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 the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Zhejiang Tengy Environmental Technology Co., Ltd** (the "**Company**"), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected, for transmission to the purchaser or transferee. This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

浙江天潔環境科技股份有限公司
Zhejiang Tengy Environmental Technology Co., Ltd

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

(Stock Code: 1527)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED CHANGE OF DIRECTORS;
(3) PROPOSED RE-ELECTION OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 4 to 8 of this circular. A notice convening the annual general meeting of the Company ("**AGM**") to be held at conference Room, 6th Floor, Tianjie Building, No. 251 Huancheng East Road, Zhuji City, Zhejiang Province, the People's Republic of China at 10:00 a.m. on Friday, 30 May 2025, is set out on pages 59 to 63 of this circular.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the applicable proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorised in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. If the proxy form 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.

In the case of joint holders of shares of the Company, only the holder whose name appears first in the register of members of the Company shall alone be entitled to vote at the AGM either in person or by proxy in respect of such shares.

For H Shareholders, please return the proxy form together with any documents of authority to Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the AGM. For Domestic Shareholders, please return the proxy form together with any documents of authority to the registered office of the Company in the PRC at TENGY Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

29 April 2025

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

"AGM"	the annual general meeting of the Company to be convened and held in conference Room, 6th Floor, Tianjie Building, No. 251 Huancheng East Road, Zhuji City, Zhejiang Province, the People's Republic at 10:00 a.m. on Friday, 30 May 2025, notice of which is set out on pages 59 to 63 of this circular, and any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Board
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Company"	Zhejiang Tengy Environmental Technology Co., Ltd, a joint stock limited liability company established under the laws of the PRC on 28 December 2009, the issued H Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1527)
"Director(s)"	director(s) of the Company
"Domestic Shares"	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
"Domestic Shareholder(s)"	the holder(s) of the Domestic Share(s)
"Group"	the Company and its subsidiaries
"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 is/are listed on the Stock Exchange and traded in HK$

"H Shareholder(s)"	the holder(s) of the H Share(s)
"H Share Registrar"	Tricor Investor Services Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	22 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
"Nomination Committee"	the nomination committee of the Board
"PRC"	The People's Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Proposed Amendments"	the proposed amendments to the Articles of Association as set out in Appendix I to this circular
"Remuneration Committee"	the remuneration committee of the Board
"Shares(s)"	the Domestic Share(s) and the H Share(s) of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisors"	the supervisors of the Company

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"RMB"	Renminbi, the lawful currency of the PRC
"%"	per cent.

The English translation of the PRC entities, enterprises, nationals, facilities, regulations in Chinese or another language and terms marked with "" included in this circular is for identification purposes only. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.*

浙江天潔環境科技股份有限公司
Zhejiang Tengy Environmental Technology Co., Ltd

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

(Stock Code: 1527)

Executive Directors:
Mr. BIAN Yu *(Vice Chairman)*
Mr. ZHANG Yuan Yuan
Ms. BIAN Shu

Non-executive Directors:
Mr. ZHU Xian Bo *(Chairman)*
Ms. YU Ji
Mr. CHEN Jiancheng

Independent Non-executive Directors:
Mr. FUNG Kui Kei
Mr. LI Jiannan
Mr. WANG Feng

Registered office and principal place of business in the PRC:
TENGY Industrial Park
Paitou Town
Zhuji City
Zhejiang Province
The PRC

Principal place of business in Hong Kong:
Room 1201, 12th Floor
Chung Ying Building
20 Connaught Road West
Sheung Wan
Hong Kong

29 April 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (2) PROPOSED CHANGE OF DIRECTORS; (3) PROPOSED RE-ELECTION OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS; AND (4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, (a) the Proposed Amendments to the Articles of Association; (b) the proposed appointment of Dr. Cheng Kin Pang ("**Dr. Cheng**") and Mr. Xia Jiebin ("**Mr. Xia**") as independent non-executive Directors; (c) the proposed re-election of Directors and shareholder representative Supervisors; and (d) the notice of AGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on pages 59 to 63 to this circular.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 22 April 2025 in relation to the Proposed Amendments to the Articles of Association.

In accordance with (i) the amendments to and publication of relevant laws, regulations and regulatory documents in the PRC such as the Company Law of the PRC, the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》); and (ii) the amendments to the Listing Rules in relation to the adoption of a uniform set of 14 core standards for shareholder protections set out in Appendix A1 of the Listing Rules and the expanded paperless listing regime and electronic dissemination of corporate communication by listed issuers, and in view of the repeal of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》), and taking into account the actual operational and management needs of the Company, the Board has resolved to propose to the Shareholders certain amendments to the Articles of Association.

The details of the Proposed Amendments to the Articles of Association are set out in Appendix I to this circular. The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities.

As advised by the Company's legal advisers, the proposed amendments to the Articles of Association comply with the relevant PRC laws and regulations and the Listing Rules. The Articles of Association are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency between the Chinese version and English version, the Chinese version shall prevail.

3. PROPOSED CHANGE OF DIRECTORS

Each of Mr. Fung Kui Kei ("**Mr. Fung**") and Mr. Li Jiannan ("**Mr. Li**") has tendered his resignation from his position as an independent non-executive Director with effect after the conclusion of the forthcoming AGM so as to allow each of them to devote more time for their personal commitments. Each of Mr. Fung and Mr. Li confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Immediately after Mr. Fung and Mr. Li's resignations at the conclusion of the AGM, subject to the approval by the Shareholders at the AGM, (i) Dr. Cheng will be appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee; and (ii) Mr. Xia will be appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee, with effect from the passing of the each of the resolutions approving each of their appointments as an independent non-executive Director at the forthcoming AGM.

The biographical details of Dr. Cheng and Mr. Xia and other information as required under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular. Dr. Cheng and Mr. Xia will be appointed at the forthcoming AGM by ordinary resolutions to be passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies). The term of office of Dr. Cheng and Mr. Xia will be for a period of three years, which is proposed to commence upon the approval of his appointment at the AGM and continue until 30 May 2028.

4. PROPOSED RE-ELECTION OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS

The Board currently comprises nine Directors including the three executive Directors, three non-executive Directors and three independent non-executive Directors, while the supervisory committee of the Company (the "**Supervisory Committee**") comprises three Supervisors, including two shareholder representative Supervisors and one employee representative Supervisor.

The term of office of the fifth session of the Board and the fifth session of the Supervisory Committee will expire on 30 May 2025. The Company intends to appoint the Directors for the sixth session of the Board and the shareholder representative Supervisors for the sixth session of the Supervisory Committee. All incumbent Directors (other than Mr. Fung and Mr. Li who whose resignations take effect after the conclusion of the forthcoming AGM) and shareholder representative Supervisors will, being eligible, offer themselves for re-election. The biographical details of the candidates of Directors and shareholder representative Supervisors proposed to be re-elected at the AGM are set out in Appendix III to this circular.

The proposals for re-election of the candidates as Directors and shareholder representative Supervisors will be put forward to the Shareholders for review and approval by way of ordinary resolution at the forthcoming AGM. The term of office of the Directors and shareholder representative Supervisors, if elected, will be three years, which will commence on the date when the relevant resolution is approved at the AGM and expire on 30 May 2028. The Directors' and shareholder representative Supervisors' remuneration will be fixed by the Board pursuant to the authorisation granted by the Shareholders at the AGM by reference to the Directors' and the shareholder representative Supervisors' duties, responsibilities and performance and the performance of the Group.

In addition, according to the Articles of Association, one employee representative Supervisor of the Company will be elected democratically by the employee representatives of the Company.

5. AGM

The notice of AGM is set out on pages 59 to 63 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the Proposed Amendments to the Articles of Association, the appointment of each of Dr. Cheng and Mr. Xia as an independent non-executive Director and the proposed re-election of Directors and shareholder representative Supervisors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tengy.com). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

6. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company as at the close of business on 30 May 2025 (Friday) are entitled to attend and vote at the AGM. The register of members of the Company will be closed from 27 May 2025 (Tuesday) to 30 May 2025 (Friday), both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the AGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 26 May 2025 (Monday).

7. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

8. MISCELLANEOUS

Unless otherwise stated herein, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

9. RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of
Zhejiang Tengy Environmental Technology Co., Ltd
ZHU Xian Bo
Chairman

Zhuji City, Zhejiang Province, the PRC 29 April 2025

The following are the details of the Proposed Amendments to the Articles of Association. Deleted texts are presented in strikethrough and additional texts are presented in underline. Subject to approval of the special resolution with respect to the proposed amendments to the Articles of Association, (i) the terminology of "Shareholders' general meeting" will be changed to "Shareholders' meeting"; and (ii) the Articles of Association will be re-arranged in chronological order. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Articles of Association.

The Articles of Association and the Proposed Amendments are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency between the Chinese version and English version, the Chinese version shall prevail.

