Article ~~78-58~~ For matter of discussion involving the election of directors and supervisors, the notice of general meeting shall adequately disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following:

(I) Personal particulars including education background, working experience and any part-time job;

(II) Whether there is any connected relationship between the Company and the controlling shareholders and de facto controller of the Company;

(III) Disclosure of the shareholdings in the Company;

(IV) Whether or not they have been penalized by CSRC or other related securities regulatory authorities and the stock exchange.

Apart from directors and supervisors elected through the cumulative voting system, each candidate of director or supervisor shall be individually proposed.

~~**Article 79-59** Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by the means of notice provided for in these Rules of Procedure or by such other means as may be permitted by the stock exchange where the securities of the Company are listed. Notices of general meeting to holders of overseas-listed foreign shares and domestic shares may be given through the website of Hong Kong Stock Exchange or published in one or more newspapers designated by it. Once the announcement is published, all holders of overseas-listed foreign shares and domestic shares shall be deemed to have received the notice in relation to the general meetings ~~by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.~~~~

~~The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.~~

~~**Article 80-60** After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make an announcement giving reasons at least 2 working days before the date when the meeting is convened, unless otherwise prescribed in listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed (if so, the latter shall prevail).~~

~~**Article 81** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.~~

Section 4 Convening General Meeting

~~**Article 82-61** All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, regulations and these Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend, speak and vote on his behalf.~~

~~Such proxies may exercise the following rights as entrusted by the shareholder:~~

~~(I) The shareholder's right to speak at the general meeting;~~

~~(II) The right to demand by himself or jointly with others in voting by way of poll;~~

~~(III) Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.~~

If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting ~~or class meeting of shareholders~~. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.

Article 83-62 ~~Article 83-62~~ An individual shareholder who attends the general meeting in person shall present valid proof which can confirm his shareholder's identity.

If a proxy is appointed to attend the meeting, in addition to present the proxy's identity proof, the proxy shall also present his identity proof together with the authorization letter from the shareholder.

A legal person shareholder shall appoint a statutory representative or a proxy entrusted by the statutory representative to attend the meeting. If a statutory representative attends the meeting, he shall present his own identification document and a valid certificate proving his qualification to be a statutory representative; if a proxy is entrusted to attend the meeting, the proxy shall present his own identification, and a written power of attorney issued by the statutory representative from the unit of legal person shareholder in accordance with the law.

Article 84-63 ~~Article 84-63~~ The instrument appointing a proxy shall be in writing under the hand of the principal or his attorney authorized in writing; where the principal is a legal person, such instrument shall be under its seal or under the hand of his director or attorney duly authorized.

The instrument issued by the shareholder to authorize another person to attend the general meeting shall state the following contents:

(I) Name of the proxy;

(II) Whether the proxy has voting rights;

(III) Indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of general meeting;

(IV) Date of signing of the instrument and term of validity;

(V) Signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal person shall be affixed;

(VI) Specifying the number of shares represented by the proxy of the shareholder;

(VII) If more than one proxy is appointed, the instrument shall specify the number of shares represented by each proxy.

~~**Article 85-64** The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.~~

Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.

~~**Article 8665** Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting. The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.~~

~~**Article 87** Where the entrusting party is deceased or incapacitated to act or whose signed proxy form is withdrawn or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the proxy form shall remain valid as long as the Company has not received a written notice of such matters before the commencement of the relevant meeting.~~

~~**Article 88-66** A registration record for attendees at the meeting shall be compiled by the Company. The registration record shall contain items including but not limited to the names of the attendees (or names of organizations), identity card numbers, residential addresses, the number of shares held or voting rights represented and names of the proxies(or name of organizations).~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 89-67 The convener shall verify the shareholders' qualifications according to the register of members provided by the securities registration and clearing institutions. The names of shareholders and the total number of shares with voting rights held by them shall be registered. The registration at the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held with voting rights.

Article 90-68 The directors, supervisors and senior management of the Company shall, upon request of the general meeting, be present at such meeting for answering queries raised by the shareholders.

Article 91-69 The general meeting shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is unable to discharge or fails to discharge his/her duties, the meeting shall be convened and presided over by the vice chairman of the Board (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside over the meeting). Where the position of vice chairman does not exist, or where the vice chairman of the Board is unable to discharge or fails to discharge his/her duties, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designate a director to convene and preside over the meeting, the shareholders attending the meeting may elect one person to preside over the meeting. ~~If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.~~

If a general meeting is convened by the board of supervisors, the chairman of the board of supervisors shall preside over the meeting. If the chairman of the board of supervisors is unable to fails discharge his/her duties, more than one half of the supervisors shall nominate a supervisor to preside over the meeting.

If a general meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting. ~~If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (including his/her/its proxy) shall preside over the meeting.~~

When a general meeting is convened, if the chairman of the meeting contravenes the rules of procedures of general meetings, rendering the meeting impossible to proceed, with the consent from more than one half of the attending shareholders with voting rights, one person may be nominated at the general meeting to serve as the chairman and the meeting may proceed. ~~If for any reason the shareholders are unable to elect a chairman of the meeting, the attending shareholder holding the largest number of voting shares (including his/her/its proxy) shall preside over the meeting.~~

Article 92-70 The Company shall formulate the rules of procedures for the general meeting and specify in details the procedures for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes,

announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principle for the authorization granted to the Board by the general meeting. The rules of procedures for the general meeting shall be appended to these Articles of Association. They shall be formulated by the Board and approved by the general meeting.

Article ~~93-71~~ In the annual general meeting, the Board and the board of supervisors shall report their work for the past year to the general meeting. Each independent non- executive director shall also present a work report.

Article ~~94-72~~ Directors, supervisors and senior management shall provide explanations regarding and answer the enquiries and suggestions from shareholders at the general meeting.

Article ~~95-73~~ The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of voting shares, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article ~~96-74~~ Minutes shall be prepared for general meetings by the secretary to the Board.

The minutes shall state the following contents:

(I) Time, venue and agenda of the meeting and name of the convener;

(II) The name of the chairman of the meeting and the names of the directors, supervisors and senior management attending or present at the meeting;

(III) The numbers of shareholders (including holders of domestic shares and overseas-listed foreign shares (if any)) and proxies attending the meeting, total number of voting shares they represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;

(IV) The process of review and discussion, summary of any speech and voting results of each proposal;

(V) Shareholders' questions, opinions or suggestions and corresponding answers or explanations;

(VI) Names of vote counters and scrutinizer of the voting;

(VII) Other contents to be included as specified in these Articles of Association.

Article ~~97-75~~ The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the Board, conveners or his/her

representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance register, proxy forms and valid records on internet voting and other means of voting, for a period of no less than 10 years.

Article 98–76 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure and other special causes, the convener shall take necessary measures to resume the meeting or directly terminate that meeting as soon as practicable followed by a timely public announcement and report in accordance with the laws, regulations or listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed.

Section 5 Voting and Resolutions at General Meetings

Article 99–77 Resolutions of the general meeting include ordinary resolutions or special resolutions.

Ordinary resolutions at a general meeting shall be passed by more than one half of the voting shares held by shareholders (including their proxies) attending the general meeting.

Special resolutions at a general meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

Article 100–78 When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares they represent. Each share shall carry one voting right, except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.

Subject to and conditional upon compliance with applicable laws, regulations or requirements of the listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, the Board, independent non-executive directors and other shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders.

When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed. His shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.

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In accordance with the applicable laws, regulations and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any votes in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.

Article ~~101-79~~ Voting is conducted by open ballot at the general meeting.

Article 102 ~~When a poll is taken at a meeting, a shareholder (including proxies) who have the right to two or more votes need not cast all his votes in the same way.~~

Article ~~103-80~~ When the number of votes for and against a resolution is equal, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.

Article ~~104-81~~ The following matters shall be passed by way of ordinary resolutions at a general meeting:

(I) Work reports of the Board and the board of supervisors;

(II) Profit distribution plan and loss compensation plan formulated by the Board;

(III) The appointment and removal of non-employee representative supervisors among members of the Board and members of the board of supervisors;

(IV) The remuneration and method of payment of members of the Board and members of the board of supervisors;

(V) Annual budgets and final accounts of the Company;

(VI) Annual report of the Company;

(VII) Matters other than those requiring the approval by way of special resolutions in accordance with the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed or these Articles of Association.

Article ~~105-82~~ The following matters shall be passed by way of special resolutions at a general meeting:

(I) Increase or reduction in the registered capital ~~and issue of any kinds of shares, warrants and other similar securities~~ by the Company;

(II) ~~Issue of corporate bonds~~ Changes to the rights attached to the ordinary shares of the Company;

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(III) ~~Division, spin-off, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company;~~

(IV) Amendment to these Articles of Association;

(V) Acquisition and disposal of material assets within one year by the Company and events that involve a guarantee amount exceeding 30% of the latest audited total assets of the Company;

(VI) Equity incentive plan;

(VII) Other matters required by the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and these Articles of Association or those resolved at the general meeting by way of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by way of special resolutions.

Article 83 The name list of director and supervisor candidates shall be submitted as proposals to the shareholders' general meeting for vote.

When the shareholders' general meeting votes upon the election of directors and supervisors, the cumulative voting system may be used. Each share shall have the same number of votes as the number of directors or supervisors who are up for election, and the voting rights of all the shareholders may be exercised in a centralized manner. The Board shall announce the resume and basic information of each candidate of directors and supervisors to the shareholders.

Article 84 In addition to the cumulative voting, the shareholders' general meeting may take a vote on all the proposals item by item. Where different proposals are submitted for the same matter, votes shall be cast in the sequence that such proposals are submitted. The shareholders' general meeting shall not suspend or refuse voting upon the said proposals unless the meeting is suspended or is unable to adopt a resolution as a result of particular reasons such as force majeure.

Article 85 The shareholders' general meeting, when considering the proposals, shall not amend them, or otherwise, the relevant alteration shall be deemed as a new proposal which shall not be voted on at the same shareholders' general meeting.

Article 86 The same voting right can only be exercised through either on-site voting or another voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.

Article 87 When proposals are voted on at the general meeting, two shareholder representatives shall be appointed to carry out vote counting and scrutiny. Where any shareholder has interests in the matters to be considered, the said shareholder or proxy thereof shall not participate in vote counting and scrutiny.

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When proposals are voted on at the general meeting, vote counting and scrutiny shall be carried out jointly by shareholder representatives, Supervisor representatives and other scrutineers prescribed by the provisions of the stock exchange(s) of the place(s) where the Company's securities are listed and the voting results shall be announced on the spot and recorded in the meeting minutes.

Article 10688 The chairman of the meeting shall announce the voting status and results of each proposal and announce if the proposals have been passed according to the voting results be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting. Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site voting or through other means at the shareholders' general meeting, including the Company, vote counter(s), scrutineer(s), substantial shareholders, shall be obliged to keep the voting status confidential.

Article 89 Shareholders attending the shareholders' general meeting shall express one of the following opinions on the proposal submitted for voting: affirmative, negative or abstention.

Where any ballot is not completed in full, is completed incorrectly or unintelligibly, or has no vote recorded, the voter shall be deemed to have waived his/her voting rights and the voting result for his/her shares shall be deemed as an "abstention".

Article 107-90 If the chairman of the meeting has any doubts about the voting result of a resolution, he may arrange the recounting of the votes. If the chairman of the meeting does not arrange the re-counting of the votes, a shareholder or proxy attending the meeting who dissents from the result announced by the chairman of the meeting shall be entitled to request the re-counting of votes immediately after such announcement, in which case the chairman of the meeting shall immediately arrange the re-counting of the votes.

Article 108 If the counting of votes is conducted at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting, the attendance register and proxy forms shall be kept at the Company's domicile for a period of no less than 10 years.

Article 109 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges.

Article 91 An announcement on resolutions passed at a shareholders' general meeting shall be made in due time. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of voting shares of the Company, the voting method, the voting result for each proposal and the details of each of the resolutions passed.

~~CHAPTER 9 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS~~

~~**Article 110** Shareholders who hold different classes of shares shall be shareholders of different classes.~~

~~Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and these Articles of Association.~~

~~Where the share capital of the Company includes shares which do not carry voting rights, the words “no voting rights” must appear in the designation of such shares.~~

~~Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting rights” or “limited voting rights”.~~

~~**Article 111** The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 113 to 117.~~

~~For the change or abrogation of rights of class shareholders as a result of the changes in domestic and foreign laws, regulations and the listing rules of the stock exchange(s) of the place(s) where the shares of the Company are listed as well as the decisions made pursuant to the law by domestic and foreign regulatory authorities, no approval at general meeting or class meeting shall be required.~~

~~**Article 112** The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:~~

~~(I) an increase or decrease in the number of shares of such class or an increase or decrease in 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;~~

~~(II) conversion of all or part of the shares of such class into shares of another class or conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;~~

~~(III) a removal or reduction of rights to accrued dividends or cumulative dividends attached to the shares of such class;~~

~~(IV) a reduction or removal of a dividend preference or property distribution preference during the liquidation of the Company, attached to the shares of such class;~~

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~~(V) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire the securities of the Company attached to the shares of such class;~~

~~(VI) a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to the shares of such class;~~

~~(VII) creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~

~~(VIII) an imposition of restrictions or additional restrictions on the transfer of or ownership of the shares of such class;~~

~~(IX) an issuance of rights to subscribe for, or convert into, the shares of such class or another class;~~

~~(X) an increase in the rights and privileges of the shares of another class;~~

~~(XI) a restructuring plan of the Company that causes shareholders of different classes to bear liability to different extents during the restructuring; and~~

~~(XII) any amendment to or repeal of the provisions of this section.~~

~~**Article 113** Shareholders of the affected class, whether or not having the right to vote at the general meeting, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) and (XI) to (XII) in Article 112, except that interested shareholders shall not vote at class meetings.~~

~~The term “interested shareholders” in the preceding paragraph shall have the following meanings:~~

~~(I) if the Company has made a tender offer to all shareholders in the same proportion or has bought back its own shares through open market transactions on a stock exchange in accordance with Article 32 hereof, the controlling shareholders as defined in these Articles of Association shall be the “**interested shareholders**”;~~

~~(II) if the Company has bought back its own shares by an agreement outside of a stock exchange in accordance with Article 32 hereof, holders of shares in relation to such agreement shall be the “**interested shareholders**”;~~

~~(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest different from that interest of other shareholders of the same class shall be the “**interested shareholders**”.~~

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~~**Article 114** Resolutions of a class meeting may be passed only by more than two-thirds of the voting rights of that class represented by the shareholders attending the meeting in accordance with Article 113.~~

~~**Article 115** When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.~~

~~If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.~~

~~If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.~~

~~**Article 116** The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat.~~

~~The procedures of a class meeting shall, to the extent possible, be identical with the procedures of a general meeting. Unless otherwise specified in this Chapter, the provisions of the Articles of Association of the Company in relation to the procedures for the holding of a general meeting shall be applicable to a class meeting.~~

~~**Article 117** In addition to the holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.~~

~~The special procedures for voting in the class meetings shall not apply under the following circumstances:~~

~~(I) Where the Company issues domestic shares and overseas-listed foreign shares, upon approval in the form of a special resolution by its shareholders at a general meeting, either separately or concurrently, once every 12 months and the number of each of the domestic shares and overseas-listed foreign shares to be issued is not more than 20% of the same type of shares in issue;~~

~~(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council;~~

~~(III) Where with the approval by the securities regulatory authorities under the State Council, the shareholders convert their unlisted domestic shares and foreign shares into overseas listed foreign shares for overseas listing and trading.~~

CHAPTER ~~7~~14 BOARD OF DIRECTORS

Section 1 Directors

Article ~~92~~148 Directors shall be elected by the general meeting and serve a term of 3 years for each session. A director may serve consecutive terms if re-elected upon the expiry of his term, unless it is otherwise stipulated by the relevant laws, regulations, these Articles of Association and listing rules of the place(s) where the Company's shares are listed.

A director's term of service commences from the date he takes office, until the current term of service of Board ends. If a director's term of service expires but a new director is not elected in a timely manner, the original director shall continue to carry out the director's duties according to the laws, administrative regulations, departmental regulations and these Articles of Association until the newly elected director takes office.

Any person appointed by the Board to fill the casual vacancy on or as an addition to the Board shall hold office only until the forthcoming annual general meeting of the Issuer and shall be eligible for re-election.

A director's post may be assumed by the general manager or other senior management, but the sum of the total number of directors who also assume the duties of the general manager or other senior management and the number of staff representative directors, shall not exceed one half of the total number of directors of the Company.

A director need not hold the shares of the Company.

Article ~~93~~149 The directors, both collectively and individually, are expected to fulfill fiduciary duties and duties of skill, care and diligence at least to such standard established by the laws of Hong Kong. This means that every director must, in the performance of his duties as a director:

- (I) act honestly and in good faith in the interests of the Company as a whole;
- (II) act for a proper purpose;
- (III) be responsible to the Issuer for the application or misapplication of its assets;
- (IV) avoid actual and potential conflicts of interest and duty;
- (V) disclose fully and fairly his interests in the contracts with the Issuer; and

(VI) apply such degree of skill, care and diligence as may reasonably be expected of a person of his/her knowledge and experience and holding a directorship in a listed company.

Article ~~94120~~ The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.

Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by way of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages pursuant to any contract.

Article ~~121-95~~ If a director is unable to attend Board meetings in person for two consecutive meetings, and does not appoint other directors to attend the Board meeting on his behalf, he shall be deemed as failing to carry out his duties. The Board shall propose to the general meeting to replace him.

Article ~~122-96~~ A director may resign before expiry of his term of service. When a director resigns, he shall submit a written resignation notice to the Board.

If the members of the directors fall below the minimum statutory requirement due to a director's resignation, the original directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and these Articles of Association before the appointment of the re-elected directors; the notice of resignation of the resigning director shall only become effective after a new director fills the vacancy.

Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the Board.

Article ~~123-97~~ When a director's resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the Board. His fiduciary duties towards the Company and the shareholders do not necessarily cease after the end of his term of service and shall still be in effect for a period of two years. The duty of confidentiality in respect of trade secrets of the Company survives his resignation or expiry of his term of office, until such trade secrets become publicly available information. Other duties may continue for such period as the principle of fairness may require, depending on the length of time which has elapsed between the occurrence of the event concerned and the termination of tenure, and the circumstances and terms under which the relationships between them and the Company have been terminated.

Article ~~124~~–98 In the absence of specification in these Articles of Association or legitimate authorization by the Board, no director shall act in his personal capacity on behalf of the Company or the Board. When a director acts in his personal capacity, but a third party may reasonably believe that the director is representing the Company or the Board, that director shall declare his stance and capacity in advance.

