# 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 a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.**, you should at once hand this circular and the form of proxy of the AGM to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for any securities of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd..

KELUN-BIOTECH
科伦博泰

# Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.
# 四川科倫博泰生物醫藥股份有限公司

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

**(Stock Code: 6990)**

## (1) 2025 FINANCIAL BUDGET REPORT
## (2) 2024 REPORT OF THE BOARD OF DIRECTORS
## (3) 2024 REPORT OF THE SUPERVISORY COMMITTEE
## (4) 2024 ANNUAL REPORT
## (5) RE-APPOINTMENT OF AUDITORS
## (6) REMUNERATION OF DIRECTORS AND SUPERVISORS
## (7) 2024 ANNUAL PROFIT DISTRIBUTION PLAN
## (8) ACQUISITION OF WEALTH MANAGEMENT PRODUCTS WITH IDLE SELF-OWNED FUNDS FOR 2025
## (9) ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD
## (10) GENERAL MANDATE TO ISSUE SHARES AND SELL TREASURY SHARES
## (11) GENERAL MANDATE TO REPURCHASE H SHARES
## (12) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
## (13) PROPOSED AMENDMENTS TO THE RULES OF THE PROCEDURE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
## AND
## (14) NOTICE OF ANNUAL GENERAL MEETING

Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. will convene the AGM at Meeting Room 1, R&D Building, Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd., No. 666 Xinhua Avenue, Chengdu Cross-Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province, the PRC, at 9:00 a.m. on June 20, 2025. The notice of the AGM is set out on pages 107 to 110 of this circular. The form of proxy for use at the AGM is published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (https://kelun-biotech.com).

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the form of proxy of the AGM in accordance with the instructions stated thereon to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 9:00 a.m. on June 19, 2025) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting thereof if they so wish.

References to dates and time in this circular are to Hong Kong dates and time.

May 21, 2025

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*In this circular, the following expressions have the following meanings unless defined otherwise:*

| | |
|---|---|
| "AGM" | the annual general meeting of the Company to be held at 9:00 a.m. on June 20, 2025 |
| "Articles of Association" | the articles of association of the Company |
| "Board of Directors" or "Board" | the board of Directors of the Company |
| "CCASS" | has the meaning ascribed to it in the Listing Rules as amended from time to time |
| "China" or "PRC" | the People's Republic of China, for the purpose of this circular and for geographical reference only and except where the context requires, references to "China" and the "PRC" in this circular do not include Hong Kong, the Macao Special Administrative Region of the PRC or Taiwan |
| "Company", "the Company" or "we" | Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (四川科倫博泰生物醫藥股份有限公司), a joint stock company established in the PRC with limited liability on November 22, 2016 and the H Shares of which are listed on the Stock Exchange (stock code: 6990) and which includes its subsidiaries (from time to time) where the context so requires |
| "Director(s)" | the director(s) of the Company |
| "Domestic Share(s)" | unlisted shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB |
| "Group" | the Company and its subsidiaries |
| "H Share(s)" | overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange |
| "H Share Registrar" | Computershare Hong Kong Investor Services Limited |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Latest Practicable Date" | May 16, 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular |

| | |
|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time |
| "New Company Law" | the Company Law of the People's Republic of China (《中華人民共和國公司法》) which came into effect on July 1, 2024 |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Share(s)" | ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "subsidiary(ies)" | has the meaning attributable to it in the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) |
| "Supervisor(s)" | member(s) of the Supervisory Committee |
| "Supervisory Committee" | the supervisory committee of the Company |
| "Takeovers Code" | The Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time |
| "treasury shares" | has the meaning ascribed to it in the Listing Rules as amended from time to time |
| "Treasury Shares" | treasury shares of the Company |
| "Unlisted Foreign Share(s)" | unlisted shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in a currency other than RMB |
| "Unlisted Share(s)" | Domestic Share(s) and/or Unlisted Foreign Share(s) |
| "%" | per cent |

# Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.
# 四川科倫博泰生物醫藥股份有限公司

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

**(Stock Code: 6990)**

*Chairman of the Board and Non-executive Director*
Mr. LIU Gexin (劉革新)

*Executive Director*
Dr. GE Junyou (葛均友)

*Non-Executive Directors*
Mr. LIU Sichuan (劉思川)
Mr. LAI Degui (賴德貴)
Mr. FENG Hao (馮昊)
Mr. ZENG Xuebo (曾學波)
Mr. LI Dongfang (李東方)

*Independent Non-Executive Directors*
Dr. ZHENG Qiang (鄭強)
Dr. TU Wenwei (涂文偉)
Dr. JIN Jinping (金錦萍)
Dr. LI Yuedong (李越冬)

*Registered Office, Headquarters and Principal Place of Business in the PRC*
No. 666 Xinhua Avenue
Chengdu Cross-Strait Science and
Technology Industry Development Park
Wenjiang District, Chengdu
Sichuan Province, PRC

*Principal Place of Business in Hong Kong*
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**(1) 2025 FINANCIAL BUDGET REPORT**
**(2) 2024 REPORT OF THE BOARD OF DIRECTORS**
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**(13) PROPOSED AMENDMENTS TO THE RULES OF THE PROCEDURE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**
**AND**
**(14) NOTICE OF ANNUAL GENERAL MEETING**

## I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and information in respect of the resolutions to be proposed at the AGM to be held on June 20, 2025, so as to enable you to make an informed decision as to whether to vote in favor of or against such resolutions at the AGM.

At the AGM, ordinary resolutions will be proposed to consider and approve:

(1) the financial budget report of the Company for the year 2025 (the "**2025 Financial Budget Report**");

(2) the report of the Board of Directors for the year 2024 (the "**2024 Report of the Board of Directors**");

(3) the report of the Supervisory Committee for the year 2024 (the "**2024 Report of the Supervisory Committee**");

(4) the annual report of the Company for the year 2024 (the "**2024 Annual Report**"), which is set out and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://kelun-biotech.com);

(5) the re-appointment of the auditors of the Company;

(6) the remuneration of the Directors and the Supervisors;

(7) the annual profit distribution plan of the Company for the year 2024 (the "**2024 Annual Profit Distribution Plan**");

(8) the acquisition of wealth management products with idle self-owned funds for the year 2025;

(9) the election of Directors of the fourth session of the Board; and

(10) proposed amendments to the rules of procedure of the independent non-executive Directors of the Company.

At the AGM, special resolutions will be proposed to consider and approve:

(1) the grant of a general mandate to the Board to issue Shares and sell Treasury Shares;

(2) the grant of a general mandate to the Board to repurchase H Shares; and

(3) the proposed amendments to the Articles of Association (including the appendices thereto).

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstances where sufficient and necessary information is available, we have provided detailed information in this circular to the Shareholders.

## II. MATTERS TO BE CONSIDERED AT THE AGM

### (1) 2025 Financial Budget Report

An ordinary resolution will be proposed at the AGM to consider and approve the following 2025 Financial Budget Report:

After comprehensively considering our operating and development situations, business objective for the year 2025, existing asset base, operating capacity, costs and expenses, industry conditions and development prospects, based on the financial accounts report of the Company for the year 2024 (the "**2024 Financial Accounts Report**"), the financial budget for 2025 will be mainly used for marketing access and sales of our commercialized products, clinical development, obtaining marketing approvals, research and development of our pipeline and daily operations, etc.

### (2) 2024 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Report of the Board of Directors, the full text of which is set out in the 2024 Annual Report.

### (3) 2024 Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Report of the Supervisory Committee, the full text of which is set out in the 2024 Annual Report.

### (4) 2024 Annual Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Annual Report (including the 2024 Financial Accounts Report, the full text of which is set out in the 2024 Annual Report).

**(5) Re-Appointment of Auditors of the Company**

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of KPMG as the auditors of the Company for the year 2025, for a term commencing from the date of approval at the AGM until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine the specific matters, including but not limited to their remuneration of not more than RMB2,800,000 for the year 2025 before tax, in relation to such appointment.

**(6) Remuneration of the Directors and the Supervisors**

An ordinary resolution will be proposed at the AGM to consider and approve the following remuneration plans for the Directors and the Supervisors formulated in accordance with the Company's internal policies and relevant regulatory requirements.

***(a) Remuneration plan for the Directors of the fourth session of the Board***

During the term of office of the Directors of the fourth session of the Board, the proposed remuneration of independent non-executive Directors of the Company is HK$300,000 per person before tax. The Directors other than the independent non-executive Directors shall not be entitled to any Directors' remuneration for their roles as Directors, but shall be entitled to remuneration based on their other employment in the Company or for specific services rendered by them to the Company in accordance with the Company's relevant policies and after completing the necessary decision-making procedures (if applicable).

***(b) Remuneration plan for the Directors of the third session of the Board and the Supervisors of the third session of the Supervisory Committee***

The proposed remuneration for the Directors of the third session of the Board and the Supervisors of the third session of the Supervisory Committee from the period of January 1, 2025 until the expiry of their respective terms of office shall be determined in accordance with the remuneration plan for the year ended December 31, 2024 approved by the Shareholders in the annual general meeting held on June 20, 2024. For further details, please refer to the Company's circular dated May 21, 2024.

All independent non-executive Directors have expressed independent opinions that indicate explicit consent to the above remuneration plans for the Directors and the Supervisors (other than the independent non-executive Directors' own remuneration).

**(7) 2024 Annual Profit Distribution Plan**

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Annual Profit Distribution Plan.

Based on the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution so far and hence the Board did not recommend the payment of a final dividend to Shareholders for the year ended December 31, 2024.

**(8) Acquisition of Wealth Management Products with Idle Self-Owned Funds for 2025**

An ordinary resolution will be proposed at the AGM to consider and approve a proposal of the Company to use its idle self-owned funds to purchase low-risk wealth management products. The purpose of such purchase(s) is to improve the efficiency of use of funds and improve returns on its cash assets, provided that it does not affect the Company's normal operations. Details are as follows:

***(a) Investment limit***

The Company intends to use its idle self-owned funds of not more than RMB2 billion in total to purchase wealth management products within the authorization period (as defined below), and the funds can be used on a rolling basis within the above limit.

***(b) Investment variety***

The Company will strictly control risks in accordance with relevant regulations, strictly evaluate and screen wealth management products, and select products of low risk, higher liquidity and relatively higher investment returns.

***(c) Investment risk analysis and risk control measures***

The purchase of wealth management products may carry certain risks, such as the following:

(i) market fluctuations may affect the performance of the wealth management products purchased by the Company;

(ii) the actual return on investment on the wealth management products cannot be ascertained in advance as the Company intends to purchase such products at a suitable time based on the prevailing situation of the economy and financial markets; and

(iii) the products may face losses or other materially adverse factors due to the deterioration in financial condition of the issuer of the product.

In view of the above investment risks, the Company intends to take the following risk control measures:

(i) The finance department of the Company will establish an account to manage the wealth management products, delegate personnel to manage existing financial products and track the progress and security of the funds and report to the Company of any abnormalities, and take corresponding preservation measures to maximize the control of investment risks and ensure the safety of funds.

(ii) The internal audit department of the Company will supervise matters in relation to wealth management products. The Company will regularly submit the accounts of purchased wealth management products to the internal audit department. The internal audit department will conduct prior review, supervision and audit of the wealth management products of the Company.