Content before amendment	Content after amendment
Content Note: In the margin notes to the provisions of the Articles of Association, the "Mandatory Provisions" refers to the "Mandatory Provisions for Companies Listing Overseas" jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System (Zhen Wei Fa [1994] No. 21); "Letter of Opinions on Supplementary Amendment" refers to the"Letter of Opinions on Supplementary Amendment to Articles of Association of Companies to be Listed in Hong Kong" (Zheng Jian Hai Han [1995] No. 1) jointly issued by the Overseas-Listing Department of the CSRC and the Production System Department of the former State Commission for Restructuring the Economic System; "Guidelines on Articles of Association" refers to Guidelines on Articles of Association of Listed Companies (2014 Amendment) (CSRC Announcement [2014] No. 47) promulgated by China Securities Regulatory Commission; "Listing Rules" refers to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. "Appendix 3 to the Main Board Listing Rules" refers to the Appendix 3 to the "Rules Governing the Listing of Securities" issued by The Stock Exchange of Hong Kong Limited and "Appendix 13D to the Main Board Listing Rules" refers to Section D of Appendix 13 to the "Rules Governing the Listing of Securities" issued by the Stock Exchange of Hong Kong Limited.	Content ~~Note: In the margin notes to the provisions of the Articles of Association, the "Mandatory Provisions" refers to the "Mandatory Provisions for Companies Listing Overseas" jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System (Zhen Wei Fa [1994] No. 21); "Letter of Opinions on Supplementary Amendment" refers to the"Letter of Opinions on Supplementary Amendment to Articles of Association of Companies to be Listed in Hong Kong" (Zheng Jian Hai Han [1995] No. 1) jointly issued by the Overseas-Listing Department of the CSRC and the Production System Department of the former State Commission for Restructuring the Economic System; "Guidelines on Articles of Association" refers to Guidelines on Articles of Association of Listed Companies (2014 Amendment) (CSRC Announcement [2014] No. 47) promulgated by China Securities Regulatory Commission; "Listing Rules" refers to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. "Appendix 3 to the Main Board Listing Rules" refers to the Appendix 3 to the "Rules Governing the Listing of Securities" issued by The Stock Exchange of Hong Kong Limited and "Appendix 13D to the Main Board Listing Rules" refers to Section D of Appendix 13 to the "Rules Governing the Listing of Securities" issued by the Stock Exchange of Hong Kong Limited.~~

Content before amendment	Content after amendment
Article 1 In order to safeguard the legitimate rights and interests of Zhejiang Tengy Environmental Technology Co., Ltd ("the Company") and its shareholders and creditors, and to regulate the organization and acts of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Securities Law of the People's Republic of China (the "Securities Law"), State Council's Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the "Special Regulations"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Opinions on the Revisions and Supplements to Articles of Association of Companies to be Listed in Hong Kong, Guidelines on Articles of Association of Listed Companies (2019 Amendment), the "Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" (the "Listing Rules"), the Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies and other relevant laws and regulations.	Article 1 In order to safeguard the legitimate rights and interests of Zhejiang Tengy Environmental Technology Co., Ltd ("the Company") and its shareholders and creditors, and to regulate the organization and acts of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Securities Law of the People's Republic of China (the "Securities Law"), ~~State Council's Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the "Special Regulations"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Opinions on the Revisions and Supplements to Articles of Association of Companies to be Listed in Hong Kong, Guidelines on Articles of Association of Listed Companies (2019 Amendment),~~ **the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Guidelines for Articles of Association of Listed Companies (2023 Revision), the Administrative Measures for Independent Directors of Listed Companies**, the "Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" (the "Listing Rules"), ~~the Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies~~ and other relevant laws and regulations.

Content before amendment	Content after amendment
Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations as well as other relevant laws and regulations of PRC.	Article 2 The Company is a joint stock limited company established in accordance with the Company Law, ~~the Special Regulations~~ **the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises** as well as other relevant laws and regulations of the PRC.
Article 4 The registered address of the Company: No. 15, Chuangxin South Road, Jinchuan Street, Changshan County, Quzhou City, Zhejiang Province Postal code: 324200 Telephone number: 05705651125 Facsimile number: 05705651121	Article 4 The registered address of the Company: ~~No. 15, Chuangxin South Road, Jinchuan Street, Changshan County, Quzhou City, Zhejiang Province~~ **Yangfu Village, Paitou Town, Zhuji City, Zhejiang Province** Postal code: ~~324200~~ **311825** Telephone number: ~~05705651125~~ **0575-87051061** ~~Facsimile number: 05705651121~~
Article 5 The Chairman of the board of directors shall be the Company's legal representative.	Article 5 The Chairman of the board of directors shall be the Company's legal representative. **The resignation of the Chairman of the board of directors is deemed to be the simultaneous resignation of the legal representative. The Company shall determine a new legal representative within 30 days from the date of the resignation of the legal representative.**
To add a new article as Article 11 after Article 10 in Chapter 1 General Provisions	**Article 11 The shareholders, the board of directors and the board of supervisors of the Company may convene meetings and vote by means of electronic communication.**

Content before amendment	Content after amendment
To add a new article as Article 12 after Article 11	**<u>Article 12 The Company may issue corporate communications electronically in compliance with applicable laws and regulations.</u>**
Article 29 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.	Article 29 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.
The Company shall notify its creditors within ten days of the date of the resolution for reduction of registered capital and shall publish an announcement in a newspaper within thirty days of the date of such resolution. A creditor shall have the right within thirty days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee. The Company's registered capital after the capital reduction shall not be less than the minimum amount prescribed by law. The Company shall complete the procedures for registration changes in the original industrial and commercial administrative authorities and make announcement after the reduction of registered capital. Article 29 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.	The Company shall notify its creditors within ten days of the date of the resolution for reduction of registered capital and shall publish an announcement in a newspaper **<u>or National Enterprise Credit Information Publicity System</u>** within thirty days of the date of such resolution. A creditor shall have the right within thirty days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee. The Company's registered capital after the capital reduction shall not be less than the minimum amount prescribed by law. The Company shall complete the procedures for registration changes in the original industrial and commercial administrative authorities and make announcement after the reduction of registered capital.

Content before amendment	Content after amendment
Article 54 The ordinary shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to attend or appoint proxies to attend shareholders' general meetings and to vote thereat; (3) the right of supervisory management over the Company's business operations and the right to present proposals or to raise queries; (4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Articles of Association; (5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: (1) the right to obtain a copy of the Company's Articles of Association, subject to payment of costs;	Article 54 The ordinary shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to attend or appoint proxies to attend shareholders' general meetings and to vote thereat; (3) the right of supervisory management over the Company's business operations and the right to present proposals or to raise queries; (4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Articles of Association; (5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: (1) the right to obtain a copy of the Company's Articles of Association, subject to payment of costs;

Content before amendment	Content after amendment
(2) the right to inspect and copy, subject to payment of a reasonable fee: 1. the register of all shareholders; 2. personal particulars of each of the Company's directors, supervisors, president and other senior officers, including: (a) present and former name and alias; (b) principal address (place of residence); (c) nationality; (d) primary and all other part-time occupations and duties; (e) identification documents and the numbers thereof.	(2) the right to inspect and copy, subject to payment of a reasonable fee: 1. the register of all shareholders; 2. personal particulars of each of the Company's directors, supervisors, president and other senior officers, including: (a) present and former name and alias; (b) principal address (place of residence); (c) nationality; (d) primary and all other part-time occupations and duties; (e) identification documents and the numbers thereof.

Content before amendment	Content after amendment
(3) the status of the Company's share capital;	(3) the status of the Company's share capital;
(4) latest audited financial report, and reports of the board of directors, auditors and board of supervisors;	(4) latest audited financial report, and reports of the board of directors, auditors and board of supervisors;
(5) special resolutions at the general meeting and/or the meeting of the board of directors of the Company;	(5) special resolutions at the general meeting and/or the meeting of the board of directors of the Company;
(6) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;	(6) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;
(7) minutes of shareholders' general meetings;	(7) minutes of shareholders' general meetings;
(8) a copy of the latest annual inspection report filed with the State Administration for Industry and Commence of the PRC or other competent authorities for inspection.	(8) a copy of the latest annual inspection report filed with the State Administration for Industry and Commence of the PRC or other competent authorities for inspection.

Content before amendment	Content after amendment
The Company shall make available the documents mentioned in item (2) to (8) above except item (2)2 above and other applicable documents at its Hong Kong representative office for inspection, free of charge, by the public and the shareholders in accordance with requirements of the listing rules (of which, item (7) is only available for inspection by the Company's shareholders).	The Company shall make available the documents mentioned in item (2) to (8) above except item (2)2 above and other applicable documents at its Hong Kong representative office for inspection, free of charge, by the public and the shareholders in accordance with requirements of the listing rules (of which, item (7) is only available for inspection by the Company's shareholders). **The Hong Kong branch register of shareholders must be available for inspection by H shareholders free of charge, but the Company may be allowed to suspend the registration of shareholders in accordance with the laws, administrative regulations and relevant provisions of the Hong Kong Stock Exchange.**
A shareholder requesting for inspection of information or access to materials referred to in the preceding Article shall produce to the Company written documents evidencing the class and number of shares that the shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder.	A shareholder requesting for inspection of information or access to materials referred to in the preceding Article shall produce to the Company written documents evidencing the class and number of shares that the shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder.
(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held; and	(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held; and
(7) other rights conferred by laws, administrative regulations and the Articles of Association.	(7) other rights conferred by laws, administrative regulations and the Articles of Association.

Content before amendment	Content after amendment
Article 62 The shareholders' general meeting shall have the following functions and powers:	Article 62 The shareholders' ~~general~~ meeting shall have the following functions and powers:
(1) to decide on the Company's operational policies and investment plans;	(1) to decide on the Company's operational policies and investment plans;
(2) to elect and replace the directors who are not staff representatives and to decide on matters relating to the remuneration of those directors;	(2) to elect and replace the directors who are not staff representatives and to decide on matters relating to the remuneration of those directors;
(3) to elect and replace supervisors who are not staff representatives and to decide on matters relating to the remuneration of supervisors;	(3) to elect and replace supervisors who are not staff representatives and to decide on matters relating to the remuneration of supervisors;
(4) to examine and approve the board of directors' reports;	(4) to examine and approve the board of directors' reports;
(5) to examine and approve the board of supervisors' reports;	(5) to examine and approve the board of supervisors' reports;
(6) to examine and approve the Company's proposed annual financial budget and final accounts;	(6) to examine and approve the Company's proposed annual financial budget and final accounts;
(7) to examine and approve the Company's profit distribution plans and loss recovery plans;	(7) to examine and approve the Company's profit distribution plans and loss recovery plans;
(8) to decide on the increase or reduction of the Company's registered capital;	(8) to decide on the increase or reduction of the Company's registered capital;

Content before amendment	Content after amendment
(9) to decide on matters such as merger, division, dissolution, liquidation of the Company, or changes in the form of the Company;	(9) to decide on matters such as merger, division, dissolution, liquidation of the Company, or changes in the form of the Company;
(10) to decide on the issue of debentures or other securities and the listing scheme by the Company;	(10) to decide on the issue of debentures or other securities and the listing scheme by the Company;
(11) to decide on the appointment, dismissal or non-reappointment of the accountants of the Company;	(11) to decide on the appointment, dismissal or non-reappointment of the accountants of the Company;
(12) to amend the Articles of Association;	(12) to amend the Articles of Association;
(13) to examine and approve the external security-related matters according to laws, regulations or the Articles of Association;	(13) to examine and approve the external security-related matters according to laws, regulations or the Articles of Association;
(14) to examine the matters of purchase, sale by the Company within one year of significant assets or the guarantee amount exceeding thirty per cent (30%) of the latest audited total assets of the Company;	(14) to examine the matters of purchase, sale by the Company within one year of significant assets or the guarantee amount exceeding thirty per cent (30%) of the latest audited total assets of the Company;
(15) to examine stock incentive plans;	(15) to examine stock incentive plans;
(16) to examine and approve the matters proposed by shareholders who represent more than 3% (including 3%) voting rights of the company;	(16) to examine and approve the matters proposed by shareholders **who individually or collectively hold shares representing** more than ~~3%~~**1%** (including ~~3%~~**1%**) voting rights of the company;