Article ~~125~~–99 If a director breaches the laws, administrative regulations, departmental regulations or these Articles of Association when carrying out his corporate duties and causes loss to the Company, he shall be held responsible for damages.

Section 2 Independent Non-executive Directors

Article ~~126~~–100 The Company shall have independent non-executive directors. Independent non-executive directors refer to such directors of the Company that serves no duties other than the directors' duties, has no relationship with the Company and its substantial shareholders (referring to such shareholders who individually or collectively hold more than 5% of the total number of voting shares) that may hinder their independent objective judgments, and satisfies the requirements on independence by the listing rules of the stock exchange of the place where the Company's shares are listed.

Unless otherwise provided in this section, the relevant provisions set out in Chapter 152 of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:

(I) Be qualified to be a director of a listed company under the laws, administrative regulations, listing rules of the stock exchange(s) on which the Company's shares are listed and other relevant provisions;

(II) Be independent within the meaning of the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed;

(III) Have the basic knowledge of the operation of a listed company, and be familiar with the relevant laws, administrative regulations, rules and regulations;

(IV) Possess more than five years of experience in law, economics or such other working experience as required for discharging duties of an independent non-executive director; and

(V) Such other conditions as required under these Articles of Association.

Article ~~127~~–101 No less than one-third of the Board members and no less than three Board members of the Company shall be independent non-executive directors; among whom, at least one independent non-executive director must have appropriate professional qualifications or accounting or related financial management expertise. Should the number of the independent non-executive directors fail to meet the number of the independent non-executive directors as

required by these Articles of Association because the independent non-executive directors fail to satisfy the conditions of being independent or because it is inappropriate for the independent non-executive directors to perform their duties on the occurrence of some event(s), the Company shall appoint additional independent non-executive directors to meet such required number.

At least one independent non-executive director of the Company shall ordinarily reside in Hong Kong.

Article ~~128~~-102 An independent non-executive director shall have the same term of office as that of other directors of the Company, and upon expiry, may be re-elected for a consecutive term of no more than 6 years.

Prior to the expiry of the term of his/her office, an independent non-executive director may not be dismissed in the absence of proper reasons. Dismissal of any independent non-executive director prior to such expiry of the term of office shall be disclosed as a special matter by the Company.

Other than the power conferred upon by the Company Law and other relevant laws, regulations, listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed and these Articles of Association, an independent non-executive director shall have the following special power:

(I) Significant connected transactions, as determined according to the criteria issued, from time to time, by the regulatory bodies in the place(s) of listing, shall be submitted to the Board for discussion after having been endorsed by the independent non-executive directors. Prior to making any judgment, the independent directors may engage an intermediary institution to issue an independent financial advisory report upon which the decision of the independent directors may base;

(II) To propose to the Board such appointment or termination of appointment of an accounting firm;

(III) To propose to the Board the convening of an extraordinary general meeting;

(IV) To propose the convening of Board meetings;

(V) To engage external audit firms or consulting firms to conduct audit or consultation on specific matters of the Company at the cost of the Company.

The exercise of the aforesaid power by an independent non-executive director shall require the consent from more than one half of the total number of independent non-executive directors of the Company. Disclosure shall be made by the Company if any of the aforesaid proposals is not adopted or any of the aforesaid power cannot be exercised in normal manner.

The independent non-executive directors shall carry out their duties in accordance with appropriate requirements of the laws, administrative regulations, rules and regulations, and departmental regulations.

Article ~~129~~—~~103~~ The Company shall formulate working rules of independent non-executive directors, which will specify the qualification, nomination, election and replacement, rights and obligations, and liabilities of independent non-executive directors.

Article ~~130~~—~~104~~ Matters relating to independent non-executive directors not covered in this section shall be handled according to the relevant applicable laws, regulations or listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed.

Section 3 Board of Directors

Article ~~131~~—~~105~~ The Company shall set up the Board which shall be accountable to the general meeting.

Article ~~132~~—~~106~~ The Board shall be composed of 8 directors, including 3 independent non- executive directors.

The Board shall have one chairman. Whether or how to set up the post of the vice chairman of the Board shall be decided by the general meeting in form of an ordinary resolution. (The provisions related to the vice chairman as provided herein shall be only applicable to such circumstances where the position(s) of vice chairman is set up in the Company, same as below.)

The chairman and vice chairman (or vice chairmen) of the Board shall be elected and dismissed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the Board shall serve a term of 3 years and may be re-elected upon the expiry of their terms.

Article ~~133~~—~~107~~ The Board exercises the following functions and powers:

(I) to be responsible for convening general meetings and reporting its work to the general meetings;

(II) to implement resolutions of the general meetings;

(III) to decide on the Company's business plans and investment plans;

(IV) to formulate the annual financial budgets and final accounts of the Company;

(V) to formulate the Company's profit distribution plans and plans on making up losses;

(VI) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof;

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(VII) to formulate plans for mergers, division, dissolution and alteration of corporate form of the Company;

(VIII) to formulate plans for the Company's substantial acquisitions and purchase of the shares of the Company;

(IX) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions, external donations and others;

(X) to decide on the establishment of internal management organizations of the Company;

(XI) to determine the establishment of the special committees under the Board, appoint or dismiss the chairman (convener) of such committees;

(XII) to appoint or dismiss the general manager, the secretary to the Board and the company secretary; to appoint or dismiss the senior management including the deputy general managers, the chief financial officer and the financial controller of the Company in accordance with the nominations made by general manager, and to decide on their remunerations;

(XIII) to formulate the basic management system of the Company;

(XIV) to formulate proposals to amend these Articles of Association;

(XV) to formulate the incentive stock option plan of the Company;

(XVI) to manage information disclosure of the Company;

(XVII) to propose to the general meeting the appointment or replacement of the accounting firms which provide auditing service to the Company;

(XVIII) to listen to work reports of the general manager of the Company and review the work of the general manager;

(XIX) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article ~~64~~45 hereunder;

(XX) to examine and supervise the Company's policies and standards regarding the Company's compliance with laws and regulatory provisions;

(XXI) to examine and supervise the training and continuing professional development for the directors, supervisors and senior management;

(XXII) to examine the Company's compliance with the Corporate Governance Code in the Listing Rules and the disclosure in the corporate governance report;

(XXIII) to decide on such major matters and administrative affairs other than those ought to be decided by the general meeting as specified in the laws, administrative regulations, rules and regulations of the competent authorities and these Articles of Association and enter into other important agreements;

(XXIV) other powers and duties stipulated by laws, administrative regulations, and departmental rules and regulations, listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, and these Articles of Association, and conferred upon by the general meetings.

Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review.

Except for the Board resolutions in respect of the matters specified in ~~paragraphs (6), (7) and (14)~~ the laws, administrative regulations, and departmental rules and regulations, listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, and these Articles of Association which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraphs may be passed by more than one-half of the directors.

The Board shall provide explanation to the general meeting with respect to the audit report of a non-standard opinion, issued by a certified public accountant, regarding the Company's financial statements.

Article 134-108 ~~The Board shall formulate the rules of procedures for meetings of the Board to ensure implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the Board stipulate the procedures for holding the Board meetings and voting at the Board meeting, and shall be appended to these Articles of Association, being formulated by the Board and approved by the general meeting.~~

Article 135-109 ~~The Board shall establish the Audit Committee, the Remuneration Committee and the Nomination Committee, and may establish other special committees including the Strategic Committee, to advise and consult with the Board on major decisions.~~

Audit Committee shall comprise at least 3 members and all of whom shall be non-executive directors, among whom, one member shall be an independent non-executive director possessing proper qualification in compliance with the relevant requirements of the Listing Rules or appropriate accounting expertise or related financial management expertise. The independent non-executive directors shall form a majority in the members of the Audit

Committee. The person who serves as the chairman of the Committee shall be an independent non-executive director. The independent non-executive directors shall form a majority in the members of the Remuneration Committee, and the chairman thereof shall be an independent non-executive director.

~~Article 136~~ When the Board is disposing of fixed assets and should the sum of the expected value of the fixed assets proposed for disposal by the Board and the value derived for the fixed assets that were disposed of within 4 months prior to such proposed disposal exceed 33% of the fixed assets value set out in the latest balance sheet recently considered by the general meetings, the Board may not dispose of or agree to dispose of such fixed assets without such prior approval by the general meeting.

The term “fixed assets disposal” referred to in this Article shall refer to, among other things, the act of transferring certain interests in assets, but not including the act of providing such guarantee by way of fixed assets. The validity of the transactions regarding fixed assets disposed by the Company shall not be affected due to a breach of the first paragraph of this Article.

~~Article 137-110~~ The chairman of the Board shall exercise the following functions and powers:

(I) to preside over general meetings and to convene and preside over Board meetings;

(II) to procure and check the implementation of resolutions of the Board;

~~(III)~~ to sign on share certificates, bond certificates and other securities issued by the Company;

~~(IV)~~(III) to organize the formulation of various rules for the operation of the Board and to coordinate for the operation of the Board;

~~(V)~~(IV) to sign on important documents of the Board and to externally sign on such legally binding documents on behalf of the Company;

~~(VI)~~(V) to exercise the powers and functions as a legal representative;

~~(VII)~~(VI) to nominate candidates for the secretary to the Board, members and chairmen of the special committees under the Board;

~~(VIII)~~(VII) to listen to regular or irregular work reports of the senior management of the Company, and provide guiding opinion regarding the implementation of the Board resolutions;

~~(IX)~~(VIII) in event of an emergency of force majeure including massive natural disasters, to exercise the special right of disposal over the Company's affairs, being in line with the requirements of laws and the interests of the Company, and to report to the Board and the general meeting thereafter;

~~(X)~~(IX) such other functions and powers stipulated by laws, administrative regulations, departmental rules and regulations, and these Article of Association and conferred upon by the Board.

The vice chairman shall assist the chairman of the Board in work. Should the chairman be unable to or fail to carry out his duties, the vice chairman shall carry out the duties of the chairman (and if the Company has two or more vice chairmen, the vice chairman nominated by more than one half of the directors shall carry out the duties of the chairman). Where the position of vice chairman does not exist, or where the vice chairman is unable to or fails to carry out his duties, more than one half of the directors shall jointly nominate a director to carry out such duties.

Article ~~138-111~~ The Board meetings shall include regular meetings and extraordinary meetings.

Regular meetings of the Board of directors shall be held at least 2 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 10 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions.

The chairman, any shareholder holding more than one-tenth voting rights, more than one-third of the directors or the board of supervisors or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10 days upon receipt of the proposal, and shall give written notice to all directors and supervisors 5 days before the meeting is held.

In case of urgency, the extraordinary board meeting may be held upon approval by the chairman of the Board, not being subject to the requirement of meeting notice as set out in this Article, provided that reasonable notice shall be given to directors, supervisors and the general manager.

Board meetings may be convened by means of telephone conference, video conference, circulation of documents, facsimile etc. provided that directors can fully express their views, and all directors who participate in Board meetings held in such forms shall be deemed to have attended the meeting in person. For a Board meeting which is held by means of telecommunication, the notice of meeting shall set out the details of the resolutions of the meeting, and shall state the deadline date for voting. The directors who participate in such meeting shall express their votes to the Company via facsimile by the deadline date for such voting as stated in the notice of meeting, and the original copy of such voting decision, which shall be signed by such directors themselves, shall be sent to the Board of the Company.

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If there exists conflict of interests deemed to be material by the Board found in the matters to be considered by substantial shareholders or directors at the Board, the relevant matters shall be handled by means of holding a Board meeting (but not written resolutions). Independent non-executive directors themselves and their associates, have no material interest in the transaction should be present at such Board meeting.

Article ~~139-112~~ The notice of Board meetings may be delivered in the manner(s) as set out in Article ~~240-197~~ of these Articles of Association.

For the directors who have attended the meeting, a notice of the Board meeting will be deemed to have been issued if such directors failed to raise any issues of not having received such notice before or upon the Board meeting.

Article ~~140-113~~ A notice of Board meeting shall include the following contents:

- (I) Date and place of meeting;
- (II) Duration of the meeting;
- (III) Causes and agenda;
- (IV) Date of issuance of notice.

Article ~~141-114~~ For any major matters to be determined by the Board of the Company, sufficient information shall be provided to the directors and the directors are entitled to request supplementary materials. When more than one-fourths of the directors or two or more external directors (referring to such directors who have no executive positions in the Company) consider that the materials provided is insufficient or the reasoning is unclear, they may jointly propose to defer the Board meeting or defer the Board's consideration on the relevant matters, and the Board shall accept such suggestions accordingly.

Article ~~142-115~~ The Board meeting shall not be held unless more than one half of the directors (including proxies) are present.

Unless otherwise provided in other articles herein, resolutions of the Board shall be required to be passed by more than one half of all the directors.

As for the voting on a Board resolution, each director shall have one vote. When the number of votes cast for and against a resolution is the same, the chairman of the Board shall have a casting vote.

Article ~~143-116~~ The directors shall attend a Board meeting in person. If a director is unable to attend such meeting for any reasons, he may appoint another director in writing to attend such meeting on his behalf. The authorization letter shall contain the name of the representative, the matters represented, scope of authorization and validity period. Such letter shall be signed or sealed by the principal.

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The appointed director who attends the meeting shall exercise a director's duties within the authorized scope. If a director fails to attend a Board meeting in person and fails to appoint a representative to attend the meeting, he/she shall be deemed to have waived his/her voting rights at the meeting.

The Company shall bear the reasonable expenses incurred by directors attending the Board meetings. Such expenses may include costs for transportation from the place(s) where the directors reside to the venue of the meeting (if such venue is not located at the place where directors are stationed), meal and accommodation expenses and local transportation costs during the duration of the meeting.

Article ~~144-117~~ If there are connected relationships between the enterprises involved in the matters set out in the resolutions of the directors and the Board, a director may not exercise his/her voting right, nor shall he/she vote on behalf of other directors. Such Board meeting can be held if more than one half of the non-connected directors attend such meeting. Resolutions made by the Board meeting shall be required to be passed by more than one half of the non-connected directors. If less than three non-connected directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.

Article ~~145-118~~ The Board meeting shall vote for resolutions by way of disclosed ballot.

Article ~~146-119~~ The Board shall keep minutes of its decisions on the matters discussed at the meeting. The directors and secretary to the Board who attend the meeting shall sign on the minutes of such meeting.

The directors shall be responsible for the resolutions of the Board. Where a resolution of the Board is in violation of laws, administrative regulations or these Articles of Association, thereby causing serious losses to the Company, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he/she expressed his/her opposition to such resolution when such resolution was put to the vote, and that such opposition was recorded in the minutes of the meeting, the director shall be relieved from such liability.

The minutes of Board meeting shall be kept as a company file for a period of no less than ten years.

Article ~~147-120~~ The minutes of the Board shall consist of the following:

(I) date and venue of the meeting and the name of the convener;

(II) the name of the director present and name of director being appointed to attend on the other's behalf (proxy);

(III) the agenda;

(IV) the main points of directors' speeches;

(V) the voting method of each resolution and the result (and the result shall specify the number of votes for, against and abstaining from such resolution).

CHAPTER ~~118~~ SECRETARY TO THE BOARD

Article ~~148-121~~ The Company shall have one secretary to the Board. The secretary is a senior management officer of the Company.

Article ~~149-122~~ The secretary to the Board shall be a natural person with the requisite professional knowledge and experience and shall be appointed by the Board.

The principal duties of the secretary to the Board are:

- (1) to ensure that the Company has a complete set of organizational documents and records;
- (2) to ensure that the Company prepares and submits the reports and documents as required by the authorities pursuant to laws;
- (3) to ensure that the register of shareholders of the Company is kept in a proper manner and that the persons entitled to the access to the relevant records and documents of the Company may obtain the same in a timely manner;
- (4) to carry out any other duties as prescribed by laws, administrative regulations, departmental rules and regulations or these Articles of Association.

Article ~~150-123~~ Directors or other senior management officers may concurrently act as the secretary to the Board. No accountant(s) of the accounting firm that is appointed by the Company may concurrently act as the secretary to the Board.

Where the secretary to the Board concurrently act as a director, for an act which is required to be made by a director and the secretary to the Board separately, the person who concurrently acts as a director and the secretary to the Board may not perform the act in dual capacity.

Article ~~151-124~~ The Company's directors, general manager and related internal departments shall support the secretary to the Board to perform his or her duties legally and shall provide guarantee in respect of organizational setup, staff deployment, and funding. All relevant departments of the Company shall actively cooperate with the secretary to the Board regarding the work of the latter's working organization.

CHAPTER ~~129~~ COMPANY SECRETARY

Article ~~152-125~~ The Company shall appoint a company secretary to ensure good communication between and among the members of the Board and to ensure such Board

members to follow the policies and procedures of the Board. The company secretary shall report duty to the chairman of the Board and/or the general manager, advise the Board on corporate governance matters through the chairman of the Board and/or the general manager, and shall also arrange for on-job training and professional development of directors.

Article ~~153-126~~ The selection, appointment and dismissal of a company secretary shall be subject to approval by the Board. Decisions in this regard shall be made by convening physical meeting of the Board but not by way of written resolutions. The company secretary shall be an individual who, by virtue of his academic or professional qualifications or relevant experience is, in the opinion of the Hong Kong Stock Exchange, capable of discharging the functions of company secretary.

The Company may select its company secretary from and among the employees of the Company who should have day-to-day knowledge of the Company's business. It may also engage an external service provider as its company secretary, in which case it should designate a senior management to act as a contact point with such external service provider.

Article ~~154-127~~ The company secretary shall undergo no less than 15 hours of professional training in each financial year.

Article ~~155-128~~ All directors should have access to the advice and services of the company secretary to ensure that Board procedures, and all applicable law, rules and regulations, are observed.

CHAPTER ~~1310~~ GENERAL MANAGER

Article ~~156-129~~ The Company shall have a team of managers who, under the steering of the Board, implements the decisions of the Board and supervises the Company's daily business operation. A general-manager responsibility system shall be run within the team of managers.

The Company shall have one general manager and several deputy general managers to assist the general manager, and also have one chief financial officer who is responsible for the preparation of periodic audit reports, as well as corporate finance and other financial matters relating to the listing rules of the stock exchange where the shares of the Company are listed. The Company shall also have one financial controller who is responsible for daily accounting duties and reporting to the chief financial officer. The general manager, deputy general managers, chief financial officer and financial controller shall be appointed and dismissed by the Board.

Article ~~157-130~~ The term of office of the general manager shall be three years. The general manager shall be re-elected upon reappointment.

The general manager can submit his resignation prior to the expiry of his term of office. The procedure concerning the general manager's resignation shall be stipulated by the employment contract by and between the general manager and the Company. Should the general

manager fail to perform his duties for special reasons, one deputy general manager designated by the Board shall perform the duties of the general manager on his behalf.