***(d) Authorization period***

The authorization period shall be 12 months from the date of approval of this resolution at the AGM.

The chairman of the Board or general manager of the Company shall be authorized to make purchases of wealth management products within the scope of the above investment varieties and investment limit, exercise such power of investment decision-making and execute relevant contracting documents, including but not limited to: identifying qualified professional wealth management institutions as trustees, specifying the amount and period for entrusted wealth management, selecting the types of entrusted wealth management products, signing contracts and agreements, etc. The issuing principal of the wealth management products to be purchased is not a connected person or a related party of the Company.

**(9) Election of Directors of the Fourth Session of the Board**

Reference is made to the Company's announcements dated January 28, 2025 and March 24, 2025. As disclosed in such announcements, the term of the third session of the Board has expired on February 25, 2025 and all members of the Board would continue to fulfil their respective obligations and responsibilities in accordance with the relevant laws and regulations and the Articles of Association until the change of sessions takes place.

Ordinary resolutions will be proposed at the AGM to consider and approve the election of the following candidates as Directors of the fourth session of the Board:

(i) Mr. LIU Gexin, being the current chairman of the Board and non-executive Director, to be re-elected as a non-executive Director of the fourth session of the Board;

(ii) Mr. LIU Sichuan, Mr. LAI Degui, Mr. FENG Hao and Mr. ZENG Xuebo, being the current non-executive Directors, to be re-elected as non-executive Directors of the fourth session of the Board;

(iii) Ms. LIAO Yihong to be elected as a non-executive Director of the fourth session of the Board; and

(iv) Dr. ZHENG Qiang, Dr. TU Wenwei, Dr. JIN Jinping, and Dr. LI Yuedong, being the current independent non-executive Directors, to be re-elected as independent non-executive Directors of the fourth session of the Board.

Pursuant to the New Company Law, the board of directors of a joint stock limited company shall include a board member who shall be a representative of the employees of such company. The employee representative Director shall be elected at an employee representative's meeting of the Company, whose election is not subject to the approval by the Shareholders. Dr. GE Junyou, the current executive Director of the Company, is proposed to be democratically elected by the employees of the Company as an employee representative Director of the fourth session of the Board, subject to (i) the passing of the resolution(s) by the Shareholders approving the proposed amendments to the Articles of Association to establish the role of the employee representative Director, and (ii) the election of Dr. Ge as the employee representative Director by the employees of the Company at the employee representative meeting, which is expected to be held concurrently with the forthcoming AGM.

The term of office of each of the Directors will be from the date of approval at the AGM until the conclusion of the general meeting at which a new session of the Board will be elected.

The above Director candidates meet the qualification requirements to serve as directors as stipulated in relevant laws, regulations and the Articles of Association. Each of the independent non-executive Director candidates of the fourth session of the Board has also confirmed (i) his/her independence as regards the factors in Rule 3.13(1) to (8) of the Listing Rules, (ii) he/she has no financial or other interest in the business of the Company or its subsidiaries or any relationship with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointment. The biographical details of each of the Director candidates of the fourth session of the Board are set forth in Annex I to this circular.

Save as disclosed in this circular, each of the Director candidates of the fourth session of the Board (i) has not held any other directorship in any other listed company in Hong Kong or overseas in the last three years, and does not have any other major appointment and professional qualification, (ii) has not held any other position with the Company or any of its subsidiaries, (iii) does not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and (iv) does not have any other relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed in this circular, there is no other information in relation to the election of each of the Director candidates that needs to be disclosed pursuant to the requirements set forth in Rule 13.51(2) (h) to (v) of the Listing Rules, and there is no other matter in relation to his/her election that needs to be brought to the attention of the Shareholders.

The Company will seek approval from the Shareholders in a separate resolution at the AGM in respect of the remuneration of the Directors. Subject to the approval by the Shareholders at the AGM in respect of the election of each Director (excluding Dr. GE Junyou as the proposed employee representative Director), the Company will enter into a service contract with each of the Directors, which will cover the respective remuneration of each Director.

**(10) Grant of General Mandate to the Board to Issue Shares and Sell Treasury Shares**

A special resolution will be proposed at the AGM to consider and approve the granting of a general mandate (the "**Issuance Mandate**") to the Board to allot, issue and deal with additional Shares and/or to sell or transfer Treasury Shares of not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of the resolution.

Details of the Issuance Mandate are as follows:

***(a) Subject of the Issuance Mandate***

(i) the granting of an unconditional general mandate to the Board, to separately or concurrently allot, issue and deal with additional Shares and/or to sell or transfer Treasury Shares during the relevant period (as defined below), and the number of additional Shares to be allotted, issued and dealt with and Treasury Shares to be sold or transferred as approved by the Board shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of the resolution at the AGM (including but not limited to H shares, unlisted shares, warrants, convertible bonds and other securities with rights to subscribe for or convert into shares, and other options);

(ii) the Board be authorized to formulate and implement issuance and/or sale or transfer plan(s) in the exercise of the Issuance Mandate, including but not limited to the type (Domestic Shares, Unlisted Foreign Shares or H Shares) and number of new Shares to be issued, pricing mechanism and/or issue price and/or sale or transfer price (including price range), form of issuance and/or sale or transfer, allottees and/or purchasers or transferees, use of proceeds, time of issuance and/or sale or transfer, period of issuance and/or sale or transfer, whether to allot and/or sell or transfer shares to existing Shareholders, and any other content which may otherwise be required by the relevant laws, regulations or the Listing Rules;

(iii) the Board be authorized to deal with the increase in registered capital of the Company and to make corresponding amendments to the Articles of Association of the Company to reflect the shares of the Company authorized to be issued pursuant to this resolution, and to carry out relevant procedures to effect the increase in registered capital;

(iv) the Board be authorized to engage intermediaries for matters related to the issuance and/or sale or transfer under the Issuance Mandate; to approve and execute all relevant acts, deeds, documents and other related matters necessary, appropriate, desirable and relevant for the issuance and/or sale or transfer; to review, approve and execute on behalf of the Company the agreements related to the issuance and/or sale or transfer, including but not limited to placing and underwriting agreements and intermediaries engagement agreements;

(v) the Board be authorized to approve and execute, on behalf of the Company, documents in connection with the issuance and/or sale or transfer, to carry out required approval procedures, and to complete all necessary filings, registrations and records with the relevant authorities (if applicable);

(vi) the Board be authorized to amend, as required by regulatory authorities within or outside the PRC, the related agreements and statutory documents; and

(vii) the Board be authorized to delegate the implementation of issuance and/or sale or transfer plan(s) to its authorized person(s), provided that the Board shall not delegate the whole or a substantial part of a share issue to its authorized persons before the share issue scheme is determined.

***(b) Term of the Issuance Mandate***

The relevant period is the period from the date of the passing of the resolution at the AGM until the earlier of: (a) the conclusion of the next annual general meeting of the Company; or (b) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

As at the Latest Practicable Date, the Company had 227,267,969 Shares in issue (excluding Treasury Shares). Assuming that the number of Shares (excluding Treasury Shares) remains unchanged as at the date of the passing of the relevant special resolution, the Company would be entitled to allot, issue and deal with and/or to sell or transfer up to 45,453,593 Shares.

**(11) Grant of General Mandate to the Board to Repurchase H Shares**

A special resolution will be proposed at the AGM to consider and approve the granting of a general mandate (the "**Repurchase Mandate**") to the Board to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding Treasury Shares) as at the date of the passing of the resolution proposed at the Annual General Meeting.

Details of the Repurchase Mandate are as follows:

***(a) Subject of the Repurchase Mandate***

(i) the granting of an unconditional general mandate to the Board, to repurchase H Shares during the relevant period (as defined below), and the number of Shares to be repurchased as approved by the Board shall not exceed 10% of the total number of H Shares in issue (excluding Treasury Shares) as at the date of the passing of the resolution at the AGM;

(ii) the Board be authorized to formulate and implement repurchase plan(s) in the exercise of the Repurchase Mandate, including but not limited to the timing of repurchase, period of repurchase, repurchase price, repurchase quantity and purpose(s) of repurchase (including to cancel the repurchased shares or to hold the repurchased shares as Treasury Shares);

(iii) the Board be authorized to notify creditors and make public announcements and deal with matters relating to the exercise of rights by creditors (if applicable) in accordance with the applicable laws and regulations and the Articles of Association;

(iv) the Board be authorized to open overseas stock account(s) and fund account(s) and conduct corresponding foreign exchange registration procedures;

(v) the Board be authorized to complete relevant approval or filing procedures in accordance with applicable laws and regulations (if applicable);

(vi) the Board be authorized to hold the repurchased shares as Treasury Shares or handle the cancellation of repurchased shares, reduce the registered capital of the Company, to make corresponding amendments to the Articles of Association, and to carry out relevant procedures to effect the reduction in registered capital;

(vii) the Board be authorized to approve and execute, on behalf of the Company, documents in connection with the issuance, to carry out required approval procedures, and if there are any changes in market conditions, except for matters involving relevant laws and regulations and the Company's Articles of Association that require a re-vote at the general meeting, the repurchase plan(s) will be adjusted and repurchase-related matters will continue to be handled in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operation of the Company;

(viii) the Board be authorized to utilize such funds for repurchase that are compliant with relevant regulatory requirements, such as idle self-owned funds and funds raised by the Company;

(ix) the Board be authorized to delegate the implementation of repurchase plan(s) to its authorized person(s), provided that the Board shall not delegate the whole or a substantial part of a share repurchase issue to its authorized persons before the share repurchase plan is determined.

***(b) Term of the Repurchase Mandate***

The relevant period is the period from the date of the passing of the resolution at the AGM until the earlier of: (a) the conclusion of the next annual general meeting of the Company; or (b) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

As at the Latest Practicable Date, the Company had 156,851,979 H Shares in issue. Assuming that the number of Shares remains unchanged as at the date of the passing of the special resolution, the Company would be entitled to repurchase up to 15,685,197 H Shares.

An explanatory statement for the Repurchase Mandate is set out in Annex II to this circular.

**(12) Proposed Amendments to the Articles of Association and Appendices thereto**

References are made to the announcements of the Company dated October 31, 2024, January 28, 2025 and March 24, 2025 in relation to, among other things, the proposed amendments to the Articles of Association (including the appendices thereto).

***(a) Proposed amendments reflecting the change in registered capital and share capital structure of the Company which resulted from the completion of full circulation of certain Domestic Shares and Unlisted Foreign Shares***

A special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association reflecting the change in registered capital and share capital structure of the Company which resulted from: (i) the completion of the full circulation of an aggregate of 1,157,778 Domestic Shares and Unlisted Foreign Shares held by certain Shareholders (as disclosed in the announcement of the Company dated September 17, 2024), and (ii) the completion of the full circulation of 25,421,196 Domestic Shares held by certain Shareholders (as disclosed in the announcement of the Company dated April 25, 2025).

***(b) Proposed amendments reflecting the New Company Law***

In view of the New Company Law which came into force on July 1, 2024 after taking into account the actual conditions of the Company, a special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association. The main aspects of the proposed amendments to the Articles of Association are: (i) to abolish the Supervisory Committee, (ii) to establish the role of an employee representative Director, and (iii) consequential amendments as a result of such legal and regulatory changes. The audit committee of the Company shall perform the statutory duties and powers vested in the Supervisory Committee under the New Company Law and the Articles of Association.