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(17) to decide on other matters which, according to laws, administrative regulations or the Articles of Association, need to be approved by shareholders in general meetings. The shareholders in a general meeting may authorize the board of directors to carry out matters on their behalf or which they may sub-delegate to the board of directors provided that such authorization does not violates the laws, regulations and mandatory listing rules of the place where the company is listed.	(17) to decide on other matters which, according to laws, administrative regulations or the Articles of Association, need to be approved by shareholders' in general meetings. The shareholders in a **shareholders'** ~~general~~ meeting may authorize the board of directors to carry out matters on their behalf or which they may sub-delegate to the board of directors provided that such authorization does not violates the laws, regulations and mandatory listing rules of the place where the company is listed.
Article 64 Shareholders' general meetings are divided into annual general meetings ("AGM") and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. The Company shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;	Article 64 Shareholders' ~~general~~ meetings are divided into annual ~~general~~ meetings ("AGM") and extraordinary ~~general~~ **shareholders'** meetings. Shareholders' ~~general~~ meetings shall be convened by the board of directors. ~~Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year.~~ **An AGM shall be held once every financial year and within six (6) months from the end of the preceding financial year.** The Company shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;

Content before amendment	Content after amendment
(2) where the losses of the Company which are not made up reach one-third of the total amount of its share capital;	(2) where the losses of the Company which are not made up reach one-third of the total amount of its share capital;
(3) where shareholder(s) who individually or jointly holds 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;	(3) where shareholder(s) who individually or jointly holds 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;
(4) whenever the board of directors deems necessary or the board of supervisors so requests; or	(4) whenever the board of directors deems necessary or the board of supervisors so requests; or
(5) one half or more of the independent non-executive directors call for a general meeting.	(5) one half or more of the independent non-executive directors call for a general meeting.
(6) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.	(6) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.
The numbers of shares held by the shareholder(s) in the preceding sub-section (3) shall be counted on the date of the request in writing.	The numbers of shares held by the shareholder(s) in the preceding sub-section (3) shall be counted on the date of the request in writing.

Content before amendment	Content after amendment
Article 65 The venue to hold a shareholder's meeting of the Company is: the Company's domicile or at such other place as is specified in the notice convening the meeting. The shareholders' general meetings shall be held at a meeting place in the form of on-site meeting. The Company may use the network or any other means for its shareholders to conveniently participate in the shareholders' general meetings. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.	Article 65 ~~The venue to hold a shareholder's meeting of the Company is: the Company's domicile or at such other place as is specified in the notice convening the meeting.~~ ~~The shareholders' general meetings shall be held at a meeting place in the form of on-site meeting. The Company may use the network or any other means for its shareholders to conveniently participate in the shareholders' general meetings. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.~~ **The Company shall hold a shareholders' meeting at the Company's domicile or at an appropriate place notified by the convener of the shareholders' meeting.** **The shareholders' meeting shall set up a venue and be held in the form of an on-site meeting, and shall, in accordance with the provisions of the laws, administrative regulations, the CSRC or the Articles of Association of the Company, adopt safe, economic and convenient network, electronic and other means to provide convenience for the shareholders and ensure that the shareholders can listen, speak and vote at the shareholders' meeting.** **Shareholders may attend the shareholders' meetings in person and exercise their voting rights, or appoint others to attend on their behalf and exercise their voting rights within the scope of authorization.**

Content before amendment	Content after amendment
Article 66 When the Company convenes a shareholders' annual general meeting, notice of the meeting shall be given twenty (20) business days before the date of the meeting, and when the Company convenes a shareholders' extraordinary general meeting, notice of the meeting shall be given ten (10) business days or fifteen (15) days (whichever is longer) before the date of the meeting, to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting.	Article 66 ~~When the Company convenes a shareholders' annual general meeting, notice of the meeting shall be given twenty (20) business days before the date of the meeting, and when the Company convenes a shareholders' extraordinary general meeting, notice of the meeting shall be given ten (10) business days or fifteen (15) days (whichever is longer) before the date of the meeting, to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting.~~ **The Company shall notify the shareholders of the time and place of the annual general meeting and the matters to be considered 21 days prior to the convening of the meeting; the extraordinary general meeting shall be notified to the shareholders 15 days prior to the convening of the meeting.**
When calculates the days of notice, the date of the meeting and the date of the notes sent should not be included. The business day in the Articles of Association refers to a day on which the Hong Kong Stock Exchange opens for securities trading.	When calculates the days of notice, the date of the meeting and the date of the notes sent should not be included. ~~The business day in the Articles of Association refers to a day on which the Hong Kong Stock Exchange opens for securities trading.~~
For the notice sent according to this Article, the date of sent shall be the date when the notice is served on relevant post office by the Company or the shares register authority engaged.	For the notice sent according to this Article, the date of sent shall be the date when the notice is served on relevant post office **or disseminated by electronic means** by the Company or the shares register authority engaged.

Content before amendment	Content after amendment
Article 67 When the Company convenes a shareholders' general meeting, shareholder(s) holding more than 3% of the total shares of the Company are entitled to propose to the Company. Shareholder(s) severally or jointly holding more than 3% of the shares of the Company may submit the temporary proposal in writing to the board of the directors within ten days before the convening of the shareholder's general meeting. The board of the directors shall notify other shareholders within two days after receipt of the proposal and submit the temporary proposal to the general meeting for consideration and approval. The content of the temporary proposal shall fall into the functions and powers of the shareholders' general meeting with the clear subject and specific resolutions.	Article 67 When the Company convenes a shareholders' ~~general~~ meeting, shareholder(s) holding more than ~~3%~~**1%** of the total shares of the Company are entitled to propose to the Company. ~~Shareholder(s) severally or jointly holding more than 3% of the shares of the Company may submit the temporary proposal in writing to the board of the directors within ten days before the convening of the shareholder's general meeting. The board of the directors shall notify other shareholders within two days after receipt of the proposal and submit the temporary proposal to the general meeting for consideration and approval. The content of the temporary proposal shall fall into the functions and powers of the shareholders' general meeting with the clear subject and specific resolutions.~~

Content before amendment	Content after amendment
	Shareholders who individually or collectively hold more than 1% of the shares of the Company may put forward temporary proposals and submit them in writing to the board of directors 10 days prior to the date of the shareholders' meeting. The provisional proposal shall have a clear topic and specific resolution matters. The board of directors shall notify the other shareholders of the proposal within 2 days after receiving the proposal and submit the temporary proposal to the shareholders' meeting for consideration; however, except that the temporary proposal violates the provisions of laws, administrative regulations or the Articles of Association of the Company or does not fall within the terms of reference of the shareholders' meeting. The Company shall not increase the shareholding ratio of the shareholders submitting the temporary proposal.
Other than the circumstances stipulated in the preceding paragraphs, the convener shall not modify the proposal stated in the notice of the general meeting or add new proposal.	Other than the circumstances stipulated in the preceding paragraphs, the convener shall not modify the proposal stated in the notice of the general meeting or add new proposal. **The convener of a shareholders' general meeting shall make an announcement at the same time.** **The shareholders' meeting may not resolve on matters not specified in the notice.**

Content before amendment	Content after amendment
Article 72 Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:	Article 72 Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf. **A shareholder who is a corporation may appoint a proxy to attend and vote at any shareholders' meeting of the Company; where the corporation has appointed a proxy to attend any meeting, it shall be deemed to be present in person. Pursuant to such shareholder's proxy, the proxy of the shareholder and the representative of the corporation**~~, and a proxy so appointed~~ **shall be entitled to exercise the following rights**~~ pursuant to the authorization from that shareholder~~:
(1) the shareholders' right to speak at the meeting;	(1) the shareholders' right to speak at the meeting; **and**
(2) the right to demand or join in demanding a poll; and	~~(2) the right to demand or join in demanding a poll; and~~
(3) unless otherwise provided by the applicable rules governing the listing of securities or other securities laws and regulations, the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.	~~(3) unless otherwise provided by the applicable rules governing the listing of securities or other securities laws and regulations, the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.~~ **(2) the voting rights, unless individual shareholders are otherwise excluded from voting rights on individual matters pursuant to the applicable securities listing rules or other securities laws and regulations.**

Content before amendment	Content after amendment
Article 74 The proxy form shall be deposited at the domicile of the Company or any other place specified in the notice for convening the meeting not less than twenty-four hours prior to the convening of the meeting or twenty-four hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The power of attorney or other authorization instruments so notarized, together with the proxy form, shall be deposited at the domicile of the Company or such other place as specified in the notice for convening the meeting. Where the appointer is a legal person, its legal representative or other persons authorized by resolution of the board of directors or other decision-making organs may attend the shareholders' meeting of the Company as a representative of the appointer.	Article 74 The proxy form shall be deposited at the domicile of the Company or any other place specified in the notice for convening the meeting not less than twenty-four hours prior to the convening of the meeting or twenty-four hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The power of attorney or other authorization instruments so notarized, together with the proxy form, shall be deposited at the domicile of the Company or such other place as specified in the notice for convening the meeting. Where the appointer is a legal person, its legal representative or other persons authorized by resolution of the board of directors or other decision-making organs may attend the shareholders' meeting of the Company as a representative of the appointer.