A director may concurrently act as the general manager or deputy general manager, but the positions of chairman of the Board and general manager must be taken up by different persons.

Article ~~158-131~~ The Company's general manager shall be accountable to the Board and shall exercise the following functions and powers:

- (1) to lead the Company's production, operation and management, and report to the Board;
- (2) to organize and implement the Board's resolutions;
- (3) to organize the implementation of the Company's annual business plan and investment plan formulated by the Board;
- (4) to draft plans for the establishment of the Company's internal management structure;
- (5) to formulate the structure scheme for any branch(es) of the Company;
- (6) to draft the basic management system of the Company;
- (7) to formulate detailed rules and regulations of the Company;
- (8) to propose to the Board the appointment or dismissal of the Company's deputy general manager(s), chief financial officer and financial controller;
- (9) to appoint or dismiss other management officers other than those required to be appointed or dismissed by the Board;
- (10) to exercise other powers conferred upon by these Articles of Association or the Board.

Article ~~159-132~~ The Company's general manager shall attend the meetings of the Board. A non-director manager shall not have the right to vote at such meetings.

Article ~~160-133~~ The general manager shall formulate the detailed working rules of the general manager, and such working rules shall be submitted to the Board for approval.

The working rules of the general manager shall include the following:

- (1) conditions, procedures and the number of participants for convening meetings of the managers officers;
- (2) respective duties and division of work among the general manager and other senior management;

(3) the authority in using company funds and assets as well as the signing of significant contracts, together with the system of reporting to the Board and the board of supervisors;

(4) other matters deemed to be necessary by the Board.

~~Article 161~~ When exercising his functions and powers, the general manager of the company shall bear the duties of good faith and due diligence in accordance with law, administrative regulations and these Articles of Association.

Article 134 If a senior management officer breaches the laws, administrative regulations, departmental regulations or these Articles of Association when carrying out his/her corporate duties and causes loss to the Company, he/she shall be held responsible for damages.

Article 135 The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. The senior management officers of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and the public shareholders as a result of their failure to faithfully perform their duties or any breach of their duty of good faith.

CHAPTER 1411 BOARD OF SUPERVISORS

Section 1 Supervisors

~~Article 162~~ 136 The term of office of a supervisor shall be 3 years. Upon its expiry, the supervisor's term of office shall be renewable upon re-election and reappointment.

~~Article 163~~ 137 A director and a senior management officer cannot concurrently act as a supervisor.

~~Article 164~~ 138 When a supervisor's term of office expires while a new supervisor is not yet appointed, or when a supervisor resigns during his term of office, leading to the number of members in the board of supervisors falling below the quorum, and before the newly appointed supervisor takes up his appointment, the original supervisor shall continue to perform his duties according to the provisions of laws, administrative regulations and these Articles of Association.

~~Article 165~~ 139 A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete.

~~Article 166~~ 140 A supervisor may attend meetings of the Board. He can also question or make suggestions concerning proposed resolutions at the Board meeting.

Article ~~167-141~~ A supervisor may not make use of his or her connected relationship to harm the Company's interests. For any losses caused to the Company arising therefrom, he shall be liable to make indemnification.

Article ~~168-142~~ A supervisor shall bear the responsibility of loyalty and diligence to the Company, shall not take any bribe or other illegal proceeds by taking advantage of his/her position and shall not misappropriate any of the properties of the Company ~~faithfully perform his or her supervisory duties~~ in accordance with the provisions of laws, administrative regulations and these Articles of Association.

If a supervisor violates the provisions of laws, administrative regulations, departmental rules and regulations or these Articles of Association while performing the duties for the Company and causing losses to the Company, he shall be liable to make indemnification.

Section 2 Board of Supervisors

Article ~~169-143~~ The Company shall establish a board of supervisors.

Article ~~170-144~~ The board of supervisors shall be composed of three supervisors, one of whom shall be the chairman of the board of supervisors.

The appointment and dismissal of the chairman of the board of supervisors shall be passed by more than ~~half~~two-thirds of its members.

Article ~~171-145~~ The board of supervisors shall be composed of shareholder representative supervisors and employee representative supervisors. The shareholder representative supervisors shall be elected and dismissed by the general meeting, and the employee representative supervisors shall be no less than one-third of the members of the board of supervisors, and democratically elected and dismissed by the Company's employees.

Article ~~172-146~~ The board of supervisors shall be accountable to the general meeting and exercise the following functions and powers according to laws:

- (1) to examine the Company's financial standing;
- (2) to supervise the directors and senior management officers to ensure that they perform their duties to the Company not in violation of any laws, administrative regulations or these Articles of Association, and to put forward suggestions for dismissing any directors or senior management officers who are in violation of laws, administrative regulations, these Articles of Association or resolutions of the general meetings;
- (3) to demand rectification made by a director and any other senior management officers when the act of the foregoing persons damages the Company's interests;

(4) to verify the financial information such as the financial reports, business reports and profit distribution plans and others to be submitted by the Board to the general meetings and, should any queries arise, to entrust, in the name of the Company, certified public accountants and practicing auditors to conduct a review thereof;

(5) to propose to convene an extraordinary general meeting and to convene and preside over general meetings when the Board fails to perform such duties of convening and presiding over general meetings;

(6) to submit proposals to the general meetings;

(7) to propose to convene an extraordinary meeting of the Board;

(8) to represent the Company in negotiating with or in bringing legal action against the directors and senior management officers in accordance with the provisions of the Company Law;

(9) to conduct investigations upon discovery of abnormality in the business operation and engage professional firms such as accounting firms and law firms to assist its work where necessary. The cost shall be borne by the Company;

(10) any other functions and powers as stipulated by these Articles of Association.

Article ~~173-147~~ The meeting of the board of supervisors shall be held at least once every six months, which shall be convened and presided over by the chairman of the board of supervisors. A supervisor may propose to convene an extraordinary meeting of the board of supervisors.

Where the chairman of the board of supervisors is incapable of performing or fails to perform his duties, a supervisor elected by not less than half of the supervisors shall convene and preside over the meeting of the board of supervisors.

Article ~~174-148~~ The board of supervisors shall formulate the working rules for the board of supervisors in order to ensure the efficiency of work and scientific decision- making. The convening and voting procedures stipulated in the working rules of the board of supervisors (appended to these Articles) shall be drafted by the board of supervisors and approved by the general meeting.

Article ~~175-149~~ A meeting of the board of supervisors shall not be conducted unless it is attended by more than half of the supervisors. Voting at the meeting of board of supervisors shall be carried out by disclosed ballot and each supervisor shall have one vote. A supervisor shall attend meetings of the board of supervisors in person, or appoint in writing another supervisor to attend the meeting on his behalf during his absence with cause. The proxy form shall specify the extent of authorization.

Resolutions at the meeting of the board of supervisors shall be passed by more than ~~half~~two-thirds of the supervisors' votes.

Article ~~176-150~~ The discussed issues shall be recorded in the minutes of the meeting of the board of supervisors. Supervisors attending the meeting shall sign on the minutes of meetings.

Supervisors are entitled to request that an explanation of their comments made at the meetings be noted in the minutes. Minutes of meeting of the board of supervisors shall be maintained as company files for at least ten years.

Article ~~177-151~~ A notice of the regular meeting of board of supervisors to all supervisors shall be given in writing 10 days prior to the convening of such meeting. A notice of the extraordinary meeting of board of supervisors to all supervisors shall be given in writing 3 days prior to the convening of such meeting.

A notice to a board of supervisors meeting shall include the following contents:

- (1) date, venue, and duration of the meeting;
- (2) causes and issues of discussion;
- (3) date of issuance of notice.

Article ~~178-152~~ The Company shall bear the reasonable expenses incurred by supervisors in attending meetings of the board of supervisors. Such expenses may include costs for transportation to the venue of the meeting (if not the region where supervisors are stationed), meal and accommodation expenses, rental for the meeting venue and local transportation costs during the duration of the meeting.

The reasonable expenses incurred by the board of supervisors in the engagement of professionals such as lawyers, certified public accountants, practicing auditors, etc., to perform its functions and powers shall be borne by the Company.

CHAPTER ~~1512~~ QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Article ~~179-153~~ A person may not serve as a director, supervisor or senior management of the Company if any of the following occasions occur:

- (1) A person without capacity or with restricted capacity for civil acts;
- (2) A person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation;

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(3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise;

(4) A person who is a former legal representative of a company or enterprise which its business license revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed upon the revocation of the business license;

(5) A person who bears a relatively large amount of debts due and outstanding;

~~(6) A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law where said investigation or prosecution is not yet concluded;~~

~~(7)~~(6) A person who is prohibited from entering the securities market by the competent securities authority under the State Council and the aforesaid prohibition period has not yet expired;

~~(8) Anyone who may not serve as a head of the company pursuant to the provisions of the laws and administrative regulations, or rules and regulations of the competent authorities;~~

~~(9) Anyone judged by the competent authorities to be in violation of the provisions of the relevant securities laws, has been involved in fraud or dishonest acts where less than 5 years has elapsed since the date on which the judgment was made;~~

~~(10) Anyone who is not a natural person;~~

~~(H)~~(7) Other circumstances stipulated by laws, administrative regulations or departmental rules and regulations or rules of securities regulators and stock exchange(s) in the place(s) where the shares of the Company are listed.

The breach of the foregoing provisions regarding the election of directors and supervisors, or the appointment of the senior management shall render such election or appointment null and void. Should the occasion(s) set forth in the foregoing provisions occur during a tenure of a director, supervisor or member of the senior management, the Company shall relieve such person from his/her duties.

Article 154 Directors shall comply with the laws, administrative regulations and these Articles of Association and shall and have the following duty of loyalty to the Company:

(1) not to exploit his position to accept bribes or other illegal income or misappropriate the properties of the Company;

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(2) not to misappropriate Company funds;

(3) not to set up accounts in his own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;

(4) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' general meeting or the Board in contravention of the provisions of these Articles of Association;

(5) not to enter into contracts or carry out transactions with the Company in contravention of the provisions of these Articles of Association or without the consent of the shareholders' general meeting;

(6) not to, without the consent of the shareholders' general meeting, abuse his position to seize business opportunities for himself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself or for other persons;

(7) not to misappropriate commissions derived from transactions entered into by the Company;

(8) not to disclose confidential information of the Company without permission;

(9) not to abuse his connections with the Company to jeopardize the interests of the Company;

(10) other faithful obligations as required by the laws, administrative regulations, departmental rules and these Articles of Association.

Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.

Article 155 Directors shall comply with the laws, administrative regulations and these Articles of Association and shall be subject to the following diligence obligations to the Company:

(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, without exceeding the scope of business specified in the Company's business license;

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(2) to treat all shareholders impartially;

(3) to keep informed of the business operations and management of the Company;

(4) to sign the regular reports of the Company for confirmation, and to ensure the information disclosed by the Company is true, accurate and complete;

(5) to honestly provide the supervisory committee with relevant information, and not to interfere with the supervisory committee or supervisors in performing their duties and powers;

(6) to fulfill other due diligence obligations stipulated by laws, administrative regulations, rules of regulatory authorities and these Articles of Association.

Article 156 Requirements set out in Article 154 hereof with respect to the directors' duty of good faithfulness and the requirements set out in Article 155(4), (5) and (6) hereof with respect to the directors' diligence obligations shall also be applicable to the senior management personnel.

Article 157 A person holding other executive duties other than directorship and acting as Supervisor in any entity of the Company's controlling shareholders shall not hold the office of a senior management member of the Company. The senior management of the Company is paid only in the Company and is not paid on behalf of the controlling shareholder.

~~**Article 180** The validity of the acts of the directors, supervisors or senior management for representing the Company to bona fide third parties shall not be affected by any acts not in compliance, with respect to their appointment, election or qualifications.~~

~~**Article 181** In addition to the obligations imposed by laws, administrative regulations or listing rules of the stock exchange(s) in the place(s) where the shares of the Company are listed, the Company's directors, supervisors and senior management owe a duty to each Shareholder, in the exercise of the functions and powers conferred upon them by the Company:~~

~~(1) not cause the Company to exceed the business scope as stipulated in its business license;~~

~~(2) act honestly in the best interests of the Company;~~

~~(3) not expropriate the Company's property in any form, including (but not limited to) such opportunities advantageous to the Company;~~

~~(4) not deprive the shareholders of their individual rights or interests, including (but not limited to) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to general meeting for approval in accordance with these Articles of Association.~~

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~~**Article 182**—Each of the Company’s directors, supervisors and senior management owes a duty, in the exercise of his rights and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.~~

~~**Article 183**—The Company’s directors, supervisors, and senior management must, in the exercise of their functions and powers, abide by the principles of good aith and shall not place themselves in a position where their personal interests conflict with their obligations. This principle shall include (but not limited to) the performance of the following obligations:~~

~~(1) to act honestly in the best interests of the Company;~~

~~(2) to exercise functions and powers within the scope of their functions and powers and may not go beyond the scope of such powers;~~

~~(3) to personally exercise the discretion vested in him, not to allow himself to be manipulated by another person and, may not to delegate the exercise of his discretion to another party unless permitted by laws and administrative regulations or with the informed consent of the general meeting;~~

~~(4) to treat shareholders of the same class equally and to treat Shareholders of different classes fairly;~~

~~(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in these Articles of Association or with the informed consent of the general meeting;~~

~~(6) not to use the Company property for his own benefit in any way without the informed consent of the general meeting;~~

~~(7)not to exploit his position to accept bribes or other illegal income, nor misappropriate the Company’s funds or expropriate the Company’s property by any means, including (but not limited to) opportunities advantageous to the Company;~~

~~(8) not to accept commissions in connection with Company’s transactions without the informed consent of the general meeting;~~

~~(9) to abide by the Articles of Association, perform his duties faithfully, and protect the interests of the Company and not to exploit his position and power in the Company to advance his own private interests;~~

~~(10) not to make use of the convenience brought by his duties, nor seek for himself or others the business opportunities originally belonged to the Company, operate for himself or others business similar to the Company’s and compete with the Company in any way without the informed consent of the general meeting;~~

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~~(11) not to misappropriate Company funds or deposit the Company funds or assets in an account under his own or other's name;~~

~~(12) not to, violate the provisions of these Articles of Association, by lending funds to any other person or providing security for the Company's shareholders or other person with any properties of the Company, without the consent of the general meeting or the Board;~~

~~(13) not to damage the interests of the Company by using his associated relationship;~~

~~(14) not to disclose such confidential information which was related to the Company and was acquired by him or her during his or her office without the informed consent of the general meeting;~~

~~and not to use such information except for the purposes of the interests of the Company; however, such information may be disclosed to the court or other government authorities under any of the following circumstances:~~

- ~~1. there exist mandatory requirements;~~
- ~~2. it is subject to the requirement of the public interest; or~~
- ~~3. it is subject to the requirement of the interests of such directors, supervisors or senior management of the Company.~~

~~Gains generated by such personnel set forth in this Article in violation hereof this Article shall belong to the Company, and for any loss suffered by the Company as a result thereof, the personnel in violation hereof this Article shall be liable for making indemnification.~~

~~**Article 184** Directors, supervisors and the senior management of the Company may not cause the following persons or institutions (hereinafter referred to as the "**Connected Persons**") to do what such directors, supervisors and the senior management are prohibited from doing in their capacity:~~

~~(1) the spouse or minor child of such directors, supervisors and the senior management of the Company;~~

~~(2) the trustee of a director, supervisor or the senior management of the Company or of any person referred to in Item (1) of this Article;~~

~~(3) the partner of a director, supervisor or the senior management of the Company or of any person referred to in Items (1) and (2) of this Article;~~

~~(4) the company over which a director, supervisor or the senior management of the Company individually control, or jointly control with any person referred to in Items (1), (2) and~~

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~~(3) of this Article or any other director, supervisor or the senior management of the Company, has actual common control; and~~

~~(5) the director, supervisor or the senior management of such company being controlled as referred to in Item (4) of this Article.~~

~~**Article 185**—The fiduciary duties of the directors, supervisors and the senior management of the Company do not necessarily cease with the termination of their tenure while their obligation to treat such trade secrets of the Company confidential survives the termination of their tenure, until such secrets become publicly available. Other duties may continue for such period as fairness may require, depending on the time lapse between the termination of tenure and the occurrence of the event concerned, and the circumstances and conditions under which the relationship between them and the Company is terminated.~~

~~**Article 186**—Except for such circumstances provided in Article 60 of the Articles of Association, a director, supervisor and the senior management of the Company may be relieved from such liability for the violation of his/her specific duty by the informed consent of shareholders given at a general meeting.~~

~~**Article 187**—Where a director, supervisor and the senior management of the Company has significant relationship in any way, directly or indirectly, in an established or proposed contract, transaction or arrangement entered into by and with the Company, (other than the service contract entered into by and between a director, supervisor and the senior management of the Company and the Company), he/his shall disclose the nature and extent of his interests to the Board promptly whether or not such contract, transaction or arrangement is subject to the approval of the Board under normal circumstances.~~

~~A director shall not vote by a contract, transaction or arrangement in which he himself or any of his associates has significant interests, nor shall such director be included in the quorum for a meeting.~~

~~Unless the interested director, supervisor or senior management of the Company has disclosed such interest to the Board as required under the first paragraph of this Article and the matter has been approved by the Board at a meeting where he was not counted in the quorum and had refrained from voting, the Company shall have the right to revoke 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.~~

~~A director, supervisor or senior management of the Company shall be deemed to have some interest in a certain contract, transaction or arrangement in which a Connected Person of such director, supervisor or senior management has some interest.~~

~~**Article 188**—In the event that a director, supervisor or senior management of the Company gives a written notice to the Board before the Company considers to establish the contract,~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~transaction or arrangement for the first time, stating that due to the contents of the notice, such director, supervisor or senior management of the Company has an interest in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor or senior management shall be deemed, for the purposes of the preceding Articles of this Chapter, to have declared his/her interest, insofar as attributable to the scope stated in the notice.~~

~~**Article 189**—The Company may not, in any manner, pay tax for or on behalf of its directors, supervisors or senior management.~~

~~**Article 190**—The Company may not directly or indirectly provide a loan or loan security for a director, supervisor or senior management of the Company and of the Company's parent company, or Connected Persons of the foregoing persons.~~

~~The provisions of the preceding paragraph shall not apply to the following circumstances:~~

~~(1) the Company provides a loan to its subsidiary or the Company provides a loan security for its subsidiary;~~

~~(2) the Company provides a loan, loan security or other funds to a director, supervisor or senior management of the Company pursuant to an appointment contract approved by the general meeting, so as to enable such director, supervisor or senior management of the Company to pay the expenses incurred for the purposes of the Company or for performing his/her duties of the Company; and~~