***(c) Proposed amendments reflecting the new amendments to the Guidelines on Articles of Association of Listed Companies***

In view of the new amendments to the Guidelines on Articles of Association of Listed Companies which came into effect on March 28, 2025, and the actual governance needs of the Company, a special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association, including two of its appendices, namely, the rules of procedure for directors' meetings (the "**Rules of Procedure for Directors' Meetings**") and the Rules of procedure for shareholders' meetings (the "**Rules of Procedure for Shareholders' Meetings**").

The proposed amendments to the Articles of Association (including the appendices thereto) are set out in Annex III to this circular. The full texts of the Rules of Procedure for Directors' Meetings and the Rules of Procedure for Shareholders' Meetings are set out in Appendices I and II of Annex III to this circular.

Shareholders should be aware that the Articles of Association are written in Chinese. In the event of discrepancies between the Chinese version and the English translation of the Articles of Association, the Chinese version shall prevail.

**(13) Proposed Amendments to the Rules of Procedure of the Independent Non-Executive Directors**

An ordinary resolution will be proposed at the AGM to consider and approve the proposed amendments to the rules of procedure of the independent non-executive Directors in view of the New Company Law which came into effect on July 1, 2024 after taking into account the actual conditions of the Company.

The proposed amendments to the rules of procedure of the independent non-executive Directors are set out in Annex IV to this circular.

Shareholders should be aware that the rules of procedure of the independent non-executive Directors are written in Chinese. In the event of discrepancies between the Chinese version and the English translation of the rules of procedure of the independent non-executive Directors, the Chinese version shall prevail.

## III. THE AGM

The AGM will be held at 9:00 a.m. on June 20, 2025 at Meeting Room 1, R&D Building, Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd., No. 666 Xinhua Avenue, Chengdu Cross-Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province, the PRC, by the Company. The notice convening the AGM is set out on pages 107 to 110 of this circular and published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (https://kelun-biotech.com).

To the best of the Directors' knowledge and belief, having made all reasonable enquiries, none of the Shareholders are required to abstain from voting on the proposed resolutions at the AGM.

## IV. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from June 17, 2025 to June 20, 2025, both days inclusive, during which period no transfer of Shares will be registered. To be eligible to attend and vote at the AGM, unregistered Shareholders shall ensure all transfer documents accompanied by the relevant share certificates are lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on June 16, 2025 for registration.

## V. PROXY ARRANGEMENT

The form of proxy of the AGM is published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the form of proxy of the AGM in accordance with the instructions stated thereon. The form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 9:00 a.m. on June 19, 2025) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

## VI. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at the general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the AGM will exercise his or her power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

## VII. RECOMMENDATION

The Board of Directors considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board of Directors recommends the Shareholders to vote in favor of these proposed resolutions at the AGM.

By order of the Board
**Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.**
**LIU Gexin**
*Chairman of the Board and Non-executive Director*

Hong Kong, May 21, 2025

**CHAIRMAN AND NON-EXECUTIVE DIRECTOR**

**Mr. LIU Gexin (劉革新)**, aged 74, was appointed as a Director and the chairman of the Board in November 2016 and March 2022, respectively. He was redesignated as our non-executive Director on February 15, 2023. He is mainly responsible for overseeing the management and strategic development of the Group.

Mr. Liu is the founder of Kelun Pharmaceutical and has served as the chairman of Kelun Pharmaceutical since its establishment. From November 2020 to October 2022, he served as a director of Kelun Research Institute. In addition, Mr. Liu currently has also held positions in a number of subsidiaries of Kelun Group, including (i) the secretary of the Party committee and chairman of Sichuan Kelun Industry Group Co., Ltd. (四川科倫實業集團有限公司); (ii) the chairman of Chengdu Qingshan Likang Pharmaceutical Co., Ltd. (成都青山利康藥業有限公司); (iii) the chairman of Yili Chuanning Biotechnology Co., Ltd. (伊犁川寧生物技術股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301301); (iv) a director of Chengdu Huaxi Clinical Research Co., Ltd. (成都華西臨床研究中心有限公司); and (v) the chairman of Zhejiang Kelun Everyoung Health Industry Co., Ltd. (浙江科倫永年大健康產業股份有限公司).

Mr. Liu obtained his master's degree in cardiovascular pharmacology from Chongqing Medical College (重慶醫學院) (currently known as Chongqing Medical University (重慶醫科大學)) in China in June 1984. Mr. Liu also obtained his another master's degree in political economics from Southwest Normal University (西南師範大學) (currently known as Southwest University (西南大學)) in China in July 2003. Mr. Liu has received a series of awards and recognition, including (i) the National Model Worker (全國勞動模範) by The State Council, PRC (中華人民共和國國務院) in May 2005; (ii) the honorary title of "Outstanding Communist Party Member in Earthquake Relief" (抗震救災優秀共產黨員) by Sichuan Provincial Committee of the CPC and Chengdu Municipal Committee in 2008; (iii) an "Outstanding Builder of Socialism with Chinese Characteristics" (優秀中國特色社會主義建設者) by the United Front Work Department of the CPC Central Committee, the Ministry of Industry and Information Technology, the Ministry of Human Resources and Social Security, the State Administration for Industry and Commerce and the All-China Federation of Industry and Commerce in 2009; (iv) the "Medal in Commemoration of the 70th Anniversary of the People's Republic of China" (慶祝中華人民共和國成立70週年紀念章) by the CPC Central Committee, the State Council and the Central Military Commission in 2019; (v) a member of the Party Committee of the Economic and Information Technology Industry Committee of the CPC Sichuan Province (中共四川省經濟和信息化行業委員會) in April 2023; and (vi) a deputy director of the Standardisation Technical Committee of the China National Health Association (中國民族衛生協會標準化技術委員會) in November 2024. Mr. LIU Gexin is the father of Mr. LIU Sichuan, a non-executive Director.

As at the date of this circular, Mr. Liu is deemed as the actual controller of Kelun Pharmaceutical. Kelun Pharmaceutical is interested in a total of 71,345,543 H Shares, comprising (i) 57,777,843 H Shares directly held as beneficial owner; (ii) 4,567,700 H Shares held by Kelun International Development Co., Limited (科倫國際發展有限公司), a wholly-owned subsidiary of Kelun Pharmaceutical; and (iii) 9,000,000 H Shares held by the four Employee Incentive Platforms, the general partner of which is Kelun Jingchuan, a wholly-owned subsidiary of Kelun Pharmaceutical. Kelun Pharmaceutical is also interested in a total of 83,201,712 Unlisted Shares, comprising (i) 62,201,712 Unlisted Shares directly held as beneficial owner and (ii) 21,000,000 Unlisted Shares held by the four Employee Incentive Platforms, the general partner of which is Kelun Jingchuan, a wholly-owned subsidiary of Kelun Pharmaceutical.

**EXECUTIVE DIRECTOR**

**Dr. GE Junyou (葛均友)**, aged 53, was appointed as a Director in February 2022. He was redesignated as our executive Director on February 15, 2023. Dr. Ge was appointed as the Chief Operation Officer of the Company in February 2021 and the general manager of the Company in March 2022. He is mainly responsible for overall corporate and business strategies of our Group and making key business and operational decisions of our Group. Dr. Ge has also served as a director and the Chief Executive Officer of KLUS PHARMA in US since December 2021, an executive director and manager of Sichuan Konas since November 2021, a director of the National Engineering Research Center for Biotargeted Drug (生物靶向藥物國家工程研究中心) since April 2022, executive director and manager of Sichuan Kelun-Biotech Targeted Biologics Engineering Research Center Co., Ltd. (四川科倫博泰生物靶向藥物工程研究中心有限公司) since March 2023, director and general manager of Kelun-Biotech (Hong Kong) Co. Ltd. since October 2023 and a director of Kelun Pharmaceutical since May 2024.

Dr. Ge has been engaged in the R&D of innovative drugs, manufacturing and quality control, and corporate management in the pharmaceutical industry at home and abroad for about 30 years. The companies he has worked for include Shanghai Yan'an Pharmaceutical Factory (上海延安製藥廠), Boehringer Ingelheim (勃林格殷格翰), Zhejiang Hisun (浙江海正藥業 600267.SH) and Ratiopharm GmbH. Dr. Ge joined Kelun Pharmaceutical in June 2007 and served as a deputy general manager from July 2009 to February 2021, where he was mainly responsible for leading the quality management of Kelun Group. As a top cGMP expert in China, he participated in the revision, drafting, and review of the new Chinese GMP regulations, related guidelines and guiding principles, and co-authored five Professional Publications on GMP.

Dr. Ge obtained his bachelor's degree in pharmacy from Shanghai Medical School (上海醫科大學) (currently known as Shanghai Medical College Fudan University (復旦大學上海醫學院)) in China in July 1994. He obtained his master's degree in pharmaceutical engineering from East China University of Science and Technology (華東理工大學) in November 2008. He also obtained his doctoral degree in Biology and Medicine from Fudan University (復旦大學) in January 2017.

Dr. Ge is currently a standing committee member of the Sichuan Association for Science and Technology, a visiting professor at the Institute of Executive Development of NMPA, an expert reviewer of science and technology projects for the Ministry of Science and Technology of the People's Republic of China, a member of the Peer Review Expert Panel for the Hong Kong Innovation and Technology Commission, a Council Member of China Center for International Economic Exchanges, a member of the Pharmaceutical Inspection Quality Management Professional Committee of Chinese Pharmaceutical Association, a member of Antitumor Pharmaceuticals Professional Committee of Chinese Pharmaceutical Association, Vice President of the China Quality Association for Pharmaceuticals, and a director of the Hong Kong Association of Overseas-Returned Scholars, etc.

As at the date of this circular, Dr. Ge has been granted share awards under the Pre-IPO Employee Incentive Scheme held by Kelun Huicai and Kelun Huizhi, two of the Employee Incentive Platforms. Kelun Huicai holds a total of 2,250,000 H Shares and 5,250,000 Unlisted Shares. Dr. Ge holds 28.00% partnership interest in Kelun Huicai, corresponding to 630,000 H Shares and 1,470,000 Unlisted Shares. Kelun Huizhi holds a total of 2,250,000 H Shares and 5,250,000 Unlisted Shares. Dr Ge holds 2.00% partnership interest in Kelun Huizhi, corresponding to 45,000 H Shares and 105,000 Unlisted Shares.

**NON-EXECUTIVE DIRECTORS**

**Mr. LIU Sichuan (劉思川)**, aged 41, was appointed as a Director in November 2016. He was redesignated as our non-executive Director on February 15, 2023. He is mainly responsible for overseeing the management and strategic development of the Group.

Mr. Liu joined Kelun Pharmaceutical and served as the assistant of chairman in 2007. He has been serving as a director of Kelun Pharmaceutical since May 2009 and general manager of Kelun Pharmaceutical since September 2015. Currently he has also held positions in a number of subsidiaries of Kelun Group, including (i) a director of Chengdu Qingshan Likang Pharmaceutical Co., Ltd. (成都青山利康藥業有限公司) since June 2012; (ii) a director of Sichuan Kelun Industry Group Co., Ltd. (四川科倫實業集團有限公司) since September 2016; (iii) a manager and executive director of Chengdu Kelun Chuaicai Enterprise Management Co., Ltd (成都科倫川智企業管理有限公司) since May 2020; (iv) a director of Yili Chuanning Biotechnology Co., Ltd. (伊犁川寧生物技術股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301301), since June 2020; (v) a manager and executive director of Chengdu Kelun Jingchuan Technology Co., Ltd. (成都科倫晶川科技有限公司) since November 2021; (vi) a manager and executive director of Chengdu Kelun Chuancai Enterprise Management Co., Ltd. (成都科倫川才企業管理有限公司) since December 2021; and (vii) a director of China Resources Kelun (Sichuan) Medicine Limited (華潤科倫醫藥(四川)有限公司) since September 2023.