Content before amendment	Content after amendment
Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting provided that, if one or more persons are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized may be entitled to exercise the rights on behalf of the Recognized Clearing House (or its nominees) as if he/they were the individual natural shareholder(s) of the Company.	Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more ~~persons~~ **of its agents or corporate representatives** as it thinks fit to act as its representative(s) at any ~~shareholders' general~~ **creditors'** meeting or any class meeting provided that, if one or more ~~persons~~ **agents** are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such ~~person~~ **agent** is so authorized. The person(s) so authorized may be entitled to exercise the rights on behalf of the Recognized Clearing House (or its nominees), **including the right to speak and vote,** as if ~~he/they were the~~ **the representative was an** individual natural shareholder(s) of the Company.
The Company shall be entitled to require the proxy attending the shareholders' general meeting on behalf of a shareholder to present his identification document and the proxy forms.	The Company shall be entitled to require the proxy attending the shareholders' general meeting on behalf of a shareholder to present his identification document and the proxy forms.
If a legal person shareholder appoints its representative to attend the meeting, the Company is entitled to require the representative to present his identification document or a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other organs of authority of such legal person shareholder or other certified copies permitted by the Company (except for the Recognized Clearing House or its proxies).	If a legal person shareholder appoints its representative to attend the meeting, the Company is entitled to require the representative to present his identification document or a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other organs of authority of such legal person shareholder or other certified copies permitted by the Company (except for the Recognized Clearing House or its proxies).

Content before amendment	Content after amendment
Article 87 The following matters shall be resolved by special resolution at a shareholders' general meeting:	Article 87 The following matters shall be resolved by special resolution at a shareholders' ~~general~~ meeting:
(1) increase or reduction of the Company's share capital, repurchase of the Company's shares and issue of shares of any class, warrants and other similar securities;	(1) increase or reduction of the Company's share capital, repurchase of the Company's shares and issue of shares of any class, warrants and other similar securities;
(2) issue of debentures of the Company;	(2) issue of debentures of the Company;
(3) demerger, merger, dissolution, liquidation and change of corporate form of the Company;	(3) demerger, merger, dissolution, liquidation and change of corporate form of the Company;
(4) purchases or sales of material assets or guarantees made by the Company in excess of 30% of the total assets of the Company within a year;	(4) purchases or sales of material assets or guarantees made by the Company in excess of 30% of the total assets of the Company within a year;
(5) amendment to the Articles of Association; and	(5) amendment to the Articles of Association; ~~and~~
(6) any other matters stipulated by the laws, administrative regulations or the Articles of Association or determined by an ordinary resolution at a shareholders' general meeting as having a material impact on the Company and requiring to be resolved by special resolution.	(6) **a variation of the rights attached to the Shares; and** (~~6~~**7**) any other matters stipulated by the laws, administrative regulations or the Articles of Association or determined by an ordinary resolution at a shareholders' ~~general~~ meeting as having a material impact on the Company and requiring to be resolved by special resolution.

Content before amendment	Content after amendment
Article 89 The board of supervisor shall be entitled to propose to the board of directors the convening of an extraordinary general meeting or a class meeting, provided that such proposal shall be made in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting or a class meeting within ten (10) days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary general meeting or a class meeting, a notice of meeting shall be issued within five (5) days after the passing of the relevant resolution by the board of directors. Any change to the original proposal made in the notice shall obtain the approval of the board of supervisor. If the board of directors does not agree to convene an extraordinary general meeting or a class meeting or does not furnish any reply within ten (10) days after receiving such proposal, the board of directors shall be deemed as incapable of performing or failing to perform the duty of convening a general meeting or a class meeting, in which case the board of supervisor may convene and preside over such meeting on an unilateral basis.	Article 89 The board of supervisor shall be entitled to propose to the board of directors the convening of an extraordinary **shareholders'** ~~general~~ meeting ~~or a class meeting~~, provided that such proposal shall be made in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary **shareholders'** ~~general~~ meeting ~~or a class meeting~~ within ten (10) days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary **shareholders'** ~~general~~ meeting ~~or a class meeting~~, a notice of meeting shall be issued within five (5) days after the passing of the relevant resolution by the board of directors. Any change to the original proposal made in the notice shall obtain the approval of the board of supervisor. If the board of directors does not agree to convene an extraordinary **shareholders'** ~~general~~ meeting ~~or a class meeting~~ or does not furnish any reply within ten (10) days after receiving such proposal, the board of directors shall be deemed as incapable of performing or failing to perform the duty of convening a **shareholders'** ~~general~~ meeting ~~or a class meeting~~, in which case the board of supervisor may convene and preside over such meeting on an unilateral basis.

Content before amendment	Content after amendment
The general meeting or class meeting convened by the board of supervisor shall be chaired by the chairman of the board of supervisor. When the chairman of board of supervisor is unable or fails to perform his duties, one (1) supervisor shall be elected by half or more of the supervisors to convene and preside over meetings of the board of supervisor.	The **shareholders'** ~~general~~ meeting ~~or class meeting~~ convened by the board of supervisor shall be chaired by the chairman of the board of supervisor. When the chairman of board of supervisor is unable or fails to perform his duties, one (1) supervisor shall be elected by half or more of the supervisors to convene and preside over meetings of the board of supervisor.
Article 90 Where any shareholders request for the convention of an extraordinary general meeting or a class meeting, the following procedures shall be followed:	Article 90 Where any shareholders request for the convention of an extraordinary **shareholders'** ~~general~~ meeting ~~or a class meeting~~, the following procedures shall be followed:
(1) Two or more shareholders who individually or in aggregate hold more than ten per cent (10%, included) of the Company's shares with voting right shall have the right to request in writing, a copy or more in the same form and content with the proposals to be discussed, the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall convene the extraordinary general meeting or class meeting as soon as possible after it has received the request. The numbers of shares held by the shareholder(s) shall be counted on the date of the request in writing.	(1) **On the one vote per share basis,** shareholders who individually or collectively hold ~~Two or more shareholders who individually or in aggregate hold more than ten per cent (10%, included) of the Company's shares with voting right~~ more than 10% of the Company's shares shall have the right to request in writing, a copy or more in the same form and content with the proposals to be discussed, the board of directors to convene an extraordinary **shareholders'** ~~general~~ meeting ~~or a class meeting,~~ **and to include proposals in the agenda of the meeting.** The board of directors shall convene the extraordinary **shareholders'** ~~general~~ meeting ~~or class meeting~~ as soon as possible after it has received the request. The numbers of shares held by the shareholder(s) shall be counted on the date of the request in writing.

Content before amendment	Content after amendment
(2) If the board of directors fails to give the notice to convene the meeting within thirty (30) days after it received the aforesaid written request, the shareholders who propose the requirement shall have the right to request in writing the board of supervisor to convene the extraordinary shareholders' general meeting or class meeting. If the board of supervisor agrees to convene an extraordinary general meeting or a class meeting, a notice of meeting shall be issued within five (5) days after the passing of the relevant resolution by the board of supervisor. Any change to the original proposal made in the notice shall obtain the approval of the relevant shareholders. If the board of supervisor does not issue a notice of the meeting within the time limits, the board of supervisor shall be deemed as incapable of performing or failing to convene and chair a general meeting, in which case the shareholders who individually or in aggregate hold more than ten per cent of the Company's shares within more than ninety (90) consecutive days may convene and preside over such meeting on an unilateral basis.	(2) If the board of directors fails to give the notice to convene the meeting within thirty (30) days after it received the aforesaid written request, the shareholders who propose the requirement shall have the right to request in writing the board of supervisor to convene the extraordinary **shareholders'** ~~general~~ meeting ~~or class meeting~~. If the board of supervisor agrees to convene an extraordinary **shareholders'** ~~general~~ meeting ~~or a class meeting~~, a notice of meeting shall be issued within five (5) days after the passing of the relevant resolution by the board of supervisor. Any change to the original proposal made in the notice shall obtain the approval of the relevant shareholders. If the board of supervisor does not issue a notice of the meeting within the time limits, the board of supervisor shall be deemed as incapable of performing or failing to convene and chair a **shareholders'** ~~general~~ meeting, in which case the shareholders who individually or in aggregate hold more than ten per cent of the Company's shares within more than ninety (90) consecutive days may convene and preside over such meeting on an unilateral basis.

Content before amendment	Content after amendment
Any reasonable expenses incurred by the shareholders or the board of supervisor concerned by reason of failure by the board of directors to duly convene a meeting shall be repaid by the Company and any sum so repaid shall be set-off against sums owed by the Company to the defaulting directors. In the shareholders general meeting, the board of directors and the board of supervisors shall answer or give explanation to the inquiries and proposals raised by shareholder(s), unless otherwise related to confidential business information which is not allowed to disclose.	Any reasonable expenses incurred by the shareholders or the board of supervisor concerned by reason of failure by the board of directors to duly convene a meeting shall be repaid by the Company and any sum so repaid shall be set-off against sums owed by the Company to the defaulting directors. In the shareholders' ~~general~~ meeting, the board of directors and the board of supervisors shall answer or give explanation to the inquiries and proposals raised by shareholder(s), unless otherwise related to confidential business information which is not allowed to disclose.
Chapter 9 Special Procedures for Voting by a Class of Shareholders Article 95 Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association. Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the equity capital of the Company 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" or "limited voting".	~~Chapter 9 Special Procedures for Voting by a Class of Shareholders~~ ~~Article 95 Those shareholders who hold different classes of shares are class shareholders.~~ ~~Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.~~ ~~Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares.~~ ~~Where the equity capital of the Company 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" or "limited voting".~~

Content before amendment	Content after amendment
Article 96 Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by the class shareholders affected at a separate meeting conducted in accordance with Articles 98 to 102.	~~Article 96 Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by the class shareholders affected at a separate meeting conducted in accordance with Articles 98 to 102.~~
Article 97 The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:	~~Article 97 The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:~~
(1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting right or right to dividends or privileges equal or superior to those of shares of that class;	~~(1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting right or right to dividends or privileges equal or superior to those of shares of that class;~~
(2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;	~~(2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;~~
(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;	~~(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;~~
(4) to reduce or remove preferential rights attached to shares of that class to receive dividends or the distribution of assets in the event that the Company is liquidated;	~~(4) to reduce or remove preferential rights attached to shares of that class to receive dividends or the distribution of assets in the event that the Company is liquidated;~~

Content before amendment	Content after amendment
(5) to add, remove or reduce share conversion rights, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;	~~(5) to add, remove or reduce share conversion rights, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;~~
(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;	~~(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;~~
(7) to create a new class of shares having voting right, right to dividends or other privileges equal or superior to those of the shares of that class;	~~(7) to create a new class of shares having voting right, right to dividends or other privileges equal or superior to those of the shares of that class;~~
(8) to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;	~~(8) to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;~~
(9) to allot and issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;	~~(9) to allot and issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;~~
(10) to increase the rights or privileges of shares of another class;	~~(10) to increase the rights or privileges of shares of another class;~~
(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders; and	~~(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders; and~~
(12) to vary or abrogate any provision of this Chapter.	~~(12) to vary or abrogate any provision of this Chapter.~~