~~(3) In the event that the normal business scope of the Company includes provision of loans and loan security, the Company can provide loans and loan security to a relevant director, supervisor or senior management of the Company or to a Connected Person thereof, and provided that the conditions for the provision of loans and loan security shall be normal business conditions.~~

~~**Article 191**—As for such loan provided by the Company in violation of the preceding Article, the recipient of such loan shall immediately repay such loan regardless of the terms of the loan.~~

~~**Article 192**—As for such loan guarantee provided by the Company in breach of paragraph 1 of Article 190, no enforcement shall be imposed upon the Company, except for the following conditions:~~

~~(1) when the loan is provided to a Connected Person of a director, supervisor or senior management of the Company or its parent company, the loan provider is not aware of the circumstance;~~

~~(2) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.~~

~~**Article 193**—For the purposes of the preceding Articles of this Chapter, the term “security” shall include an act whereby a guarantor assumes its liability or provides property to guarantee in order to secure the performance of obligations by an obligator.~~

~~**Article 194**—When a director, supervisor and senior management of the Company is in breach of his/her duties to the Company, the Company shall have the right to adopt the following measures in addition to various rights and remedies as provided in laws and administrative regulations:~~

~~(1) to demand 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;~~

~~(2) to revoke any contract or transaction concluded by the Company with the relevant director, supervisor or senior management or contracts with a third party (where such third party is aware of or should be aware of that the director, supervisor or senior management representing the Company is in breach of his/her obligations to the Company);~~

~~(3) to demand the relevant director, supervisor or senior management to surrender the gains derived from the breach of his obligations;~~

~~(4) to recover any funds which are received by the relevant director, supervisor or senior management and shall have been collected for the Company, including (but not limited to) commissions;~~

~~(5) to demand the relevant director, supervisor or senior management to return the interest earned or possibly earned on the funds that shall have been given to the Company; and~~

~~(6) to take legal proceedings to obtain the judgment that such director, supervisor or senior management should return to the Company the property obtained resulting from his/her breach of obligations.~~

~~**Article 195**—The Company may enter into a contract in writing with the directors and supervisors of the Company concerning his/her emoluments in accordance with the remuneration system for directors and supervisors as approved by the general meeting. The foregoing emoluments shall include:~~

~~(1) emoluments in respect of his/her service as a director, supervisor or senior management of the Company;~~

~~(2) emoluments in respect of his/her service as a director, supervisor or senior management of a subsidiary of the Company;~~

~~(3) emoluments in connection with the provision of other service for the management of the Company and its subsidiary; and~~

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~(4) funds received by such directors or supervisors as compensation for their loss of office or for their retirement.~~

~~A director or supervisor may not sue the Company for such benefits due to him on the grounds of the foregoing matters, except for under such contract as mentioned above.~~

~~In addition, the Company may enter into a contract in writing with each director, supervisor and senior management and such contract shall at least include, inter alia, the following provisions:~~

~~(1) The directors, supervisors or senior management of the Company shall undertake that he/she shall observe and comply with the Company Law, the Special Provisions, these Articles of Association, the Codes on Takeovers and Mergers in Hong Kong, the Codes on Share Repurchase in Hong Kong, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in these Articles of Association and that neither the contract nor his office may be transferred;~~

~~(2) The directors, supervisors or senior management of the Company shall undertake that he/she shall observe and perform his/her duties to the shareholders as stipulated in these Articles of Association; and~~

~~(3) The arbitration clause shall be provided for in Article 244 hereof.~~

~~**Article 196** The contract regarding emoluments entered into by and between the Company and its directors and supervisors may provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for loss of their office or for their retirement.~~

~~For the purposes of the preceding paragraph, the term "a takeover of the Company" shall refer to any of the following occasions:~~

~~(1) anyone makes a tender offer to all the shareholders;~~

~~(2) anyone making a tender offer aims at that the offeror becomes a controlling shareholder which has the same definition as that provided herein.~~

~~If the relevant director or supervisor fails to comply with this Article, any fund received by him/her shall belong to those persons that have sold their shares as a result of their acceptance of foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director and supervisor and may not be paid out of such fund.~~

~~**Article 197-158** The Company may establish a liability insurance system as required for directors, supervisors and senior management in order to reduce the risks which may arise from the performance of duties by such personnel in normal manner.~~

CHAPTER ~~161~~163 FINANCIAL ACCOUNTING SYSTEM
AND DISTRIBUTION OF PROFITS

Article ~~198-159~~ The Company shall formulate its own financial and accounting systems in accordance with the provisions of laws, administrative regulations and accounting standards of China developed by the competent department in charge of finance under the State Council.

Article ~~199-160~~ The Company shall adopt the calendar year as its fiscal year which shall begin from 1 January and end on 31 December of the Gregorian calendar per annum.

The Company shall prepare financial reports at the end of each fiscal year, and such reports shall be examined and verified according to laws.

Article ~~200-161~~ At each annual general meeting, the Board shall submit to the shareholders such financial reports prepared by the Company pursuant to the relevant laws, administrative regulations and such regulatory documents promulgated by the local governments and the competent authorities. The annual general meeting for a particular year shall be held within no more than six months from the settlement date to which the annual accounts for that year is made up.

Article ~~201~~ ~~The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein this Chapter.~~

~~The financial reports mentioned in the preceding paragraph shall include the report of the Board, together with the balance sheet (including each document required to be attached thereto in accordance with the laws and administrative regulations of the PRC or others), profit and loss account or income and expenditure statement, or (to the extent that it is not in violation of the relevant PRC laws) the summary of financial reports approved by Hong Kong Stock Exchange.~~

~~At least 21 days before the annual general meeting is convened, and in any event no more than four months from the end of the relevant year, the Company shall deliver the foregoing reports to each holder of overseas-listed foreign shares by postage-paid mail or other means (including through posting at the Company website or other websites as designated by the relevant stock exchange or sent by electronic means) permitted by the laws and regulations or listing rules of the stock exchange(s) in the place(s) in which the shares are listed, at the recipient's address as registered in the shareholders register.~~

~~The Company shall also send interim financial reports to each holder of overseas-listed foreign shares for the first six months of each fiscal year. The time of delivery shall be three months upon the completion of such six-month period.~~

Article ~~202-162~~ The financial statements of the Company may be prepared not only in accordance with the PRC accounting standards, laws and regulations but also in accordance with

the international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed. If the financial statements prepared in accordance with such two sets of accounting standards differ significantly, such differences shall be stated in notes appended to such financial statements. For the purpose of the Company's distribution of after-tax profits in a given fiscal year, the amount, whichever is less, of after-tax profits shown in the said two foregoing financial statements shall prevail.

Article 203-163 Interim results or financial information published or disclosed by the Company may be prepared either in accordance with the PRC accounting standards, laws and regulations or the international standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed.

Article 204-164 The Company shall publish two financial reports in each fiscal year, that is an interim financial report within 60 days upon the completion of the first six months of the fiscal year and an annual financial report within 120 days upon the completion of the fiscal year.

The Company must publish its financial results twice for each fiscal year, that is an announcement regarding interim results within two months upon the completion of the first six months of the fiscal year and an announcement regarding annual results within three months upon the completion of the fiscal year.

Article 205-165 The Company may not maintain any account books other than statutory account books. Assets of the Company shall not be held in any accounts opened under the names of any individuals.

~~**Article 206** — The common capital reserve shall include the following funds:~~

- ~~(1) the premiums obtained from the issue of shares in excess of the par;~~
- ~~(2) such other revenue required to be included in the capital common reserve by the State Council's competent department in charge of finance.~~

Article 207-166 Where a company distributes its after-tax profits of the current year, it shall allocate 10% of the profits as the Company's statutory common reserve. The Company may make no more allocation should the accumulative balance of the Company's statutory common reserve account for more than 50% of the Company's registered capital.

Should the accumulative balance of the Company's statutory common reserve be insufficient to make up for the losses of the Company of the previous year, the current year's profits shall first be used for making up such losses before the statutory common reserve is allocated according to the provisions of the preceding paragraph.

After the Company has allocated the statutory common reserve from the after-tax profits, it may allocate a discretionary common reserve from the after-tax profits, upon a resolution being made by the general meeting.

After the Company has made up for the losses and has allocated statutory common reserve, it shall distribute the remaining profits to the shareholders based on their shareholding ratios, except for distribution made not based on the shareholding ratios as provided herein these Articles of Association.

Should the general meeting distribute the profits to the shareholders before the losses has been made up and the statutory common reserves has been allocated, in violation of the provisions of the preceding paragraph, the profits thus distributed in violation of such provisions must be returned to the Company.

No profit shall be distributed in respect of the shares of the Company being held by the Company.

Article ~~208~~-167 The reserve of the Company is used to make up for the Company's losses, expand the production operation of the Company or increase the Company's capital. However, capital reserve shall not be used to make up for the Company's losses.

When statutory common reserve is converted into capital, the remaining balance of such reserve shall not be less than 25% of the registered capital of the Company before the conversion.

Article ~~209~~-168 The Company may adopt one of the following forms (or in more than two forms simultaneously) in distributing dividends:

(1) cash;

(2) share;

(3) other methods permitted by laws, administrative regulations, departmental rules and regulation, and the regulatory rules of the place(s) of listing.

The Company shall pay cash dividends and other payments in RMB to domestic shareholders. Such payments made by the Company to holders of foreign shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. Such Hong Kong dollars required for the Company's payment of cash dividends and other payments to the holders of

foreign shares shall be handled pursuant to the relevant provisions of the State administration of foreign exchange.

The Board shall be authorized by way of an ordinary resolution passed by the general meeting to implement the dividend distribution of the Company.

Article 210—169 Any amount paid up in advance of calls on any share of the Company may carry interest but shall not entitle the holders of the share to participate in a dividend subsequently declared in respect thereof such prepaid amount for said share(s).

Article 211—170 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of overseas-listed foreign shares.

The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing.

~~The receiving agent appointed by the Company for holders of overseas-listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong.~~

Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.

~~The Company has the right to cease delivering such dividend warrants by post to holders of overseas-listed foreign shares, provided that such power shall not be exercised until and such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised by the Company should such warrant be undelivered and returned for the first attempt of delivery.~~

~~In the event of exercising the right to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms, without any reasonable doubts, that the original warrants have been destroyed.~~

~~The Company has the right to sell the shares of a holder of the overseas-listed foreign shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions:~~

~~(1) during a period of twelve years, there have been at least three distribution of such dividends in respect of the shares in question and no dividend during that period has been claimed;~~

~~(2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one or more newspaper in the place where the Company is listed and shall notify the stock exchange(s) of such listing of such shares of such intention.~~

~~Article 212-171~~ After the general meeting of the Company has resolved on the plan to allocate profits, or after the Board has formulated a specific plan according to the interim dividend conditions and caps for the next year reviewed and approved at the annual general meeting, the Board shall complete the distribution of dividends (or dividend shares) shall be completed within 2 months after the meeting is convened.

~~Article 213-172~~ The Company will give full consideration to the interests of shareholders and shall implement reasonable profit distribution policy according to the business situation and market environment. The Company's profit distribution policy shall maintain its continuity and stability to the greatest extent, and give priority to cash dividends according to the specific profit sharing ratio which is to be passed by a resolution by the general meeting pursuant to laws.

CHAPTER 1714 APPOINTMENT OF AN ACCOUNTING FIRM

~~Article 214-173~~ The Company shall engage an independent accounting firm that complies with the relevant provisions of the State to audit the annual reports and other financial reports of the Company.

~~The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting. The appointment period of such accounting firm shall end upon the conclusion of the first annual general meeting.~~

~~Should the Company's inaugural meeting fail to exercise its functions and power under the preceding paragraph, the Board shall exercise such functions and power.~~

~~Article 215-174~~ The term of engagement of an accounting firm engaged by the Company shall commence from the conclusion of the current annual general meeting to and until the conclusion of the next annual general meeting.

~~Article 175~~ The Company guarantees to provide the accounting firm it engages with true and complete accounting vouchers, books of account, financial and accounting reports, and other accounting materials, and shall not refuse, conceal, or falsely report.

~~Article 216~~ An accounting firm engaged by the Company shall be entitled to the following rights:

~~(1) the right of access, at any time, to the account books, records or vouchers of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanation;~~

~~(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties;~~

~~(3) the right to attend general meetings, receive a notice or other information concerning any meetings which all shareholders have a right to receive, and to be heard at any general meetings on any matter which is related to it as the accounting firm of the Company.~~

~~**Article 217** If the position of accounting firm becomes vacant, the Board may appoint an accounting firm to fill such vacancy before a general meeting is convened. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.~~

~~**Article 218-176** Save as otherwise is provided for in these Articles of Association under Article 217, the appointment, dismissal or no re-appointment of the accounting firm by the Company must be determined by the general meeting. The Board may not appoint an accounting firm before it is approved by the general meeting.~~

~~Notwithstanding anything in the contract between the accounting firm and the Company, the general meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of appointment. Such accounting firm's right to claim damages from the Company in respect of such dismissal shall not be affected thereby.~~

~~**Article 219-177** The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.~~

~~**Article 220** The appointment, dismissal or no re-appointment of an accounting firm by the Company shall be decided upon by the general meeting and reported to the securities regulatory authorities under the State Council for the filing and record.~~

~~Where it is intended to pass a resolution at a general meeting to appoint an accounting firm which is not holding a currency position to fill any vacancy of the position of the accounting firm, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions:~~

~~(1) Before dispatch of the general meeting notice, the proposal on the appointment or dismissal is delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leaving office shall include the dismissal, resignation and retirement for an accounting firm.~~

~~(2) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures:~~

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~~1. Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement; and~~

~~2. Copies of such a statement as the annex to the notice shall be sent to shareholders in such manner set forth in these Articles of Association.~~

~~(3) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.~~

~~(4) The accounting firm to leave office is entitled to attend the following meetings:~~

~~1. the general meeting at which its term of office shall expire;~~

~~2. the general meeting at which the corresponding vacancy caused by its dismissal shall be filled; and~~

~~3. the general meeting convened for the resignation that it takes initiative to render.~~

~~The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to speak at the foregoing meetings regarding such matters related to it as the former accounting firm of the Company.~~

Article 221-178 ~~Where the Company dismisses or no longer reappoint an accounting firm, it shall notify the accounting firm in advance. The accounting firm is entitled to present its views to the general meeting. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any irregularities in the Company.~~

~~(1) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements:~~

~~1. in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or~~

~~2. any other such occasions that shall be presented.~~

~~(2) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains such statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of such statements at the company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable~~

~~laws, regulations and listing rules, the Company shall post such information at the company website or such site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.~~

~~(3) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.~~

CHAPTER ~~18~~15 MERGER, DIVISION, DISSOLUTION AND LIQUIDATION

Section 1 Merger and Division

~~**Article 222** The merger or division of the Company shall require the proposal put forward by the Board. After such proposal has been passed in accordance with the procedures specified in the Articles of Association of the Company, the relevant examination and approval procedures regarding such proposal shall be carried out according to laws. Shareholders that object to such proposal on the merger or division of the Company shall have the right to require the Company or shareholders who are in favor of such proposal on merger or division to purchase their shares at a fair price. The contents of such resolutions approving the merger or division of the Company shall be compiled into a special document for inspection by shareholders.~~

~~For holders of overseas-listed foreign shares, the foregoing documents shall be served by post or in a manner permitted by the relevant laws, regulations or listing rules of the stock exchange(s) of the place(s) where the shares of the Company are listed.~~

~~**Article 223-179** The merger of a company may be effected by way of a merger or a new consolidation.~~

~~As for a merger, both parties to the merger shall enter into an agreement of merger with each other and prepare the balance sheets and checklists of properties. The companies involved shall notify the creditors according to the Company Law, and shall make a public announcement on newspaper recognized by the stock exchange of the place(s) where the Company's shares are listed, and shall clear off its debts or provide corresponding guarantees as the creditors request so.~~

~~In the case of a merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company upon the merger.~~

~~**Article 224-180** As for the division of a company, the properties thereof shall be divided accordingly.~~

~~As for the division of a company, the balance sheets and checklists of properties of the Company shall be prepared. The companies involved shall notify the creditors according to the~~

provisions of the Company Law, and make a public announcement on newspaper recognized by the exchange of the place(s) where the Company's shares are listed.

Debts owed by the Company prior to the division shall be jointly assumed by the existing companies upon the division, save as otherwise agreed by written agreement with the Company and the creditors prior to the division.

Article 225-181 ~~Where any of the registered items is changed due to a merger or division of a company, the Company shall process the changes of registration with the company registration authority. Should the Company be dissolved, it shall be de-registered according to laws. If a new company is established, it shall go through the registration for company establishment according to laws.~~

Section 2 Dissolution and Liquidation

Article 226-182 ~~The Company shall be dissolved for any of the following reasons and liquidated pursuant to laws should the Company be under any of the following circumstances:~~

(1) Any of the causes for dissolution as stipulated in these Articles of Association is present;

(2) The general meeting resolves to dissolve it;

(3) It is necessary to be dissolved due to merger or division of the Company;

~~(4) The Company is declared bankrupt according to laws for being unable to pay its due debts;~~

~~(45) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or~~

~~(56) In the event that the Company has encountered serious difficulties in operation and management and that the interests of the shareholders of the Company are caused to suffer from substantial loss due to the continuing existence of the Company while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's court to dissolve the Company pursuant to laws.~~

Article 183 Upon the occurrence of the situation mentioned in Item (1) of Article 182, the Company may continue to exist by amending these Articles of Association.

The amendment of these Articles of Association pursuant to the preceding paragraph shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.

Article ~~227-184~~ Where the Company is dissolved according to the provisions of Article ~~226-182~~ (1), (2), (4), or (5) ~~or~~ (6) of these Articles of Association, a liquidation team shall be formed within 15 days of the occurrence of the causes of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or any other people as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people's court to designate relevant persons to form a liquidation team to carry out liquidation.

~~Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles of Association, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation team to carry out liquidation.~~

Article ~~228~~ ~~If the Board decides that the Company shall be liquidated (except for such liquidation as a result of the Company's declared 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 is of the opinion that the Company can pay off its debts in full within 12 months after the liquidation has commenced.~~

~~The functions and powers of the Board shall terminate immediately after the general meeting has passed the resolution regarding the carrying out of liquidation.~~

~~The liquidation team shall take instructions from the general meeting and shall report to the general meeting on the liquidation team's income and expenditure, the business of the Company and the progress of the liquidation at least once per year. It shall make a final report to the general meeting upon the completion of such liquidation.~~

Article ~~229-185~~ The liquidation team shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make a public announcement on newspaper recognized by the stock exchange(s) where the shares of the Company is/are listed. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation team.

Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights, and shall provide the evidencing materials. The liquidation team shall register the creditors' rights.

The liquidation team may not clear off any of the debts of any creditors during the period of filing creditors' rights.

Article ~~230-186~~ The liquidation team shall exercise the following functions and power during the period of liquidation:

(1) liquidating the properties of the Company, and preparing the balance sheets and asset checklists separately;

- (2) informing creditors by a notice or public announcement;
- (3) disposing of and liquidating the unfinished businesses of the Company;
- (4) clearing off the outstanding taxes and the taxes incurred from the process of liquidation;
- (5) clearing off credits and debts;
- (6) disposing of the residual properties after settling such debt; and
- (7) participating in the civil litigation on behalf of the Company.

Article 231-187 After the liquidation team has liquidated the properties of the Company and has prepared the balance sheets and checklists of properties, it shall prepare a plan of liquidation, and report it to the general meeting or the people's court for confirmation.

The remaining assets that result from paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed according to the ratios of shareholding of the shareholders.

During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not for purposes of carrying out liquidation. Before the settlement of repayments as provided in the preceding article has been made, the Company's properties shall not be distributed to shareholders.

Article 232-188 ~~In the event that the Company is liquidated due to dissolution, and should~~ Should the liquidation team find that the properties of the Company is insufficient for clearing off the debts after liquidating the properties of the Company and preparing the balance sheets and checklists of properties, it shall immediately apply to the people's court to declare the Company's bankruptcy pursuant to laws.

Once the people's court declares the bankruptcy of the Company, the liquidation team shall hand over the liquidation matters to the people's court.

Article 233-189 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, ~~a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall~~ and submit the same to the general meeting or the people's court for confirmation and. ~~And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents to the company registration authority to apply for the company de-registration, and to announce that the Company is terminated.~~

Article 234–190 The members of the liquidation team shall devote themselves to their duties and fulfill their obligations of liquidation according to laws.

None of the members of the liquidation team may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the properties of the Company.

Where any members of the liquidation team cause any loss to the Company or any creditor with intention or due to gross negligence, he/she shall be liable to make indemnification.

Article 191 Liquidation of a company which is declared bankrupt according to laws shall be processed in accordance with the laws on corporate bankruptcy.

CHAPTER 1916 AMENDMENT TO ARTICLES OF ASSOCIATION

Article 235–192 The Company may amend these Articles of Association in accordance with the provisions of laws, administrative regulations and these Articles of Association.

Article 236–193 Under any one of the following circumstances, the Company shall amend its Articles of Association:

(1) After amendment has been made to the Company Law or the relevant laws or administrative regulations, the contents of the Articles of Association shall conflict with the amended laws or administrative regulations;

(2) The changes that the Company have undergone are not in consistence with the records made in the Articles of Association; ~~or~~

(3) The general meeting decides that the Article of Association should be amended.

Article 237–194 Amendment to the Articles of Association passed by resolutions at the general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval. Should the registration of the Company be involved, the change to such registration shall be handled according to laws.

Article 238–195 The Board shall amend these Articles of Association according to the resolutions of the general meeting and the opinions of the relevant competent authority.

Notwithstanding the foregoing paragraph, in the following circumstances, the general meeting may pass a resolution to authorize the Board to amend these Articles of Association in line with the following principles:

(1) Where as a result of the implementation of the general meeting's resolution, there is the need to make necessary non-substantive modifications (as required in accordance with the resolutions of the general meeting which involve amendments to, among others, the registered

capital amount, the number of shares and the name and address of the Company in the Articles of Association), the Board shall have the right to modify these Articles of Association according to specific circumstances;

(2) In the event that changes in the text or the order of the articles are necessary for filing the Articles of Association approved by the general meeting with the competent authority the Board is entitled to amend these Articles of Association in accordance with the requirements of the competent authority.

Article ~~239~~–196 Any amendment to these Articles of Association that involves information to be disclosed as required by the law, regulations or the listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, shall be publicly announced as required.

CHAPTER ~~2017~~ NOTICE

Article ~~240~~–197 Notices of the Company may be served through means as follows:

(1) delivery by hand;

(2) by post;

(3) by fax or email;

(4) subject to the law, regulations and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, post at the Company's website or such website designated by the relevant stock exchange;

(5) by public announcement;

(6) other means as prescribed between the Company and the recipient or as confirmed means upon notice;–~~or~~

(7) other means approved by the relevant regulatory agency of the place(s) in which the shares of the Company are listed or as set out in these Articles of Association.

Where the Company issues a notice by public announcement, all relevant personnel shall be deemed to have received such notice once the public announcement has been made.

Unless otherwise required by these Articles of Association, if the notices to the holders of overseas-listed foreign shares are issued by way of announcement, any ready-to-publish electronic copy of such notices shall be submitted through HKEx-EPS to the HK Stock Exchange for publication on its website on the same day in accordance with the Listing Rules. The announcement shall meanwhile be published on the Company's website. ~~In addition, it shall~~

~~be served on each of the holders of the overseas-listed foreign shares by hand or by prepaid mail to their addresses as shown in the register of shareholders.~~

Unless the context otherwise requires, “announcement” referred to in these Articles of Association shall refer to if issued to domestic shareholders or within the PRC as required under relevant regulations and these Articles of Association, the announcement published in such Chinese newspapers as specified by the PRC laws and regulations or the securities regulatory agency under the State Council; and if issued to holders of H shares or in Hong Kong as required under the relevant provisions or these Articles of Association, the announcement being published in such Hong Kong newspapers as specified in relevant listing rules. ~~All notices or other documents required under Chapter 13 of the Listing Rules to be sent by the Company to the Hong Kong Stock Exchange shall be in English language, or accompanied by a certified English translation.~~

Under the premise of the Company’s compliance with the relevant listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, regarding the provision and/or distribution by the Company of corporate communications to holders of the overseas-listed foreign shares in accordance with requirements of such listing rules, the Company may also electronically or at the company’s website or the website of the stock exchange(s) of the place(s) in which the shares of the Company are listed post such information so as to transmit or provide the same to such holders, in lieu of such delivery by hand or postage prepaid mail.

Article ~~241-198~~ Unless otherwise provided in these Articles of Association, all means of service of notice as set out in the preceding Article may also be applicable to notices for general meeting, meetings of Board or the board of supervisors.

Article ~~242-199~~ If the notice is served by hand, the date of service is the date of acknowledgment of receipt by signature (or affixed seal) on the service return slip. If the notice is sent by post, the date of service is the fifth working day from the date of delivery at the post office. If the notice is made via facsimile, e-mail or website, the date of service is the date of transmission. If the notice is made by public announcement, the date of service is the date of the first publication of the public announcement.

Article ~~243-200~~ Where relevant corporate documents must be in English accompanied by a Chinese version and be served through delivery, post, distribution, sending out, announcement or other means according to the requirements of the listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, in respect of shareholders who under proper arrangements by the Company confirm to receive such information only in English or Chinese version as well as to the extent of the applicable laws and regulations, the Company may send such documents in the English or Chinese version to relevant shareholders as they so wish.

CHAPTER 21 — SETTLEMENT OF DISPUTES

~~Article 244~~ The Company shall comply with the following rules in settling disputes:

~~(1) Whenever any disputes or claims arise from any rights or obligations as provided in these Articles of Association, the Company Law and other relevant laws and administrative regulations between a holder of overseas-listed foreign shares and the Company, between a holder of overseas-listed foreign shares and a director or supervisor or the general manager or other senior management of the Company, and between a holder of overseas-listed foreign shares and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration.~~

~~Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, directors, supervisors, general manager or other senior management of the Company or the Company, shall submit to arbitration.~~

~~Disputes over who is a shareholder and over the share register do not have to be resolved through arbitration.~~

~~(2) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration.~~

~~If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre.~~

~~(3) The laws of the PRC shall govern the arbitration of disputes or claims described in Item (1) above, unless otherwise provided by the law or administrative regulations.~~

~~(4) The award of the arbitral body is final and shall be binding on the parties thereto.~~

CHAPTER ~~22~~18 SUPPLEMENTARY ARTICLES

Article ~~245-201~~ Definition

(1) In these Articles of Association, “acting in concert” means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

achieving the purpose of controlling the Company or consolidating such control through takeover of the Company's voting rights by any one of them;

(2) A “controlling shareholder” means the shareholder whose ordinary shares (including the preferred shares with restored voting rights) account for more than fifty percent of the total share capital of the Company; and the shareholder who holds less than fifty percent of the shares, but whose voting rights are sufficient to have a significant impact on the resolution of the shareholders’ general meeting according to the shares he holds.

(3) A “de facto controller” means a person who, though not a shareholder, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company;

~~(3)~~(4) “Associated relationship” is the relationship between the controlling shareholder, de facto controller, directors, supervisors or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having associated relationships among themselves only because they are owned by the State.

Article ~~246~~–~~202~~ In these Articles of Association, the terms “not less than”, “within”, “not more than” and “previous” shall include the given figure, and the terms “more than half”, “under”, “beyond”, “exceeding”, “below”, “less than”, “not more than” and “more than” shall not include the given figure.

Article ~~247~~–~~203~~ The term “accounting firm” as used in these Articles of Association shall have the same meaning as “auditor”.

Article ~~248~~–~~204~~ These Articles of Association are in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at the competent administration for industry and commerce shall prevail.

Article ~~249~~–~~205~~ In case of any contradiction of these Articles of Association with any laws, administrative regulations, other relevant normative documents and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, those laws, administrative regulations, other relevant normative documents and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed shall prevail.

Article ~~250~~–~~206~~ The Board shall be responsible for the interpretation of these Articles of Association.

GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.

RULES OF PROCEDURES OF THE GENERAL MEETINGS

~~(Applicable upon Issuance of H Shares)~~

~~(Approved at the 2016 First Extraordinary General Meeting on 22 June 2016)~~

~~(Approved at the 2023 Annual General Meeting, H Shareholders' Class Meeting and Domestic Shareholders' Class Meeting of the Company on 26 June 2024)~~

GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.
RULES OF PROCEDURES OF THE GENERAL MEETINGS

CHAPTER 1 GENERAL

Article 1 To safeguard the legitimate rights and interests of Shareholders, to further define the scope of duties and powers of the general meeting of Guangdong Kanghua Healthcare Group Co., Ltd. (the “**Company**”), and to regulate its organization and acts, thereby to ensure its duties are duly performed in the general meeting according to laws with high efficiency, these Rules of Procedures are formulated pursuant to relevant laws and regulations including the Company Law of PRC (the “**Company Law**”), ~~the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,~~ and the Guidelines for Articles of Association of Listed Companies and relevant rules under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of Guangdong Kanghua Healthcare Group Co., Ltd. (the “**Articles of Association**”).

Article 2 These Rules of Procedure shall apply to the general meeting of the Company and shall be binding on the Company, the shareholders, the shareholders’ proxies attending the general meeting, the directors and supervisors of the Company and other relevant persons attending the general meeting.

CHAPTER 2 GENERAL MEETING REGIME

Article 3 The general meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding financial year.

~~The Company shall convene a class meeting in the event of any of the circumstances specified in the Articles of Association. Shareholders who hold different classes of shares shall be shareholders of different classes. In addition to the holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed to be different classes of shareholders.~~

Article 4 Extraordinary general meetings are held from time to time. The Company shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:

- (I) The number of directors is less than the number as stipulated in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;
- (II) The losses of the Company that have not been made up reach one-third of the total share capital;

- (III) Shareholders who individually or collectively hold more than 10% of the shares of the Company require to convene an extraordinary general meeting in written form;
- (IV) Whenever the Board considers necessary;
- (V) When the board of supervisors proposes to convene a meeting;
- (VI) Other circumstances prescribed by the laws, administrative regulations, departmental regulations or the Articles of Association.

Article 5 The venue of convening a general meeting of the Company shall be the domicile of the Company or other specific location notified by the convener of the general meeting.

A general meeting shall usually be in the form of physical meeting to be held on-site. However, so far as permitted by the securities regulatory authority, such meeting may also be held in such other manners as shall be recognized or required by the securities regulatory authority. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.

CHAPTER 3 FUNCTIONS AND POWERS OF GENERAL MEETING

Article 6 The general meeting shall exercise the following functions and powers:

- (I) Decide the operational policy and investment plan of the Company;
- (II) Elect and replace directors and supervisors who are not staff representatives. Make decisions on matters in relation to the remuneration of the relevant directors and supervisors;
- (III) Review and approve the reports of the Board;
- (IV) Review and approve the reports of the board of supervisors;
- (V) Review and approve the annual financial budgets and final accounting of the Company;
- (VI) Review and approve the profit distribution plan and loss compensation plan of the Company;
- (VII) Pass resolutions on increasing or reducing the registered capital of the Company;
- (VIII) Pass resolutions on merger, division, winding up, liquidation or changing the form of the Company;

- (IX) Pass resolutions on the issuance of corporate bonds or other securities and listing plan;
- (X) Pass resolutions on the appointment, reappointment or dismissal of accounting firms by the Company;
- (XI) Amend the Articles of Association;
- (XII) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article 7 of these Rules of Procedures;
- (XIII) Review purchases and sales of significant assets within a year exceeding 30% of the latest audited total assets of the Company;
- (XIV) Review and approve the changes of use of proceeds;
- (XV) Review share incentive plans and employee stock ownership plans;
- (XVI) Review proposals of the shareholders who represent 3% or more of the Company's voting shares;
- (XVII) Review other matters to be resolved at the general meeting as required by the law, administrative regulations, department regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed or as prescribed by the Articles of Association.

Article 7 The following external guarantees of the Company shall be reviewed and passed at the general meeting:

- (I) Any guarantee (excluding guarantee to controlling subsidiary) in addition to the aggregate of external guarantees provided by the Company and its holding subsidiary with a total amount equal to or more than ~~50~~30% of the Company's latest audited total assets ~~net assets~~;
- (II) Any guarantee in addition to the aggregate of external guarantees provided by the Company with a total amount equal to or more than ~~30~~% of the Company's latest audited ~~total assets~~;
- ~~(III) To provide guarantee to entities with more than 70% debt asset ratio;~~
- ~~(IV) A single guarantee whose amount exceeds 10% of the latest audited net assets;~~
- ~~(V) To provide guarantee for shareholders, de facto controller and their connected parties;~~

(VIII) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company's shares are listed and the Articles of Association.

Article 8 Matters that are required to be decided at the general meeting as stipulated by laws and regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and the Articles of Association, shall be considered and resolved at the general meeting so as to safeguard the decision-making powers of the Company's shareholders on such matters. In addition to the foregoing, the general meeting may authorize the Board to make decisions within the terms of reference of the general meeting where necessary and reasonable.

An authorization to the Board by the general meeting shall be passed by a majority of the votes held by the shareholders (including shareholders' proxies) present at the general meeting if the matter authorized is an ordinary resolution, or by more than two-thirds of the votes held by the shareholders (including shareholders' proxies) present at the general meeting if the matter is a special resolution. The content of the authorization shall be clear and specific.

CHAPTER 4 PROPOSING AND CONVENING OF GENERAL MEETING

Article 9 ~~Two of~~ Independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. If the Board does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement accordingly.

Article 10 The board of supervisors is entitled to propose to convene an extraordinary general meeting to the Board, which shall be made in writing. The Board shall, in accordance with the law, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days of the after the decision is made. Any changes made to the original request in the notice shall be agreed by the board of supervisors.

If the Board disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, it shall be deemed as failing to discharge or not discharging its duties to convene the general meeting. The board of supervisors shall then be entitled to convene and hold the meeting by itself.

Article 11 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting ~~or class meeting~~ according to the following procedures:

- (I) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting ~~or class meeting~~. The Board shall, in accordance with the requirements of law, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting ~~or class meeting~~ within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.
- (II) If the Board agrees to convene an extraordinary general meeting ~~or class meeting~~, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.
- (III) If the Board disagrees to convene the extraordinary general meeting ~~or class meeting~~, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the board of supervisors in writing to convene an extraordinary general meeting ~~or class meeting~~.
- (IV) If the board of supervisors agrees to convene the extraordinary general meeting ~~or class meeting~~, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.
- (V) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.

Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the board of supervisors or the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the ~~securities regulatory authority and relevant stock exchange where the Company is located.~~

Article 12 Where the board of supervisors or shareholders convenes a meeting by themselves in accordance with the provisions of this chapter, a written notice shall be submitted to the Board and filed with ~~the securities regulatory authority and relevant stock exchange where the Company is located.~~ The Board and the secretary to the Board shall cooperate in terms of such meetings. The Board shall provide the register of shareholders on the shareholding record date. The expenses reasonably accrued therefrom shall be borne by the Company ~~and be deducted from the amounts due for payment to the directors as a result of their negligent manners.~~

CHAPTER 5 PROPOSALS AND NOTICES OF GENERAL MEETING

Article 13 The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations and the Articles of Association.

Article 14 When a general meeting is convened by the Company, the Board, board of supervisors or shareholders who individually or collectively hold more than 3% of the shares of the Company shall be entitled to propose resolutions to the Company.

Shareholders who individually or collectively hold more than 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals.

If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 13 herein, no voting for resolutions shall be carried out at the general meeting.

Article 15 Where a general meeting is convened by the Company, it shall issue a written notice 21 days prior to the annual general meetings and 15 days prior to extraordinary general meetings~~45 days prior to the meeting~~ to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. ~~Shareholders who intend~~

~~to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.~~

~~When calculating the time limit of the notice, the date of the meeting convened and the date on which notice is given shall be excluded.~~

~~**Article 16** The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.~~

~~An extraordinary general meeting shall not make decision on matters not specified in the notice.~~

~~**Article 1716** Notice of the general meeting shall include the following comply with the following requirements:~~

- (I) Time, place and duration of the meeting;
- (II) Specified matters and resolutions to be proposed at the meeting;
- (III) Provision to the shareholders of the detailed information and explanations necessary for the shareholders to make sound decisions about the matters to be discussed. This principle includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and serious explanations about the causes and effects when the Company proposes mergers, repurchase of shares, restructuring of share capital or other restructuring;
- (IV) In the event that any of the directors, supervisors, managers or other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any director, supervisor, manager or other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;
- (V) Inclusion of the full text of any special resolution to be proposed for approval at the meeting;

- (VI) A clear explanation in words indicating that the entire shareholders are entitled to attend and vote at the general meeting, or to appoint proxies to attend and vote at the meeting on his or her behalf and that such proxies are not necessarily shareholders;
- (VII) Record date for shareholders entitled to attend the meeting;
- (VIII) Name and telephone number of the contact person;
- (IX) Specified delivery time and place of the power of attorney for proxy voting at the meeting.