Mr. Liu obtained his master's degree in international business from the University of Leeds in the United Kingdom in August 2007. Mr. Liu has received a series of awards and recognition, including (i) the "May Day Labour Medal of Hunan Province" (湖南省五一勞動獎章) awarded in 2014; (ii) the "Title of Outstanding Entrepreneur in Hunan Province" ("湖南省優秀企業家稱號") issued by Hunan Provincial Committee of the CPC and the People's Government of Sichuan Province (中共湖南省委、湖南省人民政府) on January 2018; (iii) the "National Advanced Individual in Fighting the COVID-19" ("全國抗擊新冠肺炎疫情先進個人") issued by CPC Central Committee, The State Council, PRC and the Military Commission of the CPC Central Committee (黨中央、國務院、中央軍委) in September 2020; (iv) the "4th Outstanding Non-Public Economic Contributor of Business in Socialism with Chinese Characteristics in Hunan Province" (第四屆湖南省非公有制經濟人士優秀中國特色社會主義事業建設者) awarded in 2021; and (v) the title of "the 4th Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Sichuan Province" (第四屆四川省優秀中國特色社會主義事業建設者) awarded in 2023. Mr. LIU Sichuan is the son of Mr. LIU Gexin, the chairman of the Board and non-executive Director.

**Mr. LAI Degui (賴德貴)**, aged 54, was appointed as a Director in June 2024. He is mainly responsible for overseeing the management and strategic development of the Group.

Mr. Lai has served as (i) a deputy general manager and financial director of Kelun Pharmaceutical since October 2014; (ii) a supervisor of Chengdu Kelun Chuanzhi Enterprise Management Co., Ltd. (成都科倫川智企業管理有限公司) since May 2020; (iii) an executive director of Zhejiang Keyun IOT Technology Co., Ltd. (浙江科運物聯科技有限公司) since December 2020; (iv) an executive director and general manager of Shanxi Keyun IOT Technology Co., Ltd. (山西科運物聯科技有限公司) since May 2021; and (v) an executive director and general manager of Sichuan Kezhi IOT Technology Co., Ltd. (四川科志物聯科技有限公司) since October 2021; (vi) an executive director (not any more since June 2024) and general manager of Sichuan Keyuntong Technology Co., Ltd. (四川科運通科技有限公司) since June 2023; (vii) an executive director (not any more since June 2024) and general manager Sichuan Keyuntong Logistics Co., Ltd. (四川科運通物流有限公司) since June 2023; and (viii) the director of Zhejiang Kelun Everyoung Health Industry Co., Ltd. (浙江科倫永年大健康產業股份有限公司) since November 2024.

Mr. Lai received a diploma of accounting from Southwestern University of Finance and Economics (西南財經大學) through on-the-job learning in January 2013, and received a Master's degree in business management from Tsinghua University (清華大學) in June 2023.

As at the date of this circular, Mr. Lai has been granted share awards under the Pre-IPO Employee Incentive Scheme held by Kelun Huicai, one of the Employee Incentive Platforms. Kelun Huicai holds a total of 2,250,000 H Shares and 5,250,000 Unlisted Shares. Mr. Lai holds 6.20% partnership interest in Kelun Huicai, corresponding to 139,500 H Shares and 325,500 Unlisted Shares.

**Mr. FENG Hao (馮昊)**, aged 45, was appointed as a Director in February 2021. He was redesignated as our non-executive Director on February 15, 2023. He is mainly responsible for overseeing the management and strategic development of the Group.

Mr. Feng has been serving as a deputy general manager and secretary of board of directors of Kelun Pharmaceutical since April 2014. He served as a non-executive director of SSY Group Limited (石四藥集團有限公司), a company listed on the Stock Exchange (stock code: 02005), from November 2017 to November 2023. He also served as a director of Zhejiang Kelun Everyoung Health Industry Co., Ltd. (浙江科倫永年大健康產業股份有限公司) since November 2024, and a manager of Zhejiang Kelun Everyoung Health Industry Co., Ltd. (浙江科倫永年大健康產業股份有限公司) from November 2024 to March 2025.

Mr. Feng successively served as a tutor at the School of Economics at Huazhong University of Science and Technology (華中科技大學), an analyst at the Actuarial Division of Taiping Life Insurance Company Limited (太平人壽保險有限公司), an actuarial advisory consultant at Watson Wyatt Consultancy (Shanghai) Ltd. (上海華信惠悅(諮詢)有限責任公司), a senior manager at the investment banking division of Ping An Securities Limited (平安證券有限責任公司) and a business director at the investment banking division of Sinolink Securities Co. Ltd (國金證券股份有限公司).

Mr. Feng obtained his master's degree in financial mathematics from Heriot-Watt University in the United Kingdom in November 2005. Mr. Feng has received a series of awards and recognition including the 2022 and 2023 5A Rating for Duty Performance of Board Secretary of Listed Companies (2022及2023上市公司董事會秘書履職5A評級) by China Association for Public Companies (中國上市公司協會) on December 12, 2022 and December 6, 2023, respectively.

As at the date of this circular, Mr. Feng has been granted share awards under the Pre-IPO Employee Incentive Scheme held by Kelun Huicai, one of the Employee Incentive Platforms. Kelun Huicai holds a total of 2,250,000 H Shares and 5,250,000 Unlisted Shares. Mr. Feng holds 6.20% partnership interest in Kelun Huicai, corresponding to 139,500 H Shares and 325,500 Unlisted Shares.

**Ms. LIAO Yihong (廖益虹)**, aged 46, was appointed as a Supervisor in February 2022.

Ms. Liao served as: (i) the chief director of audit of Kelun Pharmaceutical from December 2014 to April 2022, and was promoted as a deputy general manager of Kelun Pharmaceutical in April 2022; (ii) the supervisor of Chengdu Kelun Chuancai Enterprise Management Co., Ltd. (成都科倫川才企業管理有限公司) since December 2021; (iii) the director and chairwoman of the board of Sichuan Kelun Doosan Biotechnology Co., Ltd. (四川科倫鬥山生物技術有限公司) since February 2023; and (iv) the chairwoman of the supervisory committee of Zhejiang Kelun Everyoung Health Industry Co., Ltd. (浙江科倫永年大健康產業股份有限公司) since November 2024.

From August 2002 to September 2006, Ms. Liao served as a senior auditor in Shenzhen branch of PricewaterhouseCoopers Zhongtian Certified Public Accountants (special general partnership) (普華永道中天會計師事務所(特殊普通合夥)). From September 2006 to November 2014, she served as an audit manager in the Chengdu branch of KPMG Consulting (China) Co., Ltd. (畢馬威企業諮詢(中國)有限公司).

Ms. Liao obtained her bachelor's degree in accounting from Guangdong University of Foreign Studies (廣東外語外貿大學) in China in June 2002. She obtained her master's degree in accounting from Tsinghua University (清華大學) through on-the-job learning in China in June 2021.

As at the date of this circular, Ms. Liao has been granted share awards under the Pre-IPO Employee Incentive Scheme held by Kelun Huicai, one of the Employee Incentive Platforms. Kelun Huicai holds a total of 2,250,000 H Shares and 5,250,000 Unlisted Shares. Ms. Liao holds 2.27% partnership interest in Kelun Huicai, corresponding to 51,000 H Shares and 119,000 Unlisted Shares.

**Mr. ZENG Xuebo (曾學波)**, aged 40, was appointed as a Director in July 2022. He was redesignated as our non-executive Director on February 15, 2023. He is mainly responsible for overseeing the management and strategic development of the Group.

Formerly he served as a manager and was then promoted as a director of Shenzhen Zhongyi Yingtai Venture Capital Co., Ltd. (深圳中逸盈泰創業投資有限公司). From June 2015 to July 2016, he served as a deputy director of Shenzhen Investment Holdings Donghai Investment Co., Ltd. (深圳投控東海投資有限公司). From August 2016 to October 2020, he served as a director and was then promoted as a vice president of Aiqi Venture Capital Management (Shenzhen) Co., Ltd. (愛奇創業投資管理(深圳)有限公司). He has served as a vice president of Zhuhai Hexie Zhuorui Private Equity Fund Management Co., Ltd. (珠海和諧卓睿私募基金管理有限公司) (formerly "Hexie Zhuorui (Zhuhai) Investment Management Co., Ltd. (和諧卓睿(珠海)投資管理有限公司)") from November 2020 to February 2024 and was then promoted as a managing director since March 2024. From January 2022 to September 2023, he served as a director of Hang Zhou Sciwind Biosciences Co., Ltd. (杭州先為達生物科技有限公司).

Currently he also holds positions in various companies, including (i) a director of Shandong Bestcomm Pharmaceutical Company Limited (山東百諾醫藥股份有限公司), since January 2018; (ii) a director of Shanghai Model Organisms Center, Inc. (上海南方模式生物科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688265), since September 2022; (iii) a director of Chiral Quest (Suzhou) Co., Ltd. (凱瑞斯德生化(蘇州)有限公司), since December 2022; (iv) a director of Jiangxi Longlife Bio-pharmaceutical Co., Ltd. (江西隆萊生物製藥有限公司), since February 2023; (v) a director of Suzhou Pengxu Pharmatech Co., Ltd. (蘇州鵬旭醫藥科技有限公司), since February 2023; (vi) an independent director of CASI Pharmaceuticals, Inc., a company listed on NASDAQ (stock code: CASI), since March 2023; (vii) a director of Zhejiang Ablaze Health Technology Co., Ltd (浙江艾比奧健康科技有限公司), since March 2023; and (viii) a director of ZenCore (Cayman) Limited, since November 2023; (ix) a non-executive director of Chengdu Pukangweixin Biotechnology Technology Co., Ltd. (成都普康唯新生物科技有限公司), since May 2024; and (x) a non-executive Director of Sunshine Lake Pharma Co., Ltd. (廣東東陽光藥業股份有限公司), since December 2024.

Mr. Zeng obtained his bachelor's degree in pharmacy from Qinghai Minzu University (青海民族大學) in China in July 2009.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Dr. ZHENG Qiang (鄭強)**, aged 64, was appointed as an independent non-executive Director on February 15, 2023 with effect from July 2023. He is mainly responsible for supervising and providing independent advice on the operation and management of our Group.

Dr. Zheng joined the Peking University (北 京 大 學) in 2005, and served as a professor and doctoral supervisor in industrial engineering and management in Peking University (北京大學) until his retirement on January 27, 2024.

Dr. Zheng obtained his bachelor's degree in physics from Peking University (北京大學) in China in July 1983. Dr. Zheng obtained his master's degree in physics from Graduate School of Chinese Academy of Sciences (中國科學院研究生院) (currently known as University of Chinese Academy of Sciences (中國科學院大學) in China in August 1986. He also obtained his doctoral degree in physics from Temple University in the United States in June 1989.