Content before amendment	Content after amendment
Article 98 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning subparagraphs (2) to (8), (11) and (12) of Article 97, but interested shareholder(s) shall not be entitled to vote at such class meetings. "(An) interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in case of an offer for share repurchase on a pro rata basis to all shareholders or a share buyback through public dealings on a stock exchange in compliance with Article 31 of the Articles of Association, a controlling shareholder within the meaning of Article 60 of the Articles of Association; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 31, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the other shareholders of that class.	~~Article 98 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning subparagraphs (2) to (8), (11) and (12) of Article 97, but interested shareholder(s) shall not be entitled to vote at such class meetings.~~ ~~"(An) interested shareholder(s)", as such term is used in the preceding paragraph, means:~~ ~~(1) in case of an offer for share repurchase on a pro rata basis to all shareholders or a share buyback through public dealings on a stock exchange in compliance with Article 31 of the Articles of Association, a controlling shareholder within the meaning of Article 60 of the Articles of Association;~~ ~~(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 31, a holder of the shares to which the proposed agreement relates;~~ ~~(3) in the case of a restructuring of the Company, a shareholder who assumes a lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the other shareholders of that class.~~

Content before amendment	Content after amendment
Article 99 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 98, are entitled to vote thereat. Article 100 In the event that the Company convenes a class meeting, a notice (for annual general meeting) and a notice or an announcement (for extraordinary general meeting) specifying the matters to be considered at, and the date and location for, the meeting shall be issued to the shareholders whose names appear on the register of shareholders of such class twenty business days (for annual general meeting) and ten business days or fifteen days (whichever is longer) (for extraordinary general meeting) before the time appointed for holding such meeting. The quorum for a separate meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class. Article 101 Notice of class meetings need only be served on shareholders entitled to vote thereat. Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of the Articles of Association relating to the manner for convening shareholders' general meetings are also applicable to class meetings.	~~Article 99 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 98, are entitled to vote thereat.~~ ~~Article 100 In the event that the Company convenes a class meeting, a notice (for annual general meeting) and a notice or an announcement (for extraordinary general meeting) specifying the matters to be considered at, and the date and location for, the meeting shall be issued to the shareholders whose names appear on the register of shareholders of such class twenty business days (for annual general meeting) and ten business days or fifteen days (whichever is longer) (for extraordinary general meeting) before the time appointed for holding such meeting.~~ ~~The quorum for a separate meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.~~ ~~Article 101 Notice of class meetings need only be served on shareholders entitled to vote thereat.~~ ~~Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of the Articles of Association relating to the manner for convening shareholders' general meetings are also applicable to class meetings.~~

Content before amendment	Content after amendment
Article 102 Apart from the holders of other classes of shares, the holders of the Domestic Shares and holders of the H Shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic Shares and the H Shares; (2) where the Company's plan to issue Domestic Shares and the H Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council; or (3) where the share(s) held by the domestic shareholder(s) may be transferred to overseas investors, and such transferred shares may be listed or trade on an overseas stock exchange, subject to the approval of the securities authority of the State Council.	~~Article 102 Apart from the holders of other classes of shares, the holders of the Domestic Shares and holders of the H Shares shall be deemed to be holders of different classes of shares.~~ ~~The special procedures for approval by a class of shareholders shall not apply in the following circumstances:~~ ~~(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic Shares and the H Shares;~~ ~~(2) where the Company's plan to issue Domestic Shares and the H Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council; or~~ ~~(3) where the share(s) held by the domestic shareholder(s) may be transferred to overseas investors, and such transferred shares may be listed or trade on an overseas stock exchange, subject to the approval of the securities authority of the State Council.~~

Content before amendment	Content after amendment
Article 103 The Company shall have a board of directors which shall be accountable to the shareholders' general meeting. The board of directors shall consist of nine directors. The board of directors shall have one chairman, one vice chairman and three independent non-execute directors.	Article 103 The Company shall have a board of directors which shall be accountable to the shareholders' general meeting. The board of directors shall consist of nine directors. The board of directors shall have one chairman, one vice chairman and three independent non-execute directors. **At least one of the independent non-execute directors is an accounting professional. The Company shall establish an audit committee under the board of directors. The members of the audit committee shall be directors who do not serve as senior management of the listed company, of which a majority shall be independent non-execute directors, with accounting professionals among the independent non-execute directors serving as conveners.**

Content before amendment	Content after amendment
Article 104 A director of the Company shall be a natural person and he/she is not required to hold any share of the Company. Directors of the Company comprise executive directors, non-executive directors and independent non-executive directors. Executive directors refer to directors who assume the operation and management duties within the Company. Non-executive directors refer to directors who do not assume the operation and management duties within the Company and do not have independence pursuant to the law. Independent non-executive directors refer to directors who satisfy the requirements under section 2 of chapter 10 of the Articles of Association. Directors shall have the qualifications as required by laws.	Article 104 A director of the Company shall be a natural person and he/she is not required to hold any share of the Company. Directors of the Company comprise executive directors, non-executive directors and independent non-executive directors. Executive directors refer to directors who assume the operation and management duties within the Company. Non-executive directors refer to directors who do not assume the operation and management duties within the Company and do not have independence pursuant to the law. Independent non-executive directors refer to directors who satisfy the requirements under section 2 of chapter 10 of the Articles of Association. Directors shall have the qualifications as required by laws.
Directors shall be elected or replaced at the shareholders' general meeting or dismissed at the shareholders' general meeting before the expiry of their terms. Each director has a term of three years. A director may be re-elected upon the expiration of his/her term. However, an independent non-executive director shall not serve more than nine years consecutively.	Directors shall be elected or replaced at the shareholders' general meeting or **be removed and** dismissed **from their positions in accordance with Article 111** at the shareholders' general meeting before the expiry of their terms**, but such removal shall not affect the director's claim for damages under any contract.** Each director has a term of three years. A director may be re-elected upon the expiration of his/her term. However, an independent non-executive director shall not serve more than ~~nine~~ **six** years consecutively.
The term of office of an independent non-executive directors office shall be three years and renewable upon re-election but shall not exceed six years.	The term of office of an independent non-executive directors office shall be three years and renewable upon re-election but shall not exceed six years.

Content before amendment	Content after amendment
Article 105 The list of candidates for directors shall be submitted to the shareholders' general meeting in the form of motion for approval. Directors shall report the profile and basic information of candidates for directors. Candidates for directors other than independent executive directors shall be nominated by the board of directors, the board of supervisors or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected at the shareholders' general meeting. Candidates for independent executive directors of the Company shall be nominated by the board of directors, the board of supervisors or shareholders who individually or jointly hold 1% or more of the Company's voting shares and be elected at the shareholders' general meeting.	Article 105 The list of candidates for directors shall be submitted to the shareholders' general meeting in the form of motion for approval. Directors shall report the profile and basic information of candidates for directors. Candidates for directors other than independent executive directors shall be nominated by the board of directors, the board of supervisors or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected at the shareholders' general meeting. Candidates for independent executive directors of the Company shall be nominated by the board of directors, the board of supervisors or shareholders who individually or jointly hold 1% or more of the Company's ~~voting~~ shares **in issue** and be elected at the shareholders' general meeting.

Content before amendment	Content after amendment
Article 112 The Company shall set up independent non-executive directors system. Independent non-executive directors refer to the directors who hold no position in the company other than the position of director, and who maintain no relations with the Company and its major shareholder that might prevent them from making objective judgment independently. The term of office of an independent non-executive directors office shall be three years and renewable upon re-election but shall not exceed nine years. Candidates for independent executive directors of the Company shall be nominated by the board of directors, the board of supervisors or shareholders who individually or jointly hold 1% or more of the Company's voting shares and be elected at the shareholders' general meeting.	Article 112 The Company shall set up independent non-executive directors system. Independent non-executive directors refer to the directors who hold no position in the company other than the position of director, and who maintain no relations with the Company and its major shareholder that might prevent them from making objective judgment independently. The term of office of an independent non-executive directors office shall be three years and renewable upon re-election but shall not exceed ~~nine~~ **six** years. Candidates for independent executive directors of the Company shall be nominated by the board of directors, the board of supervisors or shareholders who individually or jointly hold 1% or more of the Company's ~~voting~~ shares **in issue** and be elected at the shareholders' general meeting. **The nominator shall not nominate any person who has an interest in the nominator or any other closely related person who may affect the independent performance of his or her duties as a candidate for Independent Director.** **Investor protection institutions established by law may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf.**

Content before amendment	Content after amendment
Article 117 The board of directors is accountable to the shareholders' general meeting and exercises the following functions and powers:	Article 117 The board of directors is accountable to the shareholders' general meeting and exercises the following functions and powers:
(1) To convene shareholders' general meetings and to report on its work at shareholders' general meetings;	(1) To convene shareholders' general meetings and to report on its work at shareholders' general meetings;
(2) To implement the resolutions passed at shareholders' general meetings;	(2) To implement the resolutions passed at shareholders' general meetings;
(3) To determine the Company's business plan and investment proposals;	(3) To determine the Company's business plan and investment proposals;
(4) To formulate the Company's annual final financial budgets and final accounts;	(4) To formulate the Company's annual final financial budgets and final accounts;
(5) To formulate the Company's proposed profit distribution proposal and plan for making up for losses;	(5) To formulate the Company's proposed profit distribution proposal and plan for making up for losses;
(6) To formulate the Company's debt and financial policies ~~and~~, proposals for the increase or reduction of registered capital and plans for the issue of any type of securities (including, but not limited to, corporate bonds) and its listing or repurchase of the Company's shares;	(6) To formulate the Company's debt and financial policies ~~and~~, proposals for the increase or reduction of registered capital and plans for the issue of any type of securities (including, but not limited to, corporate bonds) and its listing or repurchase of the Company's shares**, and decide to issue new shares in accordance with the Articles of Association of the Company or the authorization of the shareholders' meeting;**