Article 1817 For matter of discussion involving the election of directors and supervisors, the notice of general meeting shall adequately disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following:

- (I) Personal particulars including education background, working experience and any part-time job;
- (II) Whether there is any connected relationship between the Company and the controlling shareholders and de facto controller of the Company;
- (III) Disclosure of the shareholdings in the Company;
- (IV) Whether or not they have been penalized by CSRC or other related securities regulatory authorities and the stock exchange.

Apart from directors and supervisors elected through the cumulative voting system, each candidate of director or supervisor shall be individually proposed.

Article 19-18 ~~Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by the means of notice provided for in these Rules of Procedure or by such other means as may be permitted by the stock exchange where the securities of the Company are listed. Notices of general meeting to holders of overseas-listed foreign shares and domestic shares may be given through the website of Hong Kong Stock Exchange or published in one or more newspapers designated by it. Once the announcement is published, all holders of overseas-listed foreign shares and domestic shares shall be deemed to have received the notice in relation to the general meetings by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.~~

~~The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.~~

Article 20-19 ~~After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make an announcement giving reasons at least 2 working days before the date when the meeting is convened, unless otherwise prescribed in listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed (if so, the latter shall prevail).~~

Article 21 ~~The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.~~

CHAPTER 6 CONVENING GENERAL MEETING

Article 2220 ~~All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, regulations and the Articles of Association.~~

Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend, speak and vote on his behalf.

~~Such proxies may exercise the following rights as entrusted by the shareholder:~~

~~The shareholder's right to speak at the general meeting;~~

~~The right to demand by himself or jointly with others in voting by way of poll;~~

~~Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.~~

If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting ~~or class meeting of shareholders~~. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled

to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.

~~**Article 23**—An individual shareholder who attends the general meeting in person shall present valid proof which can confirm his shareholder’s identity. If a proxy is appointed to attend the meeting, in addition to present the proxy’s identity proof, the proxy shall also present his identity proof together with the authorization letter from the shareholder.~~

~~If a legal person shareholder appoints a representative to attend the meeting, the Company has the right to request the representative to present proof of identity of the legal person shareholder and its representative, as well as the resolution or authorization letter from the Board or other authority as proof of the such authorization.~~

~~**Article 24**~~ **Article 21** An individual shareholder who attends the general meeting in person shall present valid proof which can confirm his shareholder’s identity.

If a proxy is appointed to attend the meeting, in addition to present the proxy’s identity proof, the proxy shall also present his identity proof together with the authorization letter from the shareholder.

A legal person shareholder shall appoint a statutory representative or a proxy entrusted by the statutory representative to attend the meeting. If a statutory representative attends the meeting, he shall present his own identification document and a valid certificate proving his qualification to be a statutory representative; if a proxy is entrusted to attend the meeting, the proxy shall present his own identification, and a written power of attorney issued by the statutory representative from the unit of legal person shareholder in accordance with the law.

The instrument appointing a proxy shall be in writing under the hand of the principal or his attorney authorized in writing; where the principal is a legal person, such instrument shall be under its seal or under the hand of his director or attorney duly authorized.

The instrument issued by the shareholder to authorize another person to attend the general meeting shall state the following contents:

- (I) Name of the proxy;
- (II) Whether the proxy has voting rights;
- (III) Indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of general meeting;
- (IV) Date of signing of the instrument and term of validity;

(V) Signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal person shall be affixed;

(VI) Specifying the number of shares represented by the proxy of the shareholder;

(VII) If more than one proxy is appointed, the instrument shall specify the number of shares represented by each proxy.

~~Article 25-22~~ The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.

Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.

~~Article 26~~ Article 23 Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.

The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.

~~Article 27~~ Where the entrusting party is deceased or incapacitated to act or whose signed proxy form is withdrawn or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the proxy form shall remain valid as long as the Company has not received a written notice of such matters before the commencement of the relevant meeting.

~~Article 28-24~~ A registration record for attendees at the meeting shall be compiled by the Company. The registration record shall contain items including but not limited to the names of the attendees (or names of organizations), identity card numbers, residential addresses, the number of shares held or voting rights represented and names of the proxies (or name of organizations).

~~Article 29-25~~ The convener shall jointly verify the shareholders' qualifications according to the register of members provided by the securities registration and clearing institutions. The names of shareholders and the total number of shares with voting rights held by them shall be

registered. The registration at the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held with voting rights.

Article 30–26 The directors, supervisors and senior management of the Company shall, upon request of the general meeting, be present at such meeting for answering queries raised by the shareholders.

Article 31–27 The general meeting shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is unable to discharge or fails to discharge his/her duties, the meeting shall be convened and presided over by the vice chairman of the Board (articles in relation to vice chairman under these Rules of Procedures only applicable if there is a vice chairman, same applies to below); or if there are two or more vice chairmen, by the one elected by more than one half of the directors. Where the position of vice chairman does not exist, or where the vice chairman of the Board is unable to discharge or fails to discharge his/her duties, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designate a director to convene and preside over the meeting, the shareholders attending the meeting may elect one person to preside over the meeting. ~~If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.~~

If a general meeting is convened by the board of supervisors, the chairman of the board of supervisors shall preside over the meeting. If the chairman of the board of supervisors is unable to fails discharge his/her duties, more than one half of the supervisors shall nominate a supervisor to preside over the meeting.

If a general meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting. ~~If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (including his/her/its proxy) shall preside over the meeting.~~

When a general meeting is convened, if the chairman of the meeting contravenes the rules of procedures of general meetings, rendering the meeting impossible to proceed, with the consent from more than one half of the attending shareholders with voting rights, one person may be nominated at the general meeting to serve as the chairman and the meeting may proceed. ~~If for any reason the shareholders are unable to elect a chairman of the meeting, the attending shareholder holding the largest number of voting shares (including his/her/its proxy) shall preside over the meeting.~~

Article 32–28 In the annual general meeting, the Board and the board of supervisors shall report their work for the past year to the general meeting. Each independent non-executive director shall also present a work report.

Article ~~33-29~~ Directors, supervisors and senior management shall provide explanations regarding and answer the enquiries and suggestions from shareholders at the general meeting.

Article ~~34-30~~ The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of voting shares, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article ~~35-31~~ Minutes shall be prepared for general meetings by the secretary to the Board. The minutes shall state the following contents:

- (I) Time, venue and agenda of the meeting and name of the convener;
- (II) The name of the chairman of the meeting and the names of the directors, supervisors and senior management attending or present at the meeting;
- (III) The numbers of shareholders (including holders of domestic shares and overseas-listed foreign shares (if any)) and proxies attending the meeting, total number of voting shares they represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;
- (IV) The process of review and discussion, summary of any speech and voting results of each proposal;
- (V) Shareholders' questions, opinions or suggestions and corresponding answers or explanations;
- (VI) Names of vote counters and scrutinizer of the voting;
- (VII) Other contents to be included as specified in the Articles of Association.

Article ~~36-32~~ The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the Board, conveners or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance register, proxy forms and valid records on internet voting and other means of voting, for a period of no less than 10 years.

Article ~~37-33~~ The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure and other special causes, the convener shall take necessary measures to resume the meeting or directly terminate that meeting as soon as practicable followed by a timely public announcement and report in accordance with the laws, regulations or listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed.

CHAPTER 7 VOTING AND RESOLUTIONS AT GENERAL MEETINGS

Article 38-34 Resolutions of the general meeting include ordinary resolutions or special resolutions.

Ordinary resolutions at a general meeting shall be passed by more than one half of the voting shares held by shareholders (including their proxies) attending the general meeting.

Special resolutions at a general meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

Article 39-35 When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares they represent. Each share shall carry one voting right, except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.

Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, the Board, independent non-executive directors and other shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders.

When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.

In accordance with the applicable laws, regulations and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any votes in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.

Article 40-36 Voting is conducted by open ballot at the general meeting.

~~**Article 41** When a poll is taken at a meeting, a shareholder (including proxies) who have the right to two or more votes need not cast all his votes in the same way.~~

Article 42-37 When the number of votes for and against a resolution is equal, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.

Article 43-38 The following matters shall be passed by way of ordinary resolutions at a general meeting:

- (I) Work reports of the Board and the board of supervisors;
- (II) Profit distribution plan and loss compensation plan formulated by the Board;
- (III) The appointment and removal of non-employee representative supervisors among members of the Board and members of the board of supervisors;
- (IV) The remuneration and method of payment of members of the Board and members of the board of supervisors;
- (V) Annual budgets and final accounts of the Company;
- (VI) Annual report of the Company;
- (VII) Matters other than those requiring the approval by way of special resolutions in accordance with the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed or the Articles of Association.

Article 44-39 The following matters shall be passed by way of special resolutions at a general meeting:

- (I) Increase or reduction in the registered capital ~~and issue of any kinds of shares, warrants and other similar securities~~ by the Company;
- (II) ~~Issue of corporate bonds~~ Changes to the rights attached to the ordinary shares of the Company;
- (III) Division, spin-off, merger, dissolution and liquidation of the Company ~~or change of form of incorporation of the Company~~;
- (IV) Amendment to the Articles of Association;
- (V) Acquisition and disposal of material assets within one year by the Company and events that involve a guarantee amount exceeding 30% of the latest audited total assets of the Company;

(VI) Equity incentive plan;

(VII) Other matters required by the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and the Articles of Association or those resolved at the general meeting by way of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by way of special resolutions.

Article 40 The name list of director and supervisor candidates shall be submitted as proposals to the shareholders' general meeting for vote.

When the shareholders' general meeting votes upon the election of directors and supervisors, the cumulative voting system may be used. Each share shall have the same number of votes as the number of directors or supervisors who are up for election, and the voting rights of all the shareholders may be exercised in a centralized manner. The Board shall announce the résumé and basic information of each candidate of directors and supervisors to the shareholders.

Article 41 In addition to the cumulative voting, the shareholders' general meeting may take a vote on all the proposals item by item. Where different proposals are submitted for the same matter, votes shall be cast in the sequence that such proposals are submitted. The shareholders' general meeting shall not suspend or refuse voting upon the said proposals unless the meeting is suspended or is unable to adopt a resolution as a result of particular reasons such as force majeure.

Article 42 The shareholders' general meeting, when considering the proposals, shall not amend them, otherwise, the relevant alteration shall be deemed as a new proposal which shall not be voted on at the same shareholders' general meeting.

Article 43 The same voting right can only be exercised through either on-site voting or another voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.

Article 44 When proposals are voted on at the general meeting, two shareholder representatives shall be appointed to carry out vote counting and scrutiny. Where any shareholder has interests in the matters to be considered, the said shareholder or proxy thereof shall not participate in vote counting and scrutiny.

When proposals are voted on at the general meeting, vote counting and scrutiny shall be carried out jointly by shareholder representatives, supervisor representatives and other scrutineers prescribed by the provisions of the stock exchange(s) of the place(s) where the Company's securities are listed and the voting results shall be announced on the spot and recorded in the meeting minutes.

Article 45 The chairman of the meeting shall announce the voting status and results of each proposal and announce if the proposals have been passed according to the voting results. Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site voting or through other means at the shareholders' general meeting, including the Company, vote counter(s), scrutineer(s), substantial shareholders, shall be obliged to keep the voting status confidential. ~~shall be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.~~

Article 46 Shareholders attending the shareholders' general meeting shall express one of the following opinions on the proposal submitted for voting: affirmative, negative or abstention.

Where any ballot is not completed in full, is completed incorrectly or unintelligibly, or has no vote recorded, the voter shall be deemed to have waived his/her voting rights and the voting result for his/her shares shall be deemed as an "abstention".

~~Article 46~~ Article 47 If the chairman of the meeting has any doubts about the voting result of a resolution, he may arrange the recounting of the votes. If the chairman of the meeting does not arrange the re-counting of the votes, a shareholder or proxy attending the meeting who dissents from the result announced by the chairman of the meeting shall be entitled to request the re-counting of votes immediately after such announcement, in which case the chairman of the meeting shall immediately arrange the re-counting of the votes.

~~If the counting of votes is conducted at a general meeting, the result of the counting shall be recorded in the minutes of meeting.~~

~~If the counting of votes is conducted at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting, the attendance register and proxy forms shall be kept at the Company's domicile for a period of no less than 10 years.~~

~~Article 47~~ Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges.

Article 48 An announcement on resolutions passed at a shareholders' general meeting shall be made in due time. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of voting shares of the Company, the voting method, the voting result for each proposal and the details of each of the resolutions passed.

~~CHAPTER 8~~ SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS

~~Article 48~~ Shareholders who hold different classes of shares shall be shareholders of different classes.

~~Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association.~~

~~Where the share capital of the Company includes shares which do not carry voting rights, the words “no voting rights” must appear in the designation of such shares.~~

~~Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting rights” or “limited voting rights”.~~

~~**Article 49**—The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 52 to 56 of these Rules of Procedures, except for the conversion of the Company’s unlisted domestic shares and foreign shares into overseas listed foreign shares as provided for in Article 17(4) of the Articles of Association.~~

~~For the change or abrogation of rights of class shareholders as a result of the changes in domestic and foreign laws, regulations and the listing rules of the place(s) where the shares of the Company are listed as well as the decisions made pursuant to the law by domestic and foreign regulatory authorities, no approval at general meeting or class meeting shall be required.~~

~~**Article 50**—The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:~~

- ~~(I) an increase or decrease in the number of shares of such class or an increase or decrease in 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;~~
- ~~(II) conversion of all or part of the shares of such class into shares of another class or conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;~~
- ~~(III) a removal or reduction of rights to accrued dividends or cumulative dividends attached to the shares of such class;~~
- ~~(IV) a reduction or removal of a dividend preference or property distribution preference during the liquidation of the Company, attached to the shares of such class;~~
- ~~(V) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire the securities of the Company attached to the shares of such class;~~

- ~~(VI) a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to the shares of such class;~~
- ~~(VII) creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~
- ~~(VIII) an imposition of restrictions or additional restrictions on the transfer of or ownership of the shares of such class;~~
- ~~(IX) an issuance of rights to subscribe for, or convert into, the shares of such class or another class;~~
- ~~(X) an increase in the rights and privileges of the shares of another class;~~
- ~~(XI) a restructuring plan of the Company that causes shareholders of different classes to bear liability to different extents during the restructuring; and~~
- ~~(XII) any amendment to or repeal of the provisions of this chapter.~~

~~**Article 51**—Shareholders of the affected class, whether or not having the right to vote at the general meeting, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) and (XI) to (XII) in Article 51, except that interested shareholders shall not vote at class meetings.~~

~~The term “interested shareholders” in the preceding paragraph shall have the following meanings:~~

- ~~(I) if the Company has made a tender offer to all shareholders in the same proportion or has bought back its own shares through open market transactions on a stock exchange in accordance with Article 32 of the Articles of Association, the controlling shareholders as defined in the Articles of Association shall be the “interested shareholders”;~~
- ~~(II) if the Company has bought back its own shares by an agreement outside of a stock exchange in accordance with Article 32 of the Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;~~

(H) 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 different from that interest of other shareholders of the same class shall be the “interested shareholders”.

~~Article 52~~ Resolutions of a class meeting may be passed only by more than two-thirds of the voting rights of that class represented by the shareholders attending the meeting in accordance with Article 52.

~~Article 53~~ When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.

If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.

If there are any special requirements under the listing rules of the place(s) where the Company’s shares are listed, such requirements shall prevail.

~~Article 54~~ The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat.

The procedures of a class meeting shall, to the extent possible, be identical with the procedures of a general meeting. Unless otherwise specified in this Chapter, the provisions of the Articles of Association of the Company in relation to the procedures for the holding of a general meeting shall be applicable to a class meeting.

~~Article 55~~ In addition to the holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.

The special procedures for voting in the class meetings shall not apply under the following circumstances:

- (I) Where the Company issues domestic shares and overseas-listed foreign shares, upon approval in the form of a special resolution by its shareholders at a general meeting, either separately or concurrently, once every 12 months and the number of each of the domestic shares and overseas-listed foreign shares to be issued is not more than 20% of the same type of shares in issue;

- (II) ~~Where the Company's plan to issue domestic shares and overseas listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the securities regulatory authorities under the State Council;~~
- (III) ~~Where with the approval by the securities regulatory authorities under the State Council, the shareholders convert their unlisted domestic shares and foreign shares into overseas listed foreign shares for overseas listing and trading.~~

~~CHAPTER 9 EVENT SUBSEQUENT TO THE MEETING AND ANNOUNCEMENT~~

~~CHAPTER 10-8 SUPPLEMENTARY ARTICLES~~

~~Article 56-49~~ These Rules of Procedures shall be formulated by the Board of Directors as an annex to the Articles of Association and shall become effective upon approval by the shareholders' general meeting ~~from the date when the overseas listed foreign shares issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited~~. Amendments to these Rules of Procedures shall be proposed by the Board of Directors and shall become effective upon approval by the general meeting.

~~Article 57-50~~ Matters not expressly provided for in these Rules of Procedure shall be carried out in accordance with relevant laws and regulations, the listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and the Articles of Association.

~~Article 58-51~~ These Rules of Procedures are subject to interpretation by the board of directors of the Company as authorized by the general meeting.

GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.

RULES OF PROCEDURES OF THE BOARD MEETINGS

~~(Applicable upon Issuance of H Shares)~~

~~(Approved at the 2016 First Extraordinary General Meeting of the Company on 22 June 2016)~~

(Approved at the 2023 Annual General Meeting, H Shareholders' Class Meeting and Domestic Shareholders' Class Meeting of the Company on 26 June 2024)

GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.

RULES OF PROCEDURES OF THE BOARD MEETINGS

CHAPTER 1 GENERAL

Article 1 To ensure the standardized operation of Guangdong Kanghua Healthcare Group Co., Ltd. (the “**Company**”), enhance the working efficiency and decision-making level of the Board of Directors according to the law, and safeguard the interests of the Company and the legitimate rights and interests of Shareholders, these Rules of Procedures are formulated pursuant to relevant laws and regulations including the Company Law of PRC **Company Law**); ~~the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas~~, and the Guidelines for Articles of Association of Listed Companies and relevant rules under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of Guangdong Kanghua Healthcare Group Co., Ltd. (the “**Articles of Association**”).

CHAPTER 2 DIRECTORS

Article 2 Directors shall be elected by the general meeting and serve a term of 3 years for each session. A director may serve consecutive terms if re-elected upon the expiry of his term, unless it is otherwise stipulated by the relevant laws, regulations, the Articles of Association and listing rules of the place(s) where the Company’s shares are listed.