**Dr. TU Wenwei (涂文偉)**, aged 59, as appointed as an independent non-executive Director on February 15, 2023 with effect from July 2023. He is mainly responsible for supervising and providing independent advice on the operation and management of our Group.

Dr. Tu successively served as a lecturer and attending doctor at the department of paediatrics of Children's Hospital, Chongqing Medical University (重慶醫科大學附屬兒童醫院) and a postdoctoral researcher fellow in the department of pediatrics at the Stanford University School of Medicine in the United States before 2006. Dr. Tu has served as a professor in the department of paediatrics & adolescent medicine, Li Ka Shing Faculty of Medicine at The University of Hong Kong (the "**HKU**") since June 2015. Dr. Tu also held various positions, such as the assistant dean of the Li Ka Shing Faculty of Medicine since October 2011 and an associate professor since June 2009 at the department of paediatrics & adolescent medicine since joining HKU in 2006.

Dr. Tu obtained his bachelor's and master's degrees in medicine sciences from Chongqing Medical University (重慶醫科大學) in the PRC in July 1989 and December 1992, respectively. He obtained his doctoral degree in philosophy from HKU in December 1999. Dr. Tu has received a series of awards including several Prize of Science and Technology Progress (科技進步獎). He was also recognized as a Changjiang scholar chair professor in pediatrics (長江學者講座教授(兒科)) by Ministry of Education of PRC (中華人民共和國教育部) in April 2016.

**Dr. JIN Jinping (金錦萍)**, aged 53, was appointed as an independent non-executive Director on February 15, 2023 with effect from July 2023. She is mainly responsible for supervising and providing independent advice on the operation and management of our Group.

Dr. Jin serves as an associate professor in the Law School, Peking University (北京大學). She has been serving as an independent director of China Automotive Engineering Research Institute Co., Ltd. (中國汽車工程研究院股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601965), since January 2020, and an independent non-executive Director of Horizon Construction Development Limited (宏信建設發展有限公司), a company listed on the Stock Exchange (stock code: 9930), since May 2021. Dr. Jin served as an independent director of Beijing WKW Automotive Parts Co., Ltd. (北京威卡威汽車零部件股份有限公司), a company listed on the main board of the Shenzhen Stock Exchange (stock code: 002662) from January 2014 to May 2020, and an independent director of Beijing Oriental Jicheng Co., Ltd. (北京東方中科集成科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002819) from July 2018 to June 2024.

Dr. Jin obtained a bachelor's degree in economic law from Peking University (北京大學) in the PRC in July 1995, a master's degree in civil and commercial law from Peking University in July 2001, and a doctorate degree in civil and commercial law from Peking University in June 2004. Dr. Jin obtained a lawyer qualification granted by the Ministry of Justice of the PRC in June 1997 and higher education teacher qualification granted by the Beijing Municipal Education Commission in December 2008. Dr. Jin has served as a director of the China Red Cross Foundation since September 2016.

**Dr. LI Yuedong (李越冬)**, aged 48, was appointed as an independent non-executive Director on February 15, 2023 with effect from July 2023. She is mainly responsible for supervising and providing independent advice on the operation and management of our Group.

Dr. Li joined the Southwestern University of Finance and Economics (西南財經大學) in 2004 and she has been serving as a doctoral supervisor in Auditing in Southwestern University of Finance and Economics (西南財經大學) since January 2022. She has been serving as (i) an independent director of Chengdu Sino Microelectronics Technology Co., Ltd. (成都華微電子科技股份有限公司), a company listed on the Shanghai Stock Exchange in January 2024 (stock code: 688709), since September 2021; (ii) an independent director of Ya'an Baitu High Tech Materials Co., Ltd. (雅安百圖高新材料股份有限公司) since September 2022; (iii) an independent director of Chengdu Zhimingda Electronics Co., Ltd. (成都智明達電子股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 688636), since November 2022; (iv) an independent director of Chengdu Shengbang Seals Co., Ltd. (成都盛幫密封件股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301233), since November 2022; (v) an external supervisor of Sichuan Beichuan Rural Commercial Bank Co., Ltd. (四川北川農村商業銀行股份有限公司) since December 2023; and (vi) an independent non-executive director of Honghua Group Limited (宏華集團有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 196) since June 2024. In addition, Dr. Li also served as (i) an independent director of Kelun Pharmaceutical from June 2015 to June 2021; (ii) an independent director of Chengdu Hi-Tech Development Co., Ltd. (成都高新發展股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000628) from June 2015 to June 2022; (iii) an independent director of Sichuan Fengsheng Paper Technology Co., Ltd. (四川鳳生紙業科技股份有限公司) from December 2019 to December 2022; and (iv) an independent director of Sichuan Neautus Traditional Chinese Medicine Co., Ltd. (四川新荷花中藥飲片股份有限公司) from January 2020 to February 2023; (v) an independent director of Chengdu Leejun Industrial Co., Ltd. (成都利君實業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002651) from July 2021 to May 2024.

Dr. Li obtained her bachelor's degree in economics from Chongqing Business College (重慶商學院) (currently known as Chongqing Technology and Business University (重慶工商大學) in China in July 2000. Dr. Li obtained her master's degree in accountancy from Georgia College & State University in the United States in May 2004. She also obtained her doctoral degree in business administration from Southwestern University of Finance and Economics (西南財經大學) in China in January 2011, completed the joint post-doctoral program between the National Audit Office of China (中國審計署) and Peking University in 2015 and served as a research fellow of the Institute of Chartered Accountants in England and Wales (ICAEW) in 2021. Dr. Li was appointed as an external doctoral supervisor for the DBA at Lyon Business School, France, in July 2022 and was certified as a public accountant by the Guam Board of Accountancy, the United States, in August 2015. She also participated numerous times in United Nations audit projects of the National Audit Office of China and completed audit training course in the United Nations in June 2020. Dr. Li has received a series of awards and recognition. She was recognized as an internationalized high-end accounting talent (國際化高端會計人才) by Ministry of Finance of the PRC (中國財政部) in December 2021.

*This annex serves as an explanatory statement, as required by the Listing Rules, to enable the Shareholders to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate.*

## I. LISTING RULES

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

## II. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares issued by the Company was 227,267,969 (comprising 65,773,800 Domestic Shares, 4,642,190 Unlisted Foreign Shares and 156,851,979 H Shares). Subject to the passing of the special resolution granting the Repurchase Mandate and on the basis that the number of Shares remains unchanged as at the date of the passing of the special resolution, the Company may repurchase pursuant to the Repurchase Mandate a maximum of 15,685,197 H Shares, being up to 10% of the total H Shares (excluding Treasury Shares) in issue as at the date of the passing of the resolution.

## III. REASONS FOR REPURCHASE

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

## IV. FUNDING OF REPURCHASES

In repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

## V. IMPACT ON WORKING CAPITAL

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any H Shares it repurchased and/or hold them as Treasury Shares subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the 2024 Annual Report in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels.

## VI. GENERAL

None of the Directors and, to the best of knowledge of the Directors having made all reasonable enquiries, their close associates (as defined in the Listing Rules) have any present intention to sell to the Company any of the H Shares in the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any H Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is granted to the Company.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited (HKSCC) to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the PRC and the Articles of Association.

## VII. IMPLICATIONS UNDER THE TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which would arise under the Takeovers Code or any similarly applicable laws as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in the aggregate number of Shares held by public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

## VIII. REPURCHASE OF SHARES BY THE COMPANY

The Company had not purchased any H Shares on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

## IX. H SHARE PRICES

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

| | **Highest** *(HK$)* | **Lowest** *(HK$)* |
|---|---|---|
| **2024** | | |
| July | 165.30 | 120.20 |
| August | 173.10 | 148.00 |
| September | 192.00 | 158.50 |
| October | 223.80 | 171.30 |
| November | 197.40 | 152.00 |
| December | 194.70 | 161.40 |
| **2025** | | |
| January | 174.80 | 153.90 |
| February | 242.80 | 156.00 |
| March | 310.00 | 223.20 |
| April | 346.00 | 228.20 |
| May (up to the Latest Practicable Date) | 360.00 | 300.40 |

## X. CONFIRMATION

The Company confirms that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

## COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Before amendment | After amendment |
|---|---|
| Article 1 In order to protect the lawful rights and interests of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (hereinafter referred to as "Company" or "the Company") and its shareholders and creditors, and regulate the organization and acts of the Company, these Articles of Association have been formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"……, and with reference to the Guidelines for the Articles of Association of Listed Companies (2022 Revision) (hereinafter referred to as the "Guidelines for the Articles of Association of Listed Companies"). | Article 1 In order to protect the lawful rights and interests of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (hereinafter referred to as "Company" or "the Company") and its shareholders, employees and creditors, and regulate the organization and acts of the Company, these Articles of Association have been formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law")……, and with reference to the Guidelines for the Articles of Association of Listed Companies ~~(2022 Revision)~~ (hereinafter referred to as the "Guidelines for the Articles of Association of Listed Companies"). |
| Article 8 The general manager shall be the legal representative of the Company. | Article 8 The general manager shall be the legal representative of the Company. If the general manger resigns, he/she shall be deemed to have simultaneously resigned as the legal representative. If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of resignation.<br>If the legal representative causes damage to others while performing his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming the civil liability, seek compensation from the legal representative at fault in accordance with laws or these Articles of Association. |
| Article 9 All of the assets of the Company are divided into shares of equal value, the shareholders shall be liable to the Company to the extent of the shares they have subscribed for and the Company shall be liable for the debts of the Company to the extent of all its assets. | Article 9 ~~All of the assets of the Company are divided into shares of equal value,~~ All of the assets of the Company are divided into shares of equal value, the shareholders shall be liable to the Company to the extent of the shares they have subscribed for and the Company shall be liable for the debts of the Company to the extent of all its assets. |
| Article 10 These Articles of Association shall, from the date on which it becomes effective, become a legally binding document regulating the organisation and conduct of the Company, the rights and obligations between the Company and its shareholders, and the rights and obligations between the shareholders inter se, and a legally binding document over the Company, its shareholders, directors, supervisors and senior management members. Pursuant to the Articles of Association, shareholders may sue shareholders, shareholders may sue directors, supervisors, general managers and other senior management members of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors, supervisors, general managers and other senior management members. | Article 10 These Articles of Association shall, from the date on which it becomes effective, become a legally binding document regulating the organisation and conduct of the Company, the rights and obligations between the Company and its shareholders, and the rights and obligations between the shareholders inter se, and a legally binding document over the Company, its shareholders, directors~~, supervisors~~ and senior management members. Pursuant to the Articles of Association, shareholders may sue shareholders, shareholders may sue directors, ~~supervisors,~~ general managers and other senior management members of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors, ~~supervisors,~~ general managers and other senior management members. |