Content before amendment	Content after amendment
(7) To prepare plans for the major acquisitions or disposals of the Company or merger, division, dissolution or change of corporate forms of the Company;	(7) To prepare plans for the major acquisitions or disposals of the Company or merger, division, dissolution or change of corporate forms of the Company;
(8) To decide, save for those matters that are required to be submitted to and considered at the General Meeting pursuant to the relevant laws, regulation and regulatory documents (notably the Mandatory Provisions for Companies Listed Overseas), as well as other provisions under the Articles and the listing rules of the stock exchange where the shares of the Company are listed (under which the most stringent requirements apply), on matters such as external investment, purchase or sale of assets, pledge of assets, entrusted financial management and connected transaction;	(8) To decide, save for those matters that are required to be submitted to and considered at the General Meeting pursuant to the relevant laws, regulation and regulatory documents ~~(notably the Mandatory Provisions for Companies Listed Overseas)~~, as well as other provisions under the Articles and the listing rules of the stock exchange where the shares of the Company are listed (under which the most stringent requirements apply), on matters such as external investment, purchase or sale of assets, pledge of assets, entrusted financial management and connected transaction;
(9) To consider external guarantees of the Company which are not within the scope of consideration at the shareholders' general meeting of the Company in accordance with the laws, regulations and provisions of the Articles of Association;	(9) To consider external guarantees of the Company which are not within the scope of consideration at the shareholders' general meeting of the Company in accordance with the laws, regulations and provisions of the Articles of Association;

Content before amendment	Content after amendment
(10) To decide on the Company's internal management structure and the establishment or cancellation of the Company's branches and other branches	(10) To decide on the Company's internal management structure and the establishment or cancellation of the Company's branches and other branches
(11) To elect the Company's chairman and vice chairman;	(11) To elect the Company's chairman and vice chairman;
(12) To appoint or remove the Company's president and to appoint or remove the vice presidents, financial controller, secretary to the board of directors as nominated by the president and to decide on their remuneration, incentive and punishment;	(12) To appoint or remove the Company's president and to appoint or remove the vice presidents, financial controller, secretary to the board of directors as nominated by the president and to decide on their remuneration, incentive and punishment;
(13) To formulate proposals for any amendment of the Articles of Association;	(13) To formulate proposals for any amendment of the Articles of Association;
(14) To formulate, review and supervise the Company's basic management system, policies and practices;	(14) To formulate, review and supervise the Company's basic management system, policies and practices;
(15) To formulate the Company's share incentive scheme;	(15) To formulate the Company's share incentive scheme;
(16) To deal with disclosures of information on our Company;	(16) To deal with disclosures of information on our Company;
(17) To propose to the shareholders' general meetings the appointment or replacement of the auditor of the Company;	(17) To propose to the shareholders' general meetings the appointment or replacement of the auditor of the Company;

Content before amendment	Content after amendment
(18) To receive the work reports submitted by the Company's president, to approve the work reports of the president and to examine works of the president;	(18) To receive the work reports submitted by the Company's president, to approve the work reports of the president and to examine works of the president;
(19) To review and monitor the Company's policies and practices on its compliance with the laws and regulatory requirements;	(19) To review and monitor the Company's policies and practices on its compliance with the laws and regulatory requirements;
(20) To review the Company's compliance with the Codes on Corporate Governance as set out in the Hong Kong Listing Rules and disclosures in the Corporate Governance Report;	(20) To review the Company's compliance with the Codes on Corporate Governance as set out in the Hong Kong Listing Rules and disclosures in the Corporate Governance Report;
(21) To decide on other important matters and administrative matters except for those that the laws, administrative regulations, rules of competent authorities and the Articles of Association require to be resolved at the shareholders' general meeting, and to execute other important agreements;	(21) To decide on other important matters and administrative matters except for those that the laws, administrative regulations, rules of competent authorities and the Articles of Association require to be resolved at the shareholders' general meeting, and to execute other important agreements;
(22) To exercise other functions and powers conferred by the laws, regulations, rules of competent authorities, listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association as well as the shareholders' general meeting.	(22) To exercise other functions and powers conferred by the laws, regulations, rules of competent authorities, listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association as well as the shareholders' general meeting.

Content before amendment	Content after amendment
Other than resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (13) of this Article, which shall be passed by more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of the directors. The board of directors shall carry out its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders. The board of directors of the company should explain to the shareholders' general meeting the financial report of the Company, whenever a registered accountant presents a qualified opinion. Upon the unanimous consent of the board of directors, one or several directors may be authorised to exercise the functions and powers of the board of directors under sub-paragraph (1) of this article provided that any matter involving substantial interest of the Company shall be decided by collective decision. The authorization of the board of directors shall be specific and concrete in contents.	Other than resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (13) of this Article, which shall be passed by more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of the directors. The board of directors shall carry out its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders. The board of directors of the company should explain to the shareholders' general meeting the financial report of the Company, whenever a registered accountant presents a qualified opinion. Upon the unanimous consent of the board of directors, one or several directors may be authorised to exercise the functions and powers of the board of directors under sub-paragraph (1) of this article provided that any matter involving substantial interest of the Company shall be decided by collective decision. The authorization of the board of directors shall be specific and concrete in contents.

Content before amendment	Content after amendment
Article 186 The remuneration of an accounting firm or the manner in which such remuneration is determined shall be decided by a shareholders' general meeting.	Article 186 ~~The remuneration of an accounting firm or the manner in which such remuneration is determined shall be decided by a shareholders' general meeting.~~ **The remuneration of the accounting firm appointed by the board of directors is initially proposed by the board of directors, but the compensation for the accounting firm or the method of determining such compensation is ultimately decided by the shareholders' general meeting.** ~~The remuneration of the accounting firm appointed by the board of directors shall be determined by the board of directors.~~
Chapter 20 Merger and Division To add a new article after Article 196	**Article 197: When the payment made by the Company for a merger does not exceed ten percent of the Company's latest audited net assets and has been approved by the board of directors, a resolution by the shareholders' meeting may not be required.**
Article 208 Amendment of the Articles of Association which involves the content of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council and the securities authority of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with law.	Article 208 **If an amendment** ~~Amendment~~ of the Articles of Association ~~which~~ involves ~~the content of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council and the securities authority of the State Council. If there is any change relating to~~ the registered particulars of the Company, application shall be made for change in registration in accordance with law.

The biographical details of Dr. Cheng Kin Pang and Mr. Xia Jiebin who will each be proposed to be appointed as an independent non-executive Director at the AGM are set out as follows:

DR. CHENG KIN PANG (鄭健鵬) ("DR. CHENG")

Dr. Cheng, aged 42, obtained a bachelor degree of business administration from The Open University of Hong Kong in December 2006 and a masters of laws in international economic law from the Chinese University of Hong Kong in November 2012. He has also obtained a doctor degree of business administration from Apollos University in September 2016 and another doctor degree of business administration from the Hong Kong Polytechnic University in 2022.

Dr. Cheng was admitted as a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) in July 2010 and as member of the Institute of Charted Accountants (ICAEW) in January 2013.

From March 2010 to March 2012, Dr. Cheng served as the Chief Financial Officer of China Fortune Investments (Holding) Limited (formerly known as China Public Healthcare (Holdings) limited) (stock code then: 8116). From January 2014 to April 2014, he served as a non-executive director as Sing Pao Media Enterprises Limited ("**Sing Pao Media**") (stock code then: 8010). From April 2014 to October 2014, he was re-designated as an executive director of Sing Pao Media. From October 2014 to June 2016, he served as an executive director of Global Strategic Group Limited (stock code: 8007). From 15 December 2015 to 25 February 2020, he served as an executive director of Century Energy International Holdings Limited (formerly known as China Oil Gangran Energy Group Holdings Limited) (stock Code: 8132) and its company secretary from 31 October 2016 to 22 April 2020. From August 2016 to September 2017, he served as an independent non-executive director of Success Dragon International Holdings Limited (stock code: 1182).

MR. XIA JIEBIN（夏杰斌）(“MR. XIA”)

Mr. Xia, aged 51, obtained a bachelor degree of business administration in international accounting at Xi’an University in July 1996. He was admitted as a certified accountant in China in June 1999 and as a certificate public valuer in China in March 2003.

From July 1996 to October 1999, Mr. Xia served at 紹興市審計事務所 (Shaoxing Audit Firm*). From November 1999 to April 2008, he served as the deputy director at 紹興中興會計師事務所有限公司 (Shaoxing Zhongxing Certified Public Accountants Co., Ltd.*). Since May 2008, he served as a director of 紹興中興會計師事務所有限公司 (Shaoxing Zhongshen Certified Public Accountants Co., Ltd.*). From November 2009 to November 2015, he served as the review expert for major state-owned asset valuation projects in Shaoxing County. In September 2019, he was appointed as an independent non-executive director of Zhejiang Great Southeast Corp. Ltd. (SZ stock code: 002063.SZ) In August 2021, he was appointed as an independent non-executive director of Zhejiang Jinggong Integration Technology Co., Ltd. (SZ stock code: 002006.SZ). From January 2022 to December 2024, He served as a graduate supervisor for the master of professional accounting program at Shaoxing University.

Each of Dr. Cheng and Mr. Xia has also confirmed that (i) they meet the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) they have no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which might affect their independence at the time of their appointments and as at the Latest Practicable Date.

Upon the appointment being approved by the Shareholders at the AGM, each of Dr. Cheng and Mr. Xia will enter into a letter of appointment with the Company for a term commencing from the effective date of his appointment and ending on 30 May 2028. Pursuant to the Articles, each of Dr. Cheng and Mr. Xia will be subject to re-election by the Shareholders as well as other related provisions as stipulated in the Articles of Association and the Listing Rules. Dr. Cheng will be entitled to director’s fee of HKD180,000 per annum and Mr. Xia will be entitled to director’s fee of RMB60,000 per annum. Their remuneration packages were determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including their experience, duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed in this circular and as at the Latest Practicable Date, Dr. Cheng and Mr. Xia (i) did not hold any directorships in other Hong Kong or overseas listed companies in the last three years, or hold any other positions in the Company or any of its subsidiaries; (ii) did not have any relationship with any Director, supervisor, senior management or substantial shareholders of the Company; and (iii) did not have or were deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinances).

As at the Latest Practicable Date and save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Dr. Cheng and Mr. Xia which the Board considers necessary to be brought to the attention of the Shareholders.