A director’s term of service commences from the date he takes office, until the current term of service of Board ends. If a director’s term of service expires but a new director is not elected in a timely manner, the original director shall continue to carry out the director’s duties according to the laws, administrative regulations, departmental regulations and the Articles of Association until the newly elected director takes office.

Any person appointed by the Board to fill the casual vacancy on or as an addition to the Board shall hold office only until the forthcoming annual general meeting of the Issuer and shall be eligible for re-election.

A director’s post may be assumed by the general manager or other senior management, but the sum of the total number of directors who also assume the duties of the general manager or other senior management and the number of staff representative directors, shall not exceed one half of the total number of directors of the Company.

A director need not hold the shares of the Company.

Article 3 The directors, both collectively and individually, are expected to fulfill fiduciary duties and duties of skill, care and diligence at least to such standard established by the laws of Hong Kong. This means that every director must, in the performance of his duties as a director:

- (I) act honestly and in good faith in the interests of the Company as a whole;
- (II) act for a proper purpose;
- (III) be responsible to the Issuer for the application or misapplication of its assets;
- (IV) avoid actual and potential conflicts of interest and duty;
- (V) disclose fully and fairly his interests in the contracts with the Issuer; and
- (VI) apply such degree of skill, care and diligence as may reasonably be expected of a person of his/her knowledge and experience and holding a directorship in a listed company.

Article 4 The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.

Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by way of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages pursuant to any contract.

Article 5 If a director is unable to attend Board meetings in person for two consecutive meetings, and does not appoint other directors to attend the Board meeting on his behalf, he shall be deemed as failing to carry out his duties. The Board shall propose to the general meeting to replace him.

Article 6 A director may resign before expiry of his term of service. When a director resigns, he shall submit a written resignation notice to the Board.

If the members of the directors fall below the minimum statutory requirement due to a director's resignation, the original directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors; the notice of resignation of the resigning director shall only become effective after a new director fills the vacancy.

Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the Board.

Article 7 When a director's resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the Board. His fiduciary duties towards the Company and the shareholders do not necessarily cease after the end of his term of service and shall still be in effect for a period of two years. The duty of confidentiality in respect of trade secrets of the Company survives his resignation or expiry of his term of office, until such trade secrets become publicly available information. Other duties may continue for such period as the principle of fairness may require, depending on the length of time which has elapsed between the occurrence of the event concerned and the termination of tenure, and the circumstances and terms under which the relationships between them and the Company have been terminated.

Article 8 In the absence of specification in the Articles of Association or legitimate authorization by the Board, no director shall act in his personal capacity on behalf of the Company or the Board. When a director acts in his personal capacity, but a third party may reasonably believe that the director is representing the Company or the Board, that director shall declare his stance and capacity in advance.

Article 9 If a director breaches the laws, administrative regulations, departmental regulations or the Articles of Association when carrying out his corporate duties and causes loss to the Company, he shall be held responsible for damages.

CHAPTER 3 INDEPENDENT NON-EXECUTIVE DIRECTORS

Article 10 The Company shall have independent non-executive directors. Independent non-executive directors refer to such directors of the Company that serves no duties other than the directors' duties, has no relationship with the Company and its substantial shareholders (referring to such shareholders who individually or collectively hold more than 5% of the total number of voting shares) that may hinder their independent objective judgments, and satisfies the requirements on independence by the listing rules of the stock exchange of the place where the Company's shares are listed.

Unless otherwise provided in this chapter, the relevant provisions set out in Chapter ~~15~~12 of the Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:

- (I) Be qualified to be a director of a listed company under the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in~~on~~ which the Company's shares are listed and other relevant provisions;

- (II) Be independent within the meaning of the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed;
- (III) Have the basic knowledge of the operation of a listed company, and be familiar with the relevant laws, administrative regulations, rules and regulations;
- (IV) Possess more than five years of experience in law, economics or such other working experience as required for discharging duties of an independent non- executive director; and
- (V) Such other conditions as required under the Articles of Association.

Article 11 No less than one-third of the Board members and no less than three Board members of the Company shall be independent non-executive directors; among whom, at least one independent non-executive director must have appropriate professional qualifications or accounting or related financial management expertise. Should the number of the independent non-executive directors fail to meet the number of the independent non-executive directors as required by the Articles of Association because the independent non-executive directors fail to satisfy the conditions of being independent or because it is inappropriate for the independent non-executive directors to perform their duties on the occurrence of some event(s), the Company shall appoint additional independent non-executive directors to meet such required number.

At least one independent non-executive director of the Company shall ordinarily reside in Hong Kong.

Article 12 An independent non-executive director shall have the same term of office as that of other directors of the Company, and upon expiry, may be re-elected for a consecutive term of no more than 6 years.

Prior to the expiry of the term of his/her office, an independent non-executive director may not be dismissed in the absence of proper reasons. Dismissal of any independent non-executive director prior to such expiry of the term of office shall be disclosed as a special matter by the Company.

Other than the power conferred upon by the Company Law and other relevant laws, regulations, listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed and the Articles of Association, an independent non- executive director shall have the following special power:

- (I) Significant connected transactions, as determined according to the criteria issued, from time to time, by the regulatory bodies in the place(s) of listing, shall be submitted to

the Board for discussion after having been endorsed by the independent non-executive directors. Prior to making any judgment, the independent directors may engage an intermediary institution to issue an independent financial advisory report upon which the decision of the independent directors may base;

- (II) To propose to the Board such appointment or termination of appointment of an accounting firm;
- (III) To propose to the Board the convening of an extraordinary general meeting;
- (IV) To propose the convening of Board meetings;
- (V) To engage external audit firms or consulting firms to conduct audit or consultation on specific matters of the Company at the cost of the Company.

The exercise of the aforesaid power by an independent non-executive director shall require the consent from more than one half of the total number of independent non-executive directors of the Company. Disclosure shall be made by the Company if any of the aforesaid proposals is not adopted or any of the aforesaid power cannot be exercised in normal manner.

The independent non-executive directors shall carry out their duties in accordance with appropriate requirements of the laws, administrative regulations, rules and regulations, and departmental regulations.

Article 13 The Company shall formulate working rules of independent non-executive directors, which will specify the qualification, nomination, election and replacement, rights and obligations, and liabilities of independent non-executive directors.

Article 14 Matters relating to independent non-executive directors not covered in this chapter shall be handled according to the relevant applicable laws, regulations or listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed.

CHAPTER 4 BOARD OF DIRECTORS

Article 15 The Company shall set up the Board which shall be accountable to the general meeting.

Article 16 The Board shall be composed of 8 directors, including 3 independent non-executive directors.

The Board shall have one chairman. Whether or how to set up the post of the vice chairman of the Board shall be decided by the general meeting in form of an ordinary resolution. (The provisions related to the vice chairman as provided herein shall be only applicable to such circumstances where the position(s) of vice chairman is set up in the Company, same as below.)

The chairman and vice chairman (or vice chairmen) of the Board shall be elected and dismissed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the Board shall serve a term of 3 years and may be re-elected upon the expiry of their terms.

Article 17 The Board exercises the following functions and powers:

- (I) to be responsible for convening general meetings and reporting its work to the general meetings;
- (II) to implement resolutions of the general meetings;
- (III) to decide on the Company's business plans and investment plans;
- (IV) to formulate the annual financial budgets and final accounts of the Company;
- (V) to formulate the Company's profit distribution plans and plans on making up losses;
- (VI) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof;
- (VII) to formulate plans for mergers, division, dissolution and alteration of corporate form of the Company;
- (VIII) to formulate plans for the Company's substantial acquisitions and purchase of the shares of the Company;
- (IX) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions, external donations and others;
- (X) to decide on the establishment of internal management organizations of the Company;
- (XI) to determine the establishment of the special committees under the Board, appoint or dismiss the chairman (convener) of such committees;

- (XII) to appoint or dismiss the general manager, the secretary to the Board and the company secretary; to appoint or dismiss the senior management including the ~~executive~~ deputy general managers, the chief financial officer ~~deputy general managers~~ and the financial controller of the Company in accordance with the nominations made by general manager, and to decide on their remunerations;
- (XIII) to formulate the basic management system of the Company;
- (XIV) to formulate proposals to amend the Articles of Association;
- (XV) to formulate the incentive stock option plan of the Company;
- (XVI) to manage information disclosure of the Company;
- (XVII) to propose to the general meeting the appointment or replacement of the accounting firms which provide auditing service to the Company;
- (XVIII) to listen to work reports of the general manager of the Company and review the work of the general manager;
- (XIX) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article ~~64~~45 under the Articles of Association;
- (XX) to examine and supervise the Company's policies and standards regarding the Company's compliance with laws and regulatory provisions;
- (XXI) to examine and supervise the training and continuing professional development for the directors, supervisors and senior management;
- (XXII) to examine the Company's compliance with the Corporate Governance Code in the Listing Rules and the disclosure in the corporate governance report;
- (XXIII) to decide on such major matters and administrative affairs other than those ought to be decided by the general meeting as specified in the laws, administrative regulations, rules and regulations of the competent authorities and the Articles of Association and enter into other important agreements;
- (XXIV) other powers and duties stipulated by laws, administrative regulations, and departmental rules and regulations, listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, and the Articles of Association, and conferred upon by the general meetings.

Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review.

Except for the Board resolutions in respect of the matters specified in the laws, administrative regulations, and departmental rules and regulations, listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, and the Articles of Association~~paragraphs (6), (7) and (14)~~ which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraphs may be passed by more than one-half of the directors.

The Board shall provide explanation to the general meeting with respect to the audit report of a non-standard opinion, issued by a certified public accountant, regarding the Company's financial statements.

~~**Article 18** When the Board is disposing of fixed assets and should the sum of the expected value of the fixed assets proposed for disposal by the Board and the value derived for the fixed assets that were disposed of within 4 months prior to such proposed disposal exceed 33% of the fixed assets value set out in the latest balance sheet recently considered by the general meetings, the Board may not dispose of or agree to dispose of such fixed assets without such prior approval by the general meeting.~~

~~The term "fixed assets disposal" referred to in this Article shall refer to, among other things, the act of transferring certain interests in assets, but not including the act of providing such guarantee by way of fixed assets. The validity of the transactions regarding fixed assets disposed by the Company shall not be affected due to a breach of the first paragraph of this Article.~~

~~**Article 19-18**~~ The chairman of the Board shall exercise the following functions and powers:

- (I) to preside over general meetings and to convene and preside over Board meetings;
- (II) to procure and check the implementation of resolutions of the Board;
- ~~(III) to sign on share certificates, bond certificates and other securities issued by the Company;~~
- ~~(IVIII)~~ to organize the formulation of various rules for the operation of the Board and to coordinate for the operation of the Board;
- ~~(VIV)~~ to sign on important documents of the Board and to externally sign on such legally binding documents on behalf of the Company;
- ~~(VIV)~~ to exercise the powers and functions as a legal representative;
- ~~(VHVI)~~ to nominate candidates for the secretary to the Board, members and chairmen of the special committees under the Board;

(VIII) to listen to regular or irregular work reports of the senior management of the Company, and provide guiding opinion regarding the implementation of the Board resolutions;

(IX) in event of an emergency of force majeure including massive natural disasters, to exercise the special right of disposal over the Company's affairs, being in line with the requirements of laws and the interests of the Company, and to report to the Board and the general meeting thereafter;

(X) such other functions and powers stipulated by laws, administrative regulations, departmental rules and regulations, and these Article of Association and conferred upon by the Board.

The vice chairman shall assist the chairman of the Board in work. Should the chairman be unable to or fail to carry out his duties, the vice chairman shall carry out the duties of the chairman (and if the Company has two or more vice chairmen, the vice chairman nominated by more than one half of the directors shall carry out the duties of the chairman). Where the position of vice chairman does not exist, or where the vice chairman is unable to or fails to carry out his duties, more than one half of the directors shall jointly nominate a director to carry out such duties.

Article 20-19 The Board meetings shall include regular meetings and extraordinary meetings.

Regular meetings of the Board of directors shall be held at least 2 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 10 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions.

The chairman, any shareholder holding more than one-tenth voting rights, more than one-third of the directors or the board of supervisors or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10 days upon receipt of the proposal, and shall give written notice to all directors and supervisors 5 days before the meeting is held.

In case of urgency, the extraordinary board meeting may be held upon approval by the chairman of the Board, not being subject to the requirement of meeting notice as set out in this Article, provided that reasonable notice shall be given to directors, supervisors and the general manager.

Board meetings may be convened by means of telephone conference, video conference, circulation of documents, facsimile etc. provided that directors can fully express their views, and all directors who participate in Board meetings held in such forms shall be deemed to have

attended the meeting in person. For a Board meeting which is held by means of telecommunication, the notice of meeting shall set out the details of the resolutions of the meeting, and shall state the deadline date for voting. The directors who participate in such meeting shall express their votes to the Company via facsimile by the deadline date for such voting as stated in the notice of meeting, and the original copy of such voting decision, which shall be signed by such directors themselves, shall be sent to the Board of the Company.

If there exists conflict of interests deemed to be material by the Board found in the matters to be considered by substantial shareholders or directors at the Board, the relevant matters shall be handled by means of holding a Board meeting (but not written resolutions). Independent non-executive directors themselves and their associates, have no material interest in the transaction should be present at such Board meeting.

Article ~~21-20~~ The notice of Board meetings may be delivered in the manner(s) as set out in Article ~~240-197~~ of the Articles of Association.

Article ~~22-21~~ For the directors who have attended the meeting, a notice of the Board meeting will be deemed to have been issued if such directors failed to raise any issues of not having received such notice before or upon the Board meeting.

Article ~~23-22~~ A notice of Board meeting shall include the following contents:

- (I) Date and place of meeting;
- (II) Duration of the meeting;
- (III) Causes and agenda;
- (IV) Date of issuance of notice.

Article ~~24-23~~ For any major matters to be determined by the Board of the Company, sufficient information shall be provided to the directors and the directors are entitled to request supplementary materials. When more than one-fourths of the directors or two or more external directors (referring to such directors who have no executive positions in the Company) consider that the materials provided is insufficient or the reasoning is unclear, they may jointly propose to defer the Board meeting or defer the Board's consideration on the relevant matters, and the Board shall accept such suggestions accordingly.

Article ~~25-24~~ The Board meeting shall not be held unless more than one half of the directors (including proxies) are present.

Unless otherwise provided in other articles herein, resolutions of the Board shall be required to be passed by more than one half of all the directors.

As for the voting on a Board resolution, each director shall have one vote. When the number of votes cast for and against a resolution is the same, the chairman of the Board shall have a casting vote.

Article ~~26-25~~ The directors shall attend a Board meeting in person. If a director is unable to attend such meeting for any reasons, he may appoint another director in writing to attend such meeting on his behalf. The authorization letter shall contain the name of the representative, the matters represented, scope of authorization and validity period. Such letter shall be signed or sealed by the principal.

The appointed director who attends the meeting shall exercise a director's duties within the authorized scope. If a director fails to attend a Board meeting in person and fails to appoint a representative to attend the meeting, he/she shall be deemed to have waived his/her voting rights at the meeting.

The Company shall bear the reasonable expenses incurred by directors attending the Board meetings. Such expenses may include costs for transportation from the place(s) where the directors reside to the venue of the meeting (if such venue is not located at the place where directors are stationed), meal and accommodation expenses and local transportation costs during the duration of the meeting.

Article ~~27-26~~ If there are connected relationships between the enterprises involved in the matters set out in the resolutions of the directors and the Board, a director may not exercise his/her voting right, nor shall he/she vote on behalf of other directors. Such Board meeting can be held if more than one half of the non-connected directors attend such meeting. Resolutions made by the Board meeting shall be required to be passed by more than one half of the non-connected directors. If less than three non-connected directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.

Article ~~28-27~~ The Board meeting shall vote for resolutions by way of disclosed ballot.

Article ~~29-28~~ The Board shall keep minutes of its decisions on the matters discussed at the meeting. The directors and secretary to the Board who attend the meeting shall sign on the minutes of such meeting.

The directors shall be responsible for the resolutions of the Board. Where a resolution of the Board is in violation of laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he/she expressed his/her opposition to such resolution when such resolution was put to the vote, and that such opposition was recorded in the minutes of the meeting, the director shall be relieved from such liability.

The minutes of Board meeting shall be kept as a company file for a period of no less than ten years.

Article ~~30-29~~ The minutes of the Board shall consist of the following:

- (I) date and venue of the meeting and the name of the convener;
- (II) the name of the director present and name of director being appointed to attend on the other's behalf (proxy);
- (III) the agenda;
- (IV) the main points of directors' speeches;
- (V) the voting method of each resolution and the result (and the result shall specify the number of votes for, against and abstaining from such resolution).

CHAPTER 5 SECRETARY TO THE BOARD

Article ~~31-30~~ The Company shall have one secretary to the Board. The secretary is a senior management officer of the Company.

Article ~~32-31~~ The secretary to the Board shall be a natural person with the requisite professional knowledge and experience and shall be appointed by the Board.

The principal duties of the secretary to the Board are:

- (1) to ensure that the Company has a complete set of organizational documents and records;
- (2) to ensure that the Company prepares and submits the reports and documents as required by the authorities pursuant to laws;
- (3) to ensure that the register of shareholders of the Company is kept in a proper manner and that the persons entitled to the access to the relevant records and documents of the Company may obtain the same in a timely manner;
- (4) to carry out any other duties as prescribed by laws, administrative regulations, departmental rules and regulations or the Articles of Association.

Article ~~33-32~~ Directors or other senior management officers may concurrently act as the secretary to the Board. No accountant(s) of the accounting firm that is appointed by the Company may concurrently act as the secretary to the Board.

Where the secretary to the Board concurrently act as a director, for an act which is required to be made by a director and the secretary to the Board separately, the person who concurrently acts as a director and the secretary to the Board may not perform the act in dual capacity.

The Company's directors, general manager and related internal departments shall support the secretary to the Board to perform his or her duties legally and shall provide guarantee in respect of organizational setup, staff deployment, and funding. All relevant departments of the Company shall actively cooperate with the secretary to the Board regarding the work of the latter's working organization.

CHAPTER 6 SUPPLEMENTARY ARTICLES

Article ~~34-33~~ These Rules of Procedures shall be formulated by the Board of Directors as an annex to the Articles of Association and shall become effective upon approval by the shareholders' general meeting ~~from the date when the overseas listed foreign shares issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited~~. Amendments to these Rules of Procedures shall be proposed by the Board of Directors and shall become effective upon approval by the general meeting.

Article ~~35-34~~ Matters not expressly provided for in these Rules of Procedure shall be carried out in accordance with relevant laws and regulations, the listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and the Articles of Association.

Article ~~36-35~~ These Rules of Procedures are subject to interpretation by the board of directors of the Company as authorized by the general meeting.

GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.

**RULES OF PROCEDURES OF THE MEETINGS OF THE BOARD OF
SUPERVISORS**

~~(Applicable upon Issuance of H Shares)~~

~~(Approved at the 2016 First Extraordinary General Meeting on 22 June 2016)~~

~~(Approved at the 2023 Annual General Meeting, H Shareholders' Class Meeting and Domestic
Shareholders' Class Meeting of the Company on 26 June 2024)~~

GUANGDONG KANGHUA HEALTHCARE GROUP CO., LTD.

RULES OF PROCEDURES OF
THE MEETINGS OF THE BOARD OF SUPERVISORS

CHAPTER 1 GENERAL

Article 1 To ensure the standardized operation of Guangdong Kanghua Healthcare Group Co., Ltd. (the “**Company**”), enhance the working efficiency and decision-making level of the Board of ~~Directors~~ Supervisors according to the law, and safeguard the interests of the Company and the legitimate rights and interests of Shareholders, these Rules of Procedures are formulated pursuant to relevant laws and regulations including the Company Law of PRC (the “**Company Law**”), the ~~Mandatory Provisions for Articles of Association of Companies to be Listed Overseas~~, and the Guidelines for Articles of Association of Listed Companies and relevant rules under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of Guangdong Kanghua Healthcare Group Co., Ltd. (the “**Articles of Association**”).

CHAPTER 2 SUPERVISORS

Article 2 The term of office of a supervisor shall be 3 years. Upon ~~its~~ its expiry, the supervisor’s term of office shall be renewable upon re-election and reappointment.

Article 3 A director and a senior management officer cannot concurrently act as a supervisor.

Article 4 When a supervisor’s term of office expires while a new supervisor is not yet appointed, or when a supervisor resigns during his term of office, leading to the number of members in the board of supervisors falling below the quorum, and before the newly appointed supervisor takes up his appointment, the original supervisor shall continue to perform his duties according to the provisions of laws, administrative regulations and the Articles of Association.

Article 5 A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete.

Article 6 A supervisor may attend meetings of the Board. He can also question or make suggestions concerning proposed resolutions at the Board meeting.

Article 7 A supervisor may not make use of his or her connected relationship to harm the Company’s interests. For any losses caused to the Company arising therefrom, he shall be liable to make indemnification.

Article 8 A supervisor shall bear the responsibility of loyalty and diligence to the Company, shall not take any bribe or other illegal proceeds by taking advantage of his/her position and shall not misappropriate any of the properties of the Company~~faithfully perform his or her supervisory duties~~ in accordance with the provisions of laws, administrative regulations and the Articles of Association.

If a supervisor violates the provisions of laws, administrative regulations, departmental rules and regulations or the Articles of Association while performing the duties for the Company and causing losses to the Company, he shall be liable to make indemnification.

CHAPTER 3 BOARD OF SUPERVISORS

Article 9 The Company shall establish a board of supervisors.

Article 10 The board of supervisors shall be composed of three supervisors, one of whom shall be the chairman of the board of supervisors.

The appointment and dismissal of the chairman of the board of supervisors shall be passed by more than ~~half~~two-thirds of its members.

Article 11 The board of supervisors shall be composed of shareholder representative supervisors and employee representative supervisors. The shareholder representative supervisors ~~and independent supervisors~~ shall be elected and dismissed by the general meeting, and the employee representative supervisors shall be no less than one-third of the members of the board of supervisors, and democratically elected and dismissed by the Company's employees.

Article 12 The board of supervisors shall be accountable to the general meeting and exercise the following functions and powers according to laws:

- (1) to examine the Company's financial standing;
- (2) to supervise the directors and senior management officers to ensure that they perform their duties to the Company not in violation of any laws, administrative regulations or the Articles of Association, and to put forward suggestions for dismissing any directors or senior management officers who are in violation of laws, administrative regulations, the Articles of Association or resolutions of the general meetings;
- (3) to demand rectification made by a director and any other senior management officers when the act of the foregoing persons damages the Company's interests;
- (4) to verify the financial information such as the financial reports, business reports and profit distribution plans and others to be submitted by the Board to the general meetings and, should any queries arise, to entrust, in the name of the Company, certified public accountants and practicing auditors to conduct a review thereof;

- (5) to propose to convene an extraordinary general meeting and to convene and preside over general meetings when the Board fails to perform such duties of convening and presiding over general meetings;
- (6) to submit proposals to the general meetings;
- (7) to propose to convene an extraordinary meeting of the Board;
- (8) to represent the Company in negotiating with or in bringing legal action against the directors and senior management officers in accordance with the provisions of the Company Law;
- (9) to conduct investigations upon discovery of abnormality in the business operation and engage professional firms such as accounting firms and law firms to assist its work where necessary. The cost shall be borne by the Company;
- (10) any other functions and powers as stipulated by the Articles of Association.

Article 13 The meeting of the board of supervisors shall be held at least once every six months, which shall be convened and presided over by the chairman of the board of supervisors. A supervisor may propose to convene an extraordinary meeting of the board of supervisors.

Where the chairman of the board of supervisors is incapable of performing or fails to perform his duties, a supervisor elected by not less than half of the supervisors shall convene and preside over the meeting of the board of supervisors.

Article 14 A meeting of the board of supervisors shall not be conducted unless it is attended by more than half of the supervisors. Voting at the meeting of board of supervisors shall be carried out by disclosed ballot and each supervisor shall have one vote. A supervisor shall attend meetings of the board of supervisors in person, or appoint in writing another supervisor to attend the meeting on his behalf during his absence with cause. The proxy form shall specify the extent of authorization.

Resolutions at the meeting of the board of supervisors shall be passed by more than ~~half~~two-thirds of the supervisors' votes.

Article 15 The discussed issues shall be recorded in the minutes of the meeting of the board of supervisors. Supervisors attending the meeting shall sign on the minutes of meetings.

Supervisors are entitled to request that an explanation of their comments made at the meetings be noted in the minutes. Minutes of meeting of the board of supervisors shall be maintained as company files for at least ten years.

Article 16 A notice of the regular meeting of board of supervisors to all supervisors shall be given in writing 10 days prior to the convening of such meeting. A notice of the extraordinary meeting of board of supervisors to all supervisors shall be given in writing 3 days prior to the convening of such meeting.

A notice to a board of supervisors meeting shall include the following contents:

- (1) date, venue, and duration of the meeting;
- (2) causes and issues of discussion;
- (3) date of issuance of notice.

Article 17 The Company shall bear the reasonable expenses incurred by supervisors in attending meetings of the board of supervisors. Such expenses may include costs for transportation to the venue of the meeting (if not the region where supervisors are stationed), meal and accommodation expenses, rental for the meeting venue and local transportation costs during the duration of the meeting.

The reasonable expenses incurred by the board of supervisors in the engagement of professionals such as lawyers, certified public accountants, practicing auditors, etc., to perform its functions and powers shall be borne by the Company.

CHAPTER 4 SUPPLEMENTARY ARTICLES

Article 18 These Rules of Procedures shall be formulated by the Board of Supervisors as an annex to the Articles of Association and shall become effective upon approval by the shareholders' general meeting ~~from the date when the overseas listed foreign shares issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited~~. Amendments to these Rules of Procedures shall be proposed by the Board of Supervisors and shall become effective upon approval by the general meeting.

Article 19 Matters not expressly provided for in these Rules of Procedure shall be carried out in accordance with relevant laws and regulations, the listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and the Articles of Association.

Article 20 These Rules of Procedures are subject to interpretation by the board of supervisors of the Company as authorized by the general meeting.

NOTICE OF 2023 ANNUAL GENERAL MEETING



廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Guangdong Kanghua Healthcare Co., Ltd. (the “**Company**”) will be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC on Wednesday, 26 June 2024 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the work report of board of directors of the Company (the “**Board**”) for 2023.
2. To consider and, if thought fit, approve the work report of supervisory committee of the Company for 2023.
3. To consider and, if thought fit, approve the financial reports of the Company for 2023.
4. To consider and, if thought fit, approve the annual report of the Company for 2023.
5. To consider and, if thought fit, approve the profit distribution plan of the Company for 2023.
6. Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
 - 6.1 To re-elect Mr. Wang Junyang as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.2 To re-elect Mr. Chen Wangzhi as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;

* *For identification purpose only*

NOTICE OF 2023 ANNUAL GENERAL MEETING

- 6.3 To re-elect Mr. Wong Wai Hung Simon as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.4 To re-elect Ms. Wang Aiqin as an executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.5 To re-elect Mr. Lv Yubo as a non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.6 To re-elect Mr. Yeung Ming Lai as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters;
 - 6.7 To re-elect Dr. Chen Keji as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters; and
 - 6.8 To re-elect Mr. Chan Sing Nun as an independent non-executive Director of the fourth session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.
7. Each as a separate resolution, to re-elect the following supervisor of the Company (the “**Supervisor(s)**”):
 - 7.1 To re-elect Mr. Chen Shaoming as a Supervisor of the fourth session of the Supervisory Committee;
 - 7.2 To re-elect Mr. Wang Shaofeng as a Supervisor of the fourth session of the Supervisory Committee; and
 - 7.3 To re-elect Mr. Yue Chunyang as a Supervisor of the fourth session of the Supervisory Committee.
 8. To consider and, if thought fit, approve the re-appointment of Baker Tilly China Certified Public Accountant as the Company’s domestic auditor and Baker Tilly Hong Kong Limited as the Company’s international auditor, respectively until the close of the annual general meeting of the Company for 2024, and to authorise the Board to fix their respective remuneration.

NOTICE OF 2023 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period (as defined below) of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or deal with Additional Shares (such Additional Shares being subject to a maximum of 20% of the total number of Shares in issue as at the date of the passing of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- (1) To consider and approve the Company to issue Additional Shares and to grant to the Board a general mandate, subject to terms and conditions set out, to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or deal with Additional Shares and to make or grant offers or agreements in respect of such Additional Shares:
- (i) such General Mandate shall not extend beyond the Relevant Period (as defined in (iv)) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
- (ii) the total number of shares of the Company approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the total number of Shares in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such shares of the Company in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company;
- (iii) the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and only if all necessary approvals from the China Securities Regulatory Commission, the Stock Exchange of Hong Kong Ltd. (the “**Hong Kong Stock Exchange**”) and/or other relevant PRC government authorities are obtained; and

NOTICE OF 2023 ANNUAL GENERAL MEETING

(iv) for the purposes of this resolution:

“**H Shares**” means the overseas-listed foreign invested ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and which are granted the permission to deal in and list on the Hong Kong Stock Exchange;

“**Domestic Shares**” means the ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi; and

“**Relevant Period**” means the period from the passing of this resolution at the AGM until the earlier of:

- (a) the conclusion of the 2024 annual general meeting of the Company following the passing of this resolution; or
- (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

(2) Subject to the Board issuing Additional Shares pursuant to this resolution, the Board be authorised to:

- (i) approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- (ii) determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
- (iii) determine the registered capital and the number of shares of the Company pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares of the Company; and
- (iv) make amendments to the articles of association of the Company accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of shares of the Company.

NOTICE OF 2023 ANNUAL GENERAL MEETING

10. To consider and approve the proposed change of Company name.
11. To consider and approve the proposed amendments to the Articles of Association and to authorise any one Director to modify the wordings of such proposed amendments as he/she thinks appropriate and do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from such proposed amendments.
12. To consider and approve the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

By order of the Board
Guangdong Kanghua Healthcare Co., Ltd. *
Mr. Wang Junyang
Chairman

Dongguan, the PRC

3 May 2024

As at the date of this notice, the Board comprises:

Executive directors:

Mr. Wang Junyang (*Chairman*)
Mr. Chen Wangzhi (*Chief executive officer*)
Mr. Wong Wai Hung (*Vice chairman*)
Ms. Wang Ai Qin

Independent non-executive directors:

Mr. Yeung Ming Lai
Dr. Chen Keji
Mr. Chan Sing Nun

Non-executive director:

Mr. Lv Yubo

Notes:

1. Closure of register of members of H Shares and ascertaining of eligibility for attending the AGM

The register of members of H Shares of the Company will be closed from Monday, 27 May 2024 to Wednesday, 26 June 2024, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the AGM and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Friday, 24 May 2024 for registration.

* For identification purpose only

NOTICE OF 2023 ANNUAL GENERAL MEETING

2. Proxy

- (1) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- (3) To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (if any) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM (i.e. before 3:00 p.m. on Tuesday, 25 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- (4) Any voting at the AGM shall be taken by poll.

3. Registration procedures for attending the AGM

- (1) A shareholder or his proxy should present proof of identity when attending the AGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the AGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM on or before Thursday, 6 June 2024 to (a) the Company's principal place of business in Hong Kong at Unit 3207, Metroplaza Tower 2, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong (for holders of Domestic Shares); or (b) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).
- (3) A shareholder may return the above reply slip in person, by post or by facsimile to the Company's principal place of business in Hong Kong (for holders of Domestic Shares) or the office of Computershare Hong Kong Investor Services Limited (for holders of H Shares).
- (4) Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will be counted in the calculation of the required majority.

4. Voting method at the AGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

NOTICE OF 2023 ANNUAL GENERAL MEETING

5. Miscellaneous

(1) The AGM is expected to take no more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

(2) The address of the Company's H Share Registrar is:

Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

(3) The address and contact details of the Company's principal place of business in Hong Kong is:

Unit 3207, Metroplaza Tower 2
223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong
Telephone: (852) 2428 2880
Facsimile: (852) 2428 2630

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING



廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

NOTICE IS HEREBY GIVEN that the first class meeting for H Shareholders for 2024 (the “**H Shareholders’ Class Meeting**”) of Guangdong Kanghua Healthcare Co., Ltd. (the “**Company**”) will be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC on Wednesday, 26 June 2024 at 4:00 p.m. (or immediately after the conclusion or adjournment of the AGM) to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association and to authorise any one Director to modify the wordings of such proposed amendments as he/she thinks appropriate and do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from such proposed amendments.
2. To consider and approve the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

By order of the Board
Guangdong Kanghua Healthcare Co., Ltd.*
Mr. Wang Junyang
Chairman

Dongguan, the PRC

3 May 2024

** For identification purpose only*

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

As at the date of this notice, the Board comprises:

Executive directors:

Mr. Wang Junyang (*Chairman*)
Mr. Chen Wangzhi (*Chief executive officer*)
Mr. Wong Wai Hung (*Vice chairman*)
Ms. Wang Ai Qin

Independent non-executive directors:

Mr. Yeung Ming Lai
Dr. Chen Keji
Mr. Chan Sing Nun

Non-executive director:

Mr. Lv Yubo

Notes:

1. Closure of register of members of H Shares and ascertaining of eligibility for attending the H Shareholders' Class Meeting

The register of members of H Shares of the Company will be closed from Monday, 27 May 2024 to Wednesday, 26 June 2024, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for attending the H Shareholders' Class Meeting and vote for all resolutions to be submitted thereat, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m., on Friday, 24 May 2024 for registration.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- (3) To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (if any) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the H Shareholders' Class Meeting (i.e. before 4:00 p.m. on Tuesday, 25 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- (4) Any voting at the H Shareholders' Class Meeting shall be taken by poll.

3. Registration procedures for attending the H Shareholders' Class Meeting

- (1) A shareholder or his proxy should present proof of identity when attending the H Shareholders' Class Meeting. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the H Shareholders' Class Meeting by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

- (2) H Shareholders of the Company intending to attend the H Shareholders' Class Meeting in person or by their proxies should complete and return the reply slip for attending the H Shareholders' Class Meeting on or before Thursday, 6 June 2024 to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) A H Shareholder may return the above reply slip in person, by post or by facsimile to the office of Computershare Hong Kong Investor Services Limited.
- (4) Shareholders or proxies attending the H Shareholders' Class Meeting should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. The votes abstained will be counted in the calculation of the required majority.

4. Voting method at the H Shareholders' Class Meeting

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the H Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the H Shareholders' Class Meeting.

5. Miscellaneous

- (1) The H Shareholders' Class Meeting is expected to take no more than half a day. Shareholders who attend the H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.
- (2) The address of the Company's H Share Registrar is:

Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
- (3) The address and contact details of the Company's principal place of business in Hong Kong is:

Unit 3207, Metroplaza Tower 2
223 Hing Fong Road
Kwai Fong, New Territories
Hong Kong
Telephone: (852) 2428 2880
Facsimile: (852) 2428 2630

NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING



廣東康華醫療股份有限公司
GUANGDONG KANGHUA HEALTHCARE CO., LTD.*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3689)

NOTICE IS HEREBY GIVEN that the first class meeting for Domestic Shareholders for 2024 (the “**Domestic Shareholders’ Class Meeting**”) of Guangdong Kanghua Healthcare Co., Ltd. (the “**Company**”) will be held at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC on Wednesday, 26 June 2024 at 5:00 p.m. (or immediately after the conclusion or adjournment of the H Shareholders’ Class Meeting) to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association and to authorise any one Director to modify the wordings of such proposed amendments as he/she thinks appropriate and do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from such proposed amendments.
2. To consider and approve the proposed amendments to the governance policies of the Company, including the Rules of Procedures of the General Meetings of the Company, the Rules of Procedures of the Board Meetings of the Company and the Rules of Procedures of the Meetings of the Board of Supervisors of the Company.

By order of the Board
Guangdong Kanghua Healthcare Co., Ltd.*
Mr. Wang Junyang
Chairman

Dongguan, the PRC

3 May 2024

* *For identification purpose only*

NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

As at the date of this notice, the Board comprises:

Executive directors:

Mr. Wang Junyang (*Chairman*)
Mr. Chen Wangzhi (*Chief executive officer*)
Mr. Wong Wai Hung (*Vice chairman*)
Ms. Wang Ai Qin

Independent non-executive directors:

Mr. Yeung Ming Lai
Dr. Chen Keji
Mr. Chan Sing Nun

Non-executive director:

Mr. Lv Yubo

Notes:

1. Any Domestic Shareholder of the Company entitled to attend and vote at the Domestic Shareholders' Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of Members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
2. To be valid, a proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority must be deposited to the Company's registered office at Meeting Room 1, 2nd Floor of Dongguan Kanghua Hospital Administration Center in 1000 Dongguan Avenue, Nancheng District, Dongguan, Guangdong Province, PRC not less than 24 hours before the time appointed for the holding of the Domestic Shareholders' Class Meeting or 24 hours before the time appointed for taking the poll. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Domestic Shareholders or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the Domestic Shareholders' Class Meeting.
4. The register of members of the Company in Hong Kong will be closed from Monday, 27 May 2024 to Wednesday, 26 June 2024, both days inclusive.