| Before amendment | After amendment |
|---|---|
| Article 17 The shares issued by the Company shall be denominated in RMB with a par value of RMB1 per share. | Article 17 The shares issued by the Company shall be denominated in RMB with a par value of RMB1 per share. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the Company may convert all issued par value shares into no par value shares or convert all no par value shares into par value shares, as resolved by the general meeting of the Company. |
| Article 18 The Company's overseas listed shares that are listed on SEHK shall be referred to as "H shares"……<br>The conversion of the aforesaid unlisted shares into overseas listed shares and listing and trading of such shares on the overseas stock exchange do not require the approval by voting at any shareholders' general meeting.<br>Of the shares issued by the Company, unlisted shares shall be centrally registered and deposited with domestic securities registration and settlement institutions, and matters such as the registration and settlement arrangements for overseas listed shares shall be governed by the regulations of the place where the Company's shares are listed. | Article 18 The Company's overseas listed shares that are listed on SEHK shall be referred to as "H shares"……<br>The conversion of the aforesaid unlisted shares into overseas listed shares and listing and trading of such shares on the overseas stock exchange, as well as the resulting changes in the shareholding structure set forth in these Articles of Association, do not require the approval by voting at any ~~shareholders'~~ general meeting.<br>Of the shares issued by the Company, unlisted shares shall be centrally registered and deposited with domestic securities registration and settlement institutions, and matters such as the registration and settlement arrangements for overseas listed shares shall be governed by the regulations of the place where the Company's shares are listed. |
| Article 19 The Company's promoters are……<br>The names of the promoters of the Company, and the amount of the Company's shares held by them, and their shareholding percentage and capital contribution methods and time of contribution are as follows: | Article 19 The Company's promoters are……<br>The names of the promoters of the Company, and the amount of the Company's shares held by them, and their shareholding percentage and capital contribution methods and time of contribution are as follows. The total number of shares issued at the time of the establishment of the Company is 100 million shares, with a par value of RMB1 per share: |
| Article 20 The total number of shares of the Company is 227,267,969, all of which are ordinary shares, comprising 96,994,964 unlisted shares and 130,273,005 H shares. | Article 20 The total number of shares issued by ~~of~~ the Company is 227,267,969, all of which are ordinary shares, comprising ~~96,994,964~~70,415,990 unlisted shares and ~~130,273,005~~156,851,979 H shares. |
| Article 21 The Company or any subsidiary of the Company (including an affiliate of the Company) shall not give any financial assistance in the form of a grant, advance, guarantee, compensation or loan to a person who is purchasing or proposing to purchase shares in the Company. | Article 21 The Company or any subsidiary of the Company (including an affiliate of the Company) shall not give ~~any~~ financial assistance for others in the form of a grant, advance, guarantee~~, compensation or loan~~ or lending ~~to a person who is purchasing or proposing to purchase shares in the Company~~ to acquire shares of the Company or its parent company, except when the Company implements the employee share ownership scheme.<br>For the interests of the Company, by resolution of the general meeting, or by resolution of the Board in accordance with the Articles of Association or the authorization of the general meeting, the Company or its subsidiaries (including its affiliated enterprises) may provide financial assistance for others to acquire shares of the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Such resolution made by the Board shall be passed by two-thirds or more of all directors. |

| Before amendment | After amendment |
|---|---|
| Article 22 The Company may, in accordance with the needs of its business operation and development and in accordance with the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, increase its capital by separate resolutions of the shareholders' general meeting in the following manner:<br>(I) public offering of shares;<br>(II) non-public offering of shares;<br>(III) bonus issue to existing shareholders;<br>(IV) increase in share capital by conversion of common reserve fund;<br>(V) other means as stipulated by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and as is approved by the CSRC. | Article 22 The Company may, in accordance with the needs of its business operation and development and in accordance with the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, increase its capital ~~by separate resolutions of the shareholders' general meeting~~ in the following manner:<br>(I) ~~public~~ offering of shares to unspecified parties;<br>(II) ~~non-public~~ offering of shares to specific parties;<br>(III) bonus issue to existing shareholders;<br>(IV) increase in share capital by conversion of common reserve fund;<br>(V) other means as stipulated by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and as is approved by the CSRC. |
| Article 28 The Company does not accept its own shares as the subject of the pledge. | Article 28 The Company does not accept its own shares as the subject of the pledge. |
| Article 29 The Company's shares held by the promoters shall not be transferable within one year from the date of incorporation of the Company. Shares issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date of listing and trading of the Company's shares on the stock exchange.<br>Directors, supervisors and senior management members of the Company shall declare to the Company the shares (including preferred shares) held by them in the Company and the changes therein, and shall not transfer more than twenty-five percent of the total number of shares held by them in the Company each year during their term of office;…… The Company's shares held by the above-mentioned personnel shall not be transferred within six months after their departure from office. | Article 29 ~~The Company's shares held by the promoters shall not be transferable within one year from the date of incorporation of the Company.~~ Shares issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date of listing and trading of the Company's shares on the stock exchange.<br>Directors~~, supervisors~~ and senior management members of the Company shall declare to the Company the shares (including preferred shares) held by them in the Company and the changes therein, and shall not transfer more than twenty-five percent of the total number of shares held by them in the Company each year during their term of office as determined upon taking office;……<br>The Company's shares held by the above-mentioned personnel shall not be transferred within six months after their departure from office. If there are other provisions under laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.<br>If the shares are pledged within the restricted transfer period stipulated by laws and administrative regulations, the pledgee may not exercise the pledge right within such restricted transfer period. |
| Article 30 If any of the Company's shareholders holding five percent or more Company's shares (other than a Recognised Clearing House as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or its nominee), directors, supervisors, senior management members……<br>The shares or other securities of an equity nature held by directors, supervisors, senior management members or natural person shareholders referred to in the preceding paragraph shall include shares or other securities of an equity nature held by their spouses, parents or children and those held by using others' accounts.<br>…… | Article 30 If any of the Company's shareholders holding five percent or more Company's shares (other than a Recognised Clearing House as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or its nominee), directors, ~~supervisors,~~ senior management members……<br>The shares or other securities of an equity nature held by directors, ~~supervisors,~~ senior management members or natural person shareholders referred to in the preceding paragraph shall include shares or other securities of an equity nature held by their spouses, parents or children and those held by using others' accounts.<br>…… |

| Before amendment | After amendment |
|---|---|
| Article 31 The register of members shall be sufficient evidence of the holding of shares in the Company by the shareholders. Shareholders shall enjoy rights and assume obligations in accordance with the type of shares they hold; shareholders holding the same type of shares shall enjoy equal rights and assume equal obligations.<br>The Company shall maintain a register of members to record the following particulars in accordance with laws, administrative regulations, departmental rules and the Hong Kong Listing Rules, and the evidence provided by the securities registration authority, or register the shareholders in accordance with laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:<br>(I) the name, address (domicile), occupation or nature of each shareholder;<br>(II) the class and number of shares held by each shareholder;<br>(III) the amount paid or payable on the shares held by each shareholder;<br>(IV) the serial numbers of the shares held by each shareholder;<br>(V) the date on which each shareholder was registered as a shareholder;<br>(VI) the date on which each shareholder ceased to be a shareholder.<br>Transfer of shares shall be recorded in the register of members.…… | Article 31 The register of members shall be sufficient evidence of the holding of shares in the Company by the shareholders. Shareholders shall enjoy rights and assume obligations in accordance with the type of shares they hold; shareholders holding the same type of shares shall enjoy equal rights and assume equal obligations.<br>The Company shall maintain a register of members ~~to record the following particulars~~ in accordance with laws, administrative regulations, departmental rules and the Hong Kong Listing Rules, and the evidence provided by the securities registration authority, or register the shareholders in accordance with laws, administrative regulations, departmental rules and the Hong Kong Listing Rules~~:~~<br>~~(I) the name, address (domicile), occupation or nature of each shareholder;~~<br>~~(II) the class and number of shares held by each shareholder;~~<br>~~(III) the amount paid or payable on the shares held by each shareholder;~~<br>~~(IV) the serial numbers of the shares held by each shareholder;~~<br>~~(V) the date on which each shareholder was registered as a shareholder;~~<br>~~(VI) the date on which each shareholder ceased to be a shareholder~~.<br>Transfer of shares shall be recorded in the register of members.…… |

| Before amendment | After amendment |
|---|---|
| Article 32 Any person who is registered shareholder or who requests to have his name (title) entered into the register of members may, if his share certificate (hereinafter referred to as the "original certificate") in respect of shares in the Company is lost,…… it may be dealt with in accordance with the laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of H shares is maintained.<br>If a holder of H shares loses his share certificate and applies for a replacement new share certificate, the issue of such certificate shall comply with the following requirements: (I) the applicant shall submit an application to the Company in the form prescribed by the Company accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the loss of the original certificate and declaring that no other person is entitled to be registered as a shareholder in respect of the Relevant Shares; (II) before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that he shall be registered as a shareholder in respect of the Relevant Shares has been received; (III) the Company shall, if it decides to issue a replacement new share certificate to the applicant, make an announcement of its decision at least once every 30 days for a period of 90 days in such newspapers as may be designated by the board of directors; (IV) the Company shall have, prior to publication of its decision to issue a replacement new share certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited in the premises of the stock exchange. The announcement shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application to issue a replacement new certificate being made by a person claimed to be a holder of shares without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the announcement to be published; (V) if, by the expiration of the 90-day period referred to in items (III) and (IV) of this paragraph, the Company shall not have received from any person notice of any disagreement to such application, the Company may issue a replacement new share certificate to the applicant accordingly; (VI) where the Company issues a replacement new share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and replacement issue in the register of members accordingly; (VII) all expenses relating to the cancellation of an original share certificate and the issue of a replacement new share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant for such expenses. | Article 32 Any person who is registered shareholder or who requests to have his name (title) entered into the register of members may, if his share certificate (hereinafter referred to as the "original certificate") in respect of shares in the Company is lost,…… it may be dealt with in accordance with the laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of H shares is maintained.<br>~~If a holder of H shares loses his share certificate and applies for a replacement new share certificate, the issue of such certificate shall comply with the following requirements: (I) the applicant shall submit an application to the Company in the form prescribed by the Company accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the loss of the original certificate and declaring that no other person is entitled to be registered as a shareholder in respect of the Relevant Shares; (II) before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that he shall be registered as a shareholder in respect of the Relevant Shares has been received; (III) the Company shall, if it decides to issue a replacement new share certificate to the applicant, make an announcement of its decision at least once every 30 days for a period of 90 days in such newspapers as may be designated by the board of directors; (IV) the Company shall have, prior to publication of its decision to issue a replacement new share certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited in the premises of the stock exchange. The announcement shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application to issue a replacement new certificate being made by a person claimed to be a holder of shares without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the announcement to be published; (V) if, by the expiration of the 90-day period referred to in items (III) and (IV) of this paragraph, the Company shall not have received from any person notice of any disagreement to such application, the Company may issue a replacement new share certificate to the applicant accordingly; (VI) where the Company issues a replacement new share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and replacement issue in the register of members accordingly; (VII) all expenses relating to the cancellation of an original share certificate and the issue of a replacement new share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant for such expenses.~~ |