CANDIDATES OF EXECUTIVE DIRECTORS

Mr. BIAN Yu（**邊宇**）, aged 41, was re-elected as an executive Director and the general manager of the Company on 30 May 2022. Mr. Bian was also appointed as the Vice-chairman of the Board on 15 February 2023. Mr. Bian has approximately 20 years of experience in the business of provision of atmospheric pollution control solutions. Mr. Bian has also been the executive director of various subsidiaries of the Company including Zhejiang Tianjie Environmental Engineering Company Limited*（浙江天潔環境工程有限公司）("**Tianjie Environmental Engineering**") and Zhuji City Tianjie Electronic and Technology Co., Ltd.*（諸暨市天潔電子科技有限公司）and Turpan Environmental Technology Co., Ltd.*（吐魯番天潔環境科技有限公司）since March 2008, June 2009 and July 2013 respectively.

Mr. Bian Yu has worked as a director of Tengy Group Limited*（天潔集團有限公司）("**TGL**") since August 2003. He is responsible for the overall strategies, planning and business development of TGL. Particularly, he focuses on the management of the business of the provision of atmospheric pollution control solutions carried on by TGL prior to the establishment of the Company in December 2009. From September 2005 to December 2007, he served in various positions such as general commander and general manager in different departments in the subsidiaries of TGL such as Zhejiang Runtian Magnetic Materials Co., Ltd.*（浙江潤天磁性材料有限公司）("**Runtian Magnetic Materials**"), Zhejiang Tianjie New Materials Co., Ltd.*（浙江天潔新材料有限公司）("**Tianjie New Materials**") and Zhejiang Tianjie Magnetic Materials Co., Ltd*.（浙江天潔磁性材料股份有限公司）which were principally engaged in manufacturing, processing and marketing of steel blade and he was mainly responsible for the overall operation and production management.

He worked as a director in various companies such as Zhejiang Tianjie General Machinery Co., Ltd.*（浙江天潔通用機械有限公司）("**Tianjie General Machinery**") (being principally engaged in manufacturing and marketing of machinery and parts) since April 2008, Shanghai Pingchuan Metal Material Co., Ltd*（上海平川金屬材料有限公司）(being principally engaged in sale of metal materials, construction materials and chemical raw materials) from July 2010 to October 2012, Shanghai Guotuo Mining Investments Limited*（上海國拓礦業投資有限公司）(being principally engaged in management and exploration of mines and development of mining technology) from August 2010 to May 2015, Zhuji Tengy Small Loan Co. Ltd*（諸暨市天潔小額貸款有限公司）(being principally engaged in providing small loan and financial consultancy service in Zhuji City) from June 2011 to December 2016, and as chairman of the board of Zhuji City Tianyu Industry Investment Ltd*（諸暨市天宇實業投資有限公司）(being principally engaged in real estate development and property investment) from November 2011 to February 2016 and as executive director of Zhuji City Runtian Property Management Ltd.*（諸暨市潤天物業管理有限公司）(being principally engaged in property management) since September 2011. He was mainly responsible for advising on operational and business strategy of the foregoing entities.

Mr. Bian is currently the Vice President of Zhejiang Association of Equipment Industries for Environmental Protection（浙江省環保裝備行業協會理事會）. He has also been the deputy officer member*（副主任委員）of the Electrostatic Precipitator Committee of The Environmental Protection Industry*（中國環境保護產業協會電除塵委員會第六屆電除塵委員會）since February 2014.

Mr. Bian graduated with a bachelor's degree in mechanical engineering and automation from Zhejiang University（浙江大學）in June 2005. He obtained his master of science degree in corporate and international finance from University of Durham in the United Kingdom in January 2008. He is the son of Mr. Bian Jianguang, the brother of Ms. Bian Shu and the brother-in-law of Mr. Zhang Yuanyuan.

As at the Latest Practicable Date, Mr. Bian Yu is interested in (a) 40,500,350 Domestic Shares held by TGL, a company which is regarded as a controlled corporation of Mr. Bian Yu; and (b) 7,693,250 Domestic Shares directly held by himself, which in aggregate represent approximately 35.70% of the share capital of the Company.

Mr. Bian Yu is a member of the family comprising Mr. Bian Jianguang, Ms. Bian Shu and himself ("**Bian Family**") and the Bian Family is a controlling Shareholder (within the meaning of the Listing Rules of the Company ("**Controlling Shareholders**", each being a "**Controlling Shareholder**").

Mr. ZHANG Yuanyuan（章袁遠）, aged 43, is an executive Director of the Company appointed on 30 May 2022. Mr. Zhang Yuanyuan has approximately 14 years of experience in the business of the provision of atmospheric pollution control solutions.

From May 2007 to January 2009, Mr. Zhang Yuanyuan worked as the general manager of Jiangxi Chenyu Aluminium Industry Ltd.*（江西晨宇鋁業有限公司）("**Chenyu Lvye**") which was principally engaged in the non-ferrous metals processing, production, marketing and trading of machineries and components, metal products and components, metal doors and windows and electrical products, and he was responsible for its overall operation and management. He has been working as the director of Zhejiang Tianjie New Energy Co., Ltd. (being principally engaged in wind power generation and solar power generation) since May 2008 and was responsible for giving advice on operation strategy, attending board meeting and evaluation of business operation and development strategy. He has been working as the president of TGL since January 2009 and is responsible for the overall management and business operation of TGL. He is currently the vice chairman of Shanghai Aluminum Trade Association（上海鋁業行業協會）. He was a non-executive Director of the Company from 28 December 2009 to 31 May 2019.

Mr. Zhang Yuanyuan holds a bachelor's degree of applied physics from Tongji University (同濟大學) in July 2003. He holds a master degree of engineering management from the University of Technology, Sydney (悉尼科技大學) in Australia in July 2007. He is the spouse of Ms. Bian Shu, the brother-in-law of Mr. Bian Yu and the son-in-law of Mr. Bian Jianguang. Mr. Bian Yu, Ms. Bian Shu and Mr. Bian Jianguang are members of the Bian Family and the Bian Family is a Controlling Shareholder.

As at the Latest Practicable Date, Mr. Zhang Yuanyuan is deemed to be interested in 2,739,750 Domestic Shares held by his spouse, Ms. Bian Shu, which represent approximately 2.03% of the share capital of the Company.

Ms. BIAN Shu (邊姝), aged 43, is an executive Director and the deputy manager of the administration department of the Company. She was re-elected as an executive Director on 30 May 2022, and has served as the deputy manager of the administration department of the Company since September 2014. Previously, Ms. Bian Shu worked as the manager of the human resources department of TGL from February 2006 to January 2010 and was responsible for the human resources management and administration work of TGL. She worked as the chief financial officer of TGL between February 2010 to December 2011 and was responsible for accounting matters and financial planning and management. Ms. Bian Shu served as the vice president of TGL from December 2011 to August 2014, and was responsible for day-to-day operations and management and to deputise the president when necessary. Furthermore, she served as the chairman of the supervisory committee of the Company ("Supervisory Committee", each member thereof being "Supervisor") from 28 December 2009 to 31 May 2016 and as the employee representative Supervisor from 10 May 2014 to 31 May 2016, and was primarily responsible for supervising and overseeing the performance of the Directors and other senior management members of the Company.

Ms. Bian Shu holds a bachelor's degree of philosophy from Zhejiang University in June 2003. She holds a master degree of international business from the University of Sydney in October 2006. She is the sister of Mr. Bian Yu, the daughter of Mr. Bian Jianguang and the spouse of Mr. Zhang Yuanyuan. Ms. Bian Shu is a member of the Bian Family and the Bian Family is a Controlling Shareholder.

As at the Latest Practicable Date, Ms. Bian Shu is interested in 2,739,750 Domestic Shares directly held by herself, which represent approximately 2.03% of the share capital of the Company.

CANDIDATES OF NON-EXECUTIVE DIRECTORS

Mr. ZHU Xian Bo（祝賢波）, aged 58, is a non-executive Director re-elected on 30 May 2022. He was appointed as the Chairman of the Board on 15 February 2023. He was appointed as the director of the corporate governance department and project management department at the second silk factory in Zhuji City from February 1987 to July 1994; the deputy general manager of Zhuji Jiasi Knitters Co., Ltd.*（諸暨佳思織造有限責任公司）from July 1994 to January 2002; the deputy general manager of Zhejiang Hanyu Security Technology Co., Ltd.*（浙江漢宇安全技術有限公司）from February 2002 to September 2003; the deputy factory director of Zhuji Chengguan Aluminum Products Factory*（諸暨市城關鋁製品廠）from September 2003 to January 2006; the general manager of Zhuji Huahai Anlun Co., Ltd.*（諸暨華海氨綸有限公司）from February 2006 to March 2009; the deputy general manager of Zhejiang Junmashen Aluminium Co., Ltd.*（浙江軍馬神鋁業有限公司）from April 2009 to March 2017. He has served as the vice president of TGL since March 2017.

Mr. Zhu Xian Bo attended the national higher education entrance examination in July 1984, was admitted to Zhejiang Ningbo Mechanic Industrial School*（浙江寧波機械工業學校）in September the same year, and obtained a Diploma of Business Administration from Zhejiang Ningbo Mechanic Industrial School*（浙江寧波機械工業學校）in January 1987; passed the self-study examination for higher education in December 1991 and received a Diploma of Industrial Management Engineering from Zhejiang University of Technology; pursued postgraduate study of management science and engineering in Zhejiang University from June 2000 to March 2002 and obtained completion certificate; received an undergraduate diploma in law through online education from Southwest University of Science and Technology in June 2005. He was recognised as a senior economist by Zhuji Municipal Personnel Bureau（諸暨市人事局）, and was granted the qualification of practising as a senior engineer by Accreditation Commission of Technical Expertise Level of Shanghai Aluminum Trade Association（上海鋁業行業協會專業技術水平職稱評審認證委員會）in April 2011. On 31 December 2021, he obtained the professional qualification of senior economist from Zhejiang Provincial Senior Economist Qualification Evaluation Committee（浙江省高級經濟師職務任職資格評審委員會）.

As at the Latest Practicable Date, Mr. Zhu Xian Bo does not directly or indirectly hold any interest in the Company.