| Before amendment | After amendment |
|---|---|
| Article 34 When the Company convenes a shareholders' general meeting, distributes dividends, carries out liquidation or other matters requiring the identification of shareholders, the Board or the convener of the general meeting shall decide the shareholding record date. Shareholders whose names appear on the register of members following close of trading on the date of record shall be the shareholders entitled to the relevant rights and interests. | Article 34 When the Company convenes a ~~shareholders'~~ general meeting, distributes dividends, carries out liquidation or other matters requiring the identification of shareholders, the Board or the convener of the general meeting shall decide the shareholding record date. Shareholders whose names appear on the register of members following close of trading on the date of record shall be the shareholders entitled to the relevant rights and interests. If there are other provisions under laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail. |
| Article 35 Shareholders of the Company are entitled:<br>(I) to receive dividends and other distributions in other forms in proportion to the number of shares held by them;<br>(II) to request, summon, preside over, attend or appoint a proxy to attend general meetings in accordance with the law and to exercise the corresponding voting rights (except in cases where the shareholder is required to abstain from voting on relevant matters in accordance with the securities regulatory rules of the place where the Company's shares are listed);<br>(III) to monitor the Company's business operations and make recommendations or queries;<br>(IV) to transfer, gift or pledge shares held by them in accordance with laws, administrative regulations, and these Articles of Association;<br>(V) to inspect these Articles of Association, the register of members (including the register of holders of H shares), stubs of corporate bonds, minutes of shareholders' general meetings, resolutions of meetings of the Board, resolutions of meetings of the Supervisory Committee and financial accounting reports;<br>……. | Article 35 Shareholders of the Company are entitled:<br>(I) to receive dividends and other distributions in other forms in proportion to the number of shares held by them;<br>(II) to request, summon, preside over, attend or appoint a proxy to attend general meetings in accordance with the law and to exercise the corresponding voting rights (except in cases where the shareholder is required to abstain from voting on relevant matters in accordance with the securities regulatory rules of the place where the Company's shares are listed);<br>(III) to monitor the Company's business operations and make recommendations or queries;<br>(IV) to transfer, gift or pledge shares held by them in accordance with laws, administrative regulations, and these Articles of Association;<br>(V) to inspect and copy these Articles of Association, the register of members (including the register of holders of H shares), ~~stubs of corporate bonds,~~ minutes of ~~shareholders'~~ general meetings, resolutions of meetings of the Board, resolutions of meetings of ~~the Supervisory Committee~~ the audit committee of the Board and financial accounting reports; shareholders individually or jointly holding more than 3% of the Company's shares for more than 180 consecutive days may request to inspect the Company's accounting books and accounting vouchers;<br>……. |

| Before amendment | After amendment |
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| Article 36 Where a shareholder requests to inspect and read the relevant information or demand for materials as set forth in the preceding Article, this shareholder shall provide the Company with written documents evidencing the class and number of shares held by this shareholder in the Company and the Company shall provide the above information at the request of such shareholder upon verification of the shareholder's identity. | Article 36 Where a shareholder requests to inspect and read or copy the relevant information or demand for materials as set forth in the preceding Article, this shareholder shall comply with the provisions of the Company Law, the Securities Law, and other laws and administrative regulations, and provide the Company with written documents evidencing his/her identity, the class and number of shares held by this shareholder in the Company and the Company shall provide the above information ~~at the request of such shareholder~~ in accordance with the law upon verification of the shareholder's identity.<br>Involving insider information or materials for which the Company has confidentiality obligations, the Company shall prudently assess the scope and content of the materials to be provided in accordance with the law.<br>Shareholders requesting to inspect the accounting books and vouchers of the Company shall submit a written request to the Company, stating the purpose. If the Company reasonably believes that the shareholder's inspection of the accounting books and vouchers is for an improper purpose that may harm the legitimate interests of the Company, it may refuse such inspection, and shall provide a written reply to the shareholders within fifteen days from the date of the shareholders' written request, explaining the reasons for the refusal. If the inspection is denied by the Company, the shareholder may initiate legal proceedings in the people's court.<br>A shareholder may appoint an accounting firm, law firm or other intermediary agencies to inspect the materials specified in the preceding paragraph.<br>Shareholders and the accounting firms, law firms and other intermediary agencies they appointed shall comply with the requirements of laws and administrative regulations on the inspection of state secrets, trade secrets, personal privacy and personal information etc., when inspecting and copying relevant materials.<br>Where a shareholder requests to inspect or copy materials related to wholly owned subsidiaries of the Company, the four preceding paragraphs shall apply. |

| Before amendment | After amendment |
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| Article 37 If a resolution of the general meeting or the Board of the Company violates the laws or administrative regulations, shareholders have the right to petition a people's court to invalidate the resolution.<br>If the procedure for convening or the method of voting at a general meeting or a meeting of the Board violates the laws, administrative regulations or these Articles of Association, or if the contents of a resolution breaches these Articles of Association, shareholders have the right to request the people's court to revoke such resolution within 60 days from the date on which the resolution was adopted. | Article 37 If a resolution of the general meeting or the Board of the Company violates the laws or administrative regulations, shareholders have the right to petition a people's court to invalidate the resolution.<br>If the procedure for convening or the method of voting at a general meeting or a meeting of the Board violates the laws, administrative regulations or these Articles of Association, or if the contents of a resolution breaches these Articles of Association, shareholders have the right to request the people's court to revoke such resolution within 60 days from the date on which the resolution was adopted, unless there is only a slight defect in the procedure for convening or the method of voting at a general meeting or a meeting of the Board, which has no substantive impact on the resolution.<br>Where the Board, shareholders and other stakeholders dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling to revoke the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.<br>Where the people's court makes a judgement or ruling on relevant matters, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.<br>Resolutions of the general meeting or the Board of the Company shall be invalid in any of the following circumstances:<br>(I) the resolution was not made by a general meeting or a meeting of the Board;<br>(II) the resolution was not voted on at a general meeting or a meeting of the Board;<br>(III) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or these Articles of Association;<br>(IV) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or these Articles of Association. |

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| Article 38 If any director or senior management member has violated the laws, administrative regulations or provisions of these Articles of Association in performing their duties in the Company and therefore has caused loss to the Company, shareholders who have individually or jointly held above 1% shares in the Company for more than one hundred and eighty consecutive days may make a written request to the supervisory committee to initiate legal proceedings at the people's court. If the Supervisory Committee has violated laws, administrative regulations or provisions of these Articles of Association in performing its duties and therefore has caused loss to the Company, the shareholders may make a written request to the Board to initiate legal proceedings at a people's court. If the Supervisory Committee or the Board rejects or fails to initiate legal proceedings within thirty days after receiving the request,……<br>If any other person infringes on the Company's interest and therefore has caused loss to the Company, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs. | Article 38 If any director or senior management member, other than the members of the audit committee, has violated the laws, administrative regulations or provisions of these Articles of Association in performing their duties in the Company and therefore has caused loss to the Company, shareholders who have individually or jointly held above 1% shares in the Company for more than one hundred and eighty consecutive days may make a written request to the ~~supervisory~~ audit committee of the Board to initiate legal proceedings at the people's court. If the ~~Supervisory Committee~~ member of the audit committee of the Board has violated laws, administrative regulations or provisions of these Articles of Association in performing its duties and therefore has caused loss to the Company, the shareholders may make a written request to the Board to initiate legal proceedings at a people's court.<br>If the ~~Supervisory Committee~~ audit committee of the Board or the Board rejects to initiate legal proceedings after receiving the request,……If any other person infringes on the Company's interest and therefore has caused loss to the Company, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.<br>If the director, supervisor, or senior management of a wholly-owned subsidiary of the Company violates laws, administrative regulations, departmental rules, or these Articles of Association in the performance of duties and therefore has caused loss to the company, or if any other person infringes on the lawful interests of the subsidiary and therefore has caused loss, shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days may request in writing that the supervisory committee or board of directors of the wholly-owned subsidiary initiates legal proceedings at a people's court, or initiates legal proceedings directly at a people's court in their own name pursuant to procedures stated in the three preceding paragraphs. |
| Article 40 Shareholders of the Company bear the following obligations:<br>(I) to abide by the laws, administrative regulations, and these Articles of Association;<br>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;<br>(III) not to withdraw their contributed share capital except in circumstances stipulated by the laws and regulations;<br>…… | Article 40 Shareholders of the Company bear the following obligations:<br>(I) to abide by the laws, administrative regulations, and these Articles of Association;<br>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;<br>(III) not to withdraw their contributed share capital except in circumstances stipulated by the laws and regulations;<br>…… |
| Article 41 Any shareholder holding 5% or more of the Company's shares with voting rights, who pledges its shares, shall immediately report to the Company in writing on the day of effectiveness of such pledge of shares. | Delete this Article |

| Before amendment | After amendment |
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| | Article 41 The controlling shareholder and de facto controller of the Company shall exercise their rights and fulfill their obligations in accordance with the laws, administrative regulations, and the regulations of the CSRC and the stock exchange, safeguarding the interests of the Company.<br>The controlling shareholder and de facto controller of the Company ~~may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.~~ who do not serve as directors but actually execute the affairs of the Company shall be subject to the provisions of these Articles of Association regarding the fiduciary duties and diligent obligations of directors.<br>The controlling shareholder and the de facto controller ~~of the Company bear a fiduciary duty toward the Company and its public shareholders.~~ who pledge the shares of the Company they hold or actually control shall maintain the Company's control and the stability of its production and operations.<br>The controlling shareholder and de facto controller who transfer their shares in the Company shall comply with the restrictive provisions regarding share transfers as stipulated by the laws, administrative regulations, the requirements of the CSRC and the stock exchange, as well as their commitments made concerning the restrictions on share transfers. |
| Article 42 The controlling shareholder and de facto controller of the Company may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.<br>The controlling shareholder and the de facto controller of the Company bear a fiduciary duty toward the Company and its public shareholders. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. The controlling shareholder may not use such means as profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company and the public shareholders. | Article 42 The controlling shareholder and de facto controller of the Company shall comply with the following provisions:<br>(I) ~~shall~~ to exercise its rights as ~~an investor~~a shareholder in ~~strict~~ accordance with the laws~~. The controlling shareholder may not use such means as profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc.~~, without abusing control or using related relationships to harm the lawful rights and interests of the Company or other shareholders;<br>(II) to strictly fulfill the public statements and commitments made, and shall not unilaterally change or waive them;<br>(III) to strictly fulfill the information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company to ensure effective information disclosure, and promptly inform the Company of any significant events that have occurred or are expected to occur;<br>(IV) shall not misappropriate the Company's funds in any manner;<br>(V) shall not compel, instruct, or require the Company and relevant personnel to provide guarantees in violation of laws and regulations; |