Ms. YU Ji（余吉）, aged 42, obtained an associate degree in computer at Zhejiang Highway Technicians College in July 2000. She then obtained an associate degree in transportation management (engineering management) at Hainan University in July 2004. She then obtained a bachelor's degree in law at The Open University of China in January 2008. She further obtained a bachelor's degree in distance education civil engineering (engineering management) at Zhejiang University in July 2013.

From October 2000 to October 2015, Ms. Yu Ji worked for the business department of Zhejiang Quzhou Transportation Construction Group Co., Ltd. From October 2015 to November 2018, she worked at the economic and building department of Changshan Finance Bureau with her last position as the deputy section chief. From June 2018 to June 2022, she concurrently served as the chairman and the general manager of 常山縣基礎設施投資基金 (for transliteration purpose only, Changshan Infrastructure Investment Fund). From November 2018 to December 2019, she worked as the section chief at the general department of 常山縣政府投資項目評審中心 (for transliteration purpose only, Changshan County Government Investment Project Review Center). From December 2019 to November 2023, she worked as the section chief at the Changshan economic and building department. From November 2023 onwards, she has been working as the deputy general manager at 常山縣國有資產投資運營有限責任公司 (for transliteration purpose only, Changshan County State-owned Assets Investment and Operation Co., Ltd.). She was also the representative at the 17th People's Congress of Changshan County in 2022. She has been appointed as an executive director and manager of Changshan County Changtou Holdings Co., Ltd.*（常山縣常投控股有限公司）(formerly known as 常山縣國熙股權投資有限公司 (for transliteration purpose only, Changshan County Guoxi Equity Investment Co., Ltd.)), a substantial shareholder of the Company, since 23 December 2023.

As at the Latest Practicable Date, Ms. Yu Ji does not directly or indirectly hold any interest in the Company.

Mr. CHEN Jiancheng（陳建誠）（"**Mr. Chen**"), aged 61, was re-elected as a non-executive Director of the Company on 30 May 2022. Mr. Chen Jiancheng worked as an assistant to general manager of TGL from June 1995 to January 2000. He served as the vice general manager of Zhejiang Liyu Stainless Steel Co. Ltd.*（浙江立宇不銹鋼有限公司）from June 2003 to December 2008, and became the chief technology officer（技術總監）of TGL since January 2004, primarily responsible for technological research and development as well as product quality control.

Mr. Chen Jiancheng graduated from Zhuji Paitou Middle School*（諸暨市牌頭中學）in July 1979.

As at the Latest Practicable Date, Mr. Chen Jiancheng is interested in 1,851,000 domestic shares of the Company directly held by himself, representing approximately 1.37% of the share capital of the Company.

CANDIDATES OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. WANG Feng (汪峰), aged 36, obtained a bachelor degree in environmental science at Anhui Normal University in 2010. He further obtained a master degree in environmental planning and management at Nanjing University in 2012 and a doctor degree in environmental science and engineering at Nanjing University in 2018.

From September 2012 to July 2013, Mr. Wang Feng worked a research assistant in the environmental policy and risk management team at Nanjing University. From January 2019 to June 2021, he worked as a lecturer and tutor for master students at the Business School of Nanjing University of Information Science & Technology. Since July 2021, he has been working as a deputy researcher and tutor for master student at the Business School of Nanjing University of Information Science & Technology. Since April 2022, he has been working as the vice dean of 氣候經濟與低碳產業研究院 (for transliteration purpose only, the Research Institute of Weather, Economics and Low Carbon Production) of Nanjing University of Information Science & Technology. Since November 2022, he has been working as the assistant to Dean of Business School of Nanjing University of Information Science & Technology. He has extensive experience in fields such as environmental protection, finance, agriculture and engineering.

Mr. Wang has confirmed that (i) he meets the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which might affect his independence at the time of his appointment as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, none of the Director candidates set out above (i) has held any directorship in any other listed companies in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management, substantial Shareholder or Controlling Shareholders; or (iii) has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, so far as the Board is aware, there is no information on any of the Director candidates to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

CANDIDATES OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

Mr. FU Jun（傅均）(“**Mr. Fu**”), aged 44, is a Shareholder representative Supervisor. Prior to joining the Group on 18 October 2014, Mr. Fu Jun taught at the school of computer and information engineering of Zhejiang Gongshang University（浙江工商大學）in December 2009, being a lecturer and an assistant professor successively, responsible for teaching and conducting research.

Mr. Fu obtained a bachelor’s degree of bio-medical engineering from Zhejiang University（浙江大學）in June 2004 and a doctorate degree in bio-medical engineering from Zhejiang University（浙江大學）in December 2009. He also completed two years of minor studies in Japanese language in Zhejiang University（浙江大學）in June 2003.

Mr. FANG Zhiguo（方治國）(“**Mr. Fang**”), aged 47, is a Shareholder representative Supervisor. Prior to joining the Group on 18 October 2014, he worked as a post-doctoral researcher in environmental science and engineering at the Research Centre for Eco-Environment Sciences of the Chinese Academy of Sciences（中國科學院生態環境研究中心）from July 2005 to August 2008, in which he was responsible for conducting research. He joined the school of environmental science and engineering of Zhejiang Gongshang University（浙江工商大學）in August 2008 and became an assistant professor since October 2009, in which he is responsible for teaching and conducting research.

Mr. Fang obtained a master degree of science majoring in ecology from Zhejiang University（浙江大學）in June 2002 and a doctorate degree in science majoring in ecology from the Graduate School of the Chinese Academy of Science（中國科學院研究生院）(later renamed as the University of Chinese Academy of Sciences（中國科學院大學）) in July 2005. He was a visiting scholar at the University of Oklahoma in the United States from June 2006 to May 2008.

Except as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters relating to the appointment of Supervisors that need to be brought to the attention of the Shareholders, nor is there any information relating to the Supervisors that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules including matters relating to directorship held by Supervisors in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, none of the shareholder representative Supervisor candidates set out above (i) has held any directorship in any other listed companies in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management, substantial Shareholder or Controlling Shareholders; or (iii) has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, so far as the Board is aware, there is no information on any of the shareholder representative Supervisor candidates to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholder.

浙江天潔環境科技股份有限公司
Zhejiang Tengy Environmental Technology Co., Ltd

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

(Stock Code: 1527)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of Zhejiang Tengy Environmental Technology Co., Ltd (the "**Company**") will be held at the Conference Room, 6th Floor, Tianjie Building, No. 251 Huancheng East Road, Zhuji City, Zhejiang Province, the People's Republic of China (the "**PRC**") on Friday, 30 May 2025 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the "**Director(s)**") of the Company (the "**Board**") for the year ended 31 December 2024.

2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2024.

3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor's report for the year ended 31 December 2024.

4. To appoint Dr. Cheng Kin Pang as an independent non-executive Director.

5. To appoint Mr. Xia Jiebin as an independent non-executive Director.

6. To consider and approve the following resolutions in relation to the re-election of the board of directors and the supervisory committee of the Company:

   (a) to re-elect Mr. Bian Yu as an executive Director;

   (b) to re-elect Ms. Bian Shu as an executive Director;

   (c) to re-elect Mr. Zhang Yuanyuan as an executive Director;

   (d) to re-elect Mr. Chen Jiancheng as a non-executive Director;

   (e) to re-elect Mr. Zhu Xian Bo as a non-executive Director;

(f) to re-elect Ms. Yu Ji as a non-executive Director;

(g) to re-elect Mr. Wang Feng as an independent non-executive Director;

(h) to re-elect Mr. Fu Jun as the shareholder representative supervisor of the Company;

(i) to re-elect Mr. Fang Zhiguo as the shareholder representative supervisor of the Company; and

(j) to authorise the Board to fix the Directors' and Supervisors' remuneration.

7. To consider and approve the re-appointment of ZHONGHUI ANDA CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company for the year ending 31 December 2025, and to authorise the Board to fix their remuneration.

AS SPECIAL RESOLUTIONS

8. To consider and approve the following general mandate:

"**THAT**:

(a) the Board be and is hereby granted, during the Relevant Period, an unconditional general mandate to exercise all powers of the Company to separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares in the share capital of the Company, and to make or grant offers, agreements or options or the rights for conversion into shares in respect thereof, subject to the following conditions:

(i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options or the rights for conversion into shares which might require the exercise of such powers after the end of the Relevant Period;

(ii) the nominal value of Domestic Shares or H Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the aggregate nominal value of Domestic Shares or H Shares (as the case may be) in issue as at the date of passing of this resolution; and

(iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as each of them may be amended from time to time) and only if the approvals from China Securities Regulatory Commission and/or other relevant government authorities in the PRC are obtained,

where for the purpose of this resolution:

"Domestic Shares"	means the domestic shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and credited as fully paid in Renminbi;
"H Shares"	means the overseas-listed foreign invested 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;
"Relevant Period"	means the period from the date of passing of this resolution until the of: (I) the conclusion of the next annual general meeting of the Company; (II) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or (III) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Company passed in a general meeting; and

(b) contingent on the Board resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorized to:

(i) approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the issue and allotment of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into underwriting agreement(s) or any other agreement(s);

(ii) determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and

(iii) to make amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution."

9. To consider and approve the proposed amendments to the articles of association of the Company.

By order of the Board
Zhejiang Tengy Environmental Technology Co., Ltd
ZHU Xian Bo
Chairman and non-executive Director

Zhuji City, Zhejiang Province, the PRC, 29 April 2025

Notes:

i. A member of the Company ("**Member**") entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any domestic share(s) ("**Domestic Share(s)**") or H share(s) ("**H Share(s)**") of the Company (collectively, "**Share(s)**"), only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share(s) at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share(s).

ii. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and in case of holders of domestic shares of the Company, to the Company's mailing address TENGY Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

iii. The register of members in Hong Kong will be closed from Tuesday, 27 May 2025 to Friday, 30 May 2025, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of Shareholders eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2025.

As at the date of this announcement, the executive directors of the Company are Mr. BIAN Yu, Mr. ZHANG Yuan Yuan and Ms. BIAN Shu; the non-executive directors of the Company are Mr. ZHU Xian Bo, Ms. YU Ji and Mr. CHEN Jiancheng; and the independent non-executive directors of the Company are Mr. FUNG Kun Kei, Mr. LI Jiannan and Mr. WANG Feng.