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| | (VI) ~~or use its controlling position~~shall not use undisclosed significant information of the Company for personal gain, shall not disclose any undisclosed significant information related to the Company in any manner, and shall not engage in illegal or regulatory violations such as insider trading, short-term trading, or market manipulation;<br>(VII) shall not ~~to~~ harm the lawful rights and interests of the Company and ~~the public shareholders.~~ other shareholders by means of non-fair connected transactions, profit distribution, asset restructuring, investment in a third party, etc.;<br>(VIII) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;<br>(IX) laws, administrative regulations, regulations of the CSRC, securities regulatory rules of the place where the Company's shares are listed and other provisions of these Articles of Association. |

| Before amendment | After amendment |
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| Article 43 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:<br>(I) to decide on the Company's business operation policy and investment plan;<br>(II) to elect and replace directors and supervisors who are not employee representatives and to decide on matters relating to the remuneration of directors and supervisors;<br>(III) to consider and approve the report of the Board;<br>(IV) to consider and approve the report of the Supervisory Committee;<br>(V) to consider and approve the projects of the annual financial budget and final accounts of the Company;<br>(VI) to consider and approve the Company's projects for profit distribution and loss recovery;<br>(VII) to resolve on the increase or reduction of the registered capital of the Company;<br>(VIII) to resolve on the issue of corporate bonds;<br>(IX) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;<br>(X) to amend these Articles of Association;<br>(XI) to resolve on the engagement and dismissal of the Company's accounting firm;<br>(XII) to consider and approve the guarantees as provided in Article 44;<br>(XIII) to consider the purchase or sale of material assets of the Company exceeding thirty percent of the Company's latest audited total assets within one year;<br>(XIV) to consider and approve the change of use of proceeds;<br>(XV) to consider share incentive schemes and employee share ownership schemes;<br>(XVI) to consider other matters that shall be decided by the shareholders' general meeting as stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles of Association.<br>The above-mentioned functions and powers of the shareholders' general meeting shall not be exercised by the Board or other bodies and individuals on its behalf by way of delegation. Except for the above matters, the shareholders' general meeting may authorise or delegate the Board and/or persons authorised by the Board to carry out the matters it authorises or delegates, subject to the mandatory provisions of laws and regulations and the relevant laws and regulations and regulatory rules of the place where the Company's shares are listed. | Article 43 The Company's general meeting shall be composed of all shareholders. The ~~shareholders'~~ general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:<br>(I) ~~to decide on the Company's business operation policy and investment plan;~~<br>~~(II)~~ to elect and replace directors ~~and supervisors~~ who are not employee representatives and to decide on matters relating to the remuneration of directors ~~and supervisors~~;<br>(~~III~~ II) to consider and approve the report of the Board;<br>~~(IV) to consider and approve the report of the Supervisory Committee;~~<br>~~(V) to consider and approve the projects of the annual financial budget and final accounts of the Company;~~<br>(~~VI~~III) to consider and approve the Company's projects for profit distribution and loss recovery;<br>(~~VII~~IV) to resolve on the increase or reduction of the registered capital of the Company;<br>(V~~III~~) to resolve on the issue of corporate bonds;<br>(~~IX~~VI) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company, unless otherwise provided by the laws;<br>(~~X~~VII) to amend these Articles of Association;<br>(~~XI~~VIII) to resolve on the engagement and dismissal of the Company's accounting firm responsible for the Company's auditing services;<br>(~~XII~~IX) to consider and approve the guarantees as provided in Article 44;<br>(X~~III~~) to consider the purchase or sale of material assets of the Company exceeding thirty percent of the Company's latest audited total assets within one year;<br>(XI~~V~~) to consider and approve the change of use of proceeds;<br>(X~~V~~II) to consider share incentive schemes and employee share ownership schemes;<br>(X~~VI~~III) to consider other matters that shall be decided by the ~~shareholders'~~ general meeting as stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles of Association.<br>The above-mentioned functions and powers of the ~~shareholders'~~ general meeting shall not be exercised by the Board or other bodies and individuals on its behalf by way of delegation, except as otherwise provided by the laws, administrative regulations, departmental rules, or as stipulated in the Articles of Association or authorized by the general meeting for the Board to make resolutions regarding the issuance of the Company's shares or bonds and other matters. Except for the above matters, the ~~shareholders'~~ general meeting may authorise or delegate the Board and/or persons authorised by the Board to carry out the matters it authorises or delegates, subject to the mandatory provisions of laws and regulations and the relevant laws and regulations and regulatory rules of the place where the Company's shares are listed. |

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| Article 44 The following external guarantees of the Company shall be subject to the approval of the shareholders' general meeting:<br>(I) any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of external guarantees exceeds fifty percent of the latest audited net assets;<br>……<br>When a guarantee mentioned in item (III) above is reviewed at the shareholders' general meeting, it shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting. When considering the resolution of providing guarantee to shareholders, actual controller and connected parties thereof at the shareholders' general meeting, such shareholders or shareholders controlled by such actual controller shall not vote on such resolution. Such resolution requires a simple majority of the voting rights of other shareholders attending the shareholders' general meeting to be passed.<br>…… | Article 44 The following external guarantees of the Company shall be subject to the approval of the ~~shareholders'~~ general meeting:<br>(I) any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of external guarantees exceeds fifty percent of the latest audited net assets;<br>……<br>When a guarantee mentioned in item (III) above is reviewed at the ~~shareholders'~~ general meeting, it shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting. When considering the resolution of providing guarantee to shareholders, actual controller and connected parties thereof at the ~~shareholders'~~ general meeting, such shareholders or shareholders controlled by such actual controller shall not vote on such resolution. Such resolution requires a simple majority of the voting rights of other shareholders attending the ~~shareholders'~~ general meeting to be passed.<br>…… |
| Article 46 The Company shall convene an extraordinary general meeting within two months upon the occurrence of any of the following events:<br>(I) the number of directors is less than the minimum quorum stipulated in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;<br>……;<br>(V) upon request by the supervisory committee;<br>…… | Article 46 The Company shall convene an extraordinary general meeting within two months upon the occurrence of any of the following events:<br>(I) the number of directors is less than the minimum quorum stipulated in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;<br>……;<br>(V) upon request by the ~~supervisory committee~~ audit committee of the Board;<br>…… |
| Article 47 The venue for convening a general meeting of the Company shall be at the domicile of the Company or such other specific places as specified at the notice of the general meeting.<br>……<br>The shareholders shall be deemed as present when participating in the general meeting via the above-mentioned methods.<br>After the notice of the shareholders' general meeting has been given, the place of the on-site meeting of the shareholders' general meeting shall not be changed without justifiable reasons. If there is a need to change, the convener shall announce and explain the reasons at least two working days before the date of the on-site meeting. | Article 47 The venue for convening a general meeting of the Company shall be at the domicile of the Company or such other specific places as specified at the notice of the general meeting.<br>……<br>~~The shareholders shall be deemed as present when participating in the general meeting via the above-mentioned methods.~~<br>After the notice of the ~~shareholders'~~ general meeting has been given, the place of the on-site meeting of the ~~shareholders'~~ general meeting shall not be changed without justifiable reasons. If there is a need to change, the convener shall announce and explain the reasons at least two working days before the date of the on-site meeting. |
| Article 48 Independent non-executive directors shall have the right to propose to the Board to convene an extraordinary general meeting, and shall make such proposal to the Board in writing. …… | Article 48 More than half of the i~~I~~ndependent non-executive directors shall have the right to propose to the Board to convene an extraordinary general meeting, and shall make such proposal to the Board in writing. …… |

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| Article 49 The Supervisory Committee shall have the right to propose to the Board to convene an extraordinary general meeting, and shall make such proposal to the Board in writing. ……<br>If the Board agrees to convene an extraordinary general meeting, it shall issue a notice on convening such shareholders' general meeting within five days after passing the board resolutions. Changes to the original proposal as stated in the notice shall obtain the consent of the Supervisory Committee.<br>If the Board does not agree to convene such meeting, or fails to give a response within ten days after receipt of the proposal, it shall be deemed that the Board cannot perform or has failed to perform the duties to convene the general meeting, and the Supervisory Committee may itself convene and preside over such meeting. | Article 49 The ~~Supervisory Committee~~ audit committee of the Board shall have the right to propose to the Board to convene an extraordinary general meeting, and shall make such proposal to the Board in writing. ……<br>If the Board agrees to convene an extraordinary general meeting, it shall issue a notice on convening such ~~shareholders'~~ general meeting within five days after passing the board resolutions. Changes to the original proposal as stated in the notice shall obtain the consent of the ~~Supervisory Committee~~ audit committee of the Board.<br>If the Board does not agree to convene such meeting, or fails to give a response within ten days after receipt of the proposal, it shall be deemed that the Board cannot perform or has failed to perform the duties to convene the general meeting, and the ~~Supervisory Committee~~ audit committee of the Board may itself convene and preside over such meeting. |
| Article 50 When a shareholder requests to convene an extraordinary general meeting, the following procedures shall be followed:<br>……<br>(III) if the Board does not agree to hold the extraordinary general meeting or fails to give a reply within ten days after receipt of the request, shareholders severally or jointly holding more than ten percent of the shares of the Company shall be entitled to propose and request in writing to the Supervisory Committee to convene an extraordinary general meeting.<br>(IV) if the Supervisory Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of the said request. Changes in the original request in the notice shall be subject to the approval of relevant shareholders.<br>(V) If the Supervisory Committee fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than ten percent of the shares of the Company for more than ninety consecutive days may summon and preside over the meeting themselves. | Article 50 When a shareholder requests to convene an extraordinary general meeting, the following procedures shall be followed:<br>……<br>(III) if the Board does not agree to hold the extraordinary general meeting or fails to give a reply within ten days after receipt of the request, shareholders severally or jointly holding more than ten percent of the shares of the Company shall be entitled to propose and request in writing to the ~~Supervisory Committee~~ audit committee of the Board to convene an extraordinary general meeting.<br>(IV) if the ~~Supervisory Committee~~ audit committee of the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of the said request. Changes in the original request in the notice shall be subject to the approval of relevant shareholders.<br>(V) If the ~~Supervisory Committee~~ audit committee of the Board fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than ten percent of the shares of the Company for more than ninety consecutive days may summon and preside over the meeting themselves. |

| Before amendment | After amendment |
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| Article 51 If the Supervisory Committee or the shareholders decide to summon a general meeting on their own initiative, they shall notify the Board in writing and file with the securities regulatory authority of the Company's place of registration and the stock exchange on which the Company's shares are listed in accordance with the applicable regulations.<br>Where the shareholders summon a general meeting, the shareholding of the summoning shareholder prior to the resolution of the general meeting shall not be less than ten percent of the shares with voting rights of the Company.<br>The Supervisory Committee or the summoning shareholder shall submit the relevant supporting documents to the securities regulatory authority of the Company's place of registration and the stock exchange on which the Company's shares are listed when giving notice of the shareholders' general meeting and when announcing the resolutions of the shareholders' general meeting, and in accordance with the applicable regulations. | Article 51 If the ~~Supervisory Committee~~ audit committee of the Board or the shareholders decide to summon a general meeting on their own initiative, they shall notify the Board in writing ~~and file with the securities regulatory authority of the Company's place of registration and the stock exchange on which the Company's shares are listed in accordance with the applicable regulations~~.<br>Where the shareholders summon a general meeting, the shareholding of the summoning shareholder prior to announcement of the resolution of the general meeting shall not be less than ten percent of the shares with voting rights of the Company.<br>~~The Supervisory Committee or the summoning shareholder shall submit the relevant supporting documents to the securities regulatory authority of the Company's place of registration and the stock exchange on which the Company's shares are listed when giving notice of the shareholders' general meeting and when announcing the resolutions of the shareholders' general meeting, and in accordance with the applicable regulations.~~ |
| Article 52 When the Supervisory Committee or shareholders themselves convene a general meeting, the Board and the secretary to the Board shall cooperate.<br>The Board shall provide the register of members as of the date of record. | Article 52 When the ~~Supervisory Committee~~ audit committee of the Board or shareholders themselves convene a general meeting, the Board and the secretary to the Board shall cooperate.<br>The Board shall provide the register of members as of the date of record. |
| Article 53 When the Supervisory Committee or shareholders themselves convene a general meeting, the necessary expenses of the meeting shall be borne by the Company. | Article 53 When the ~~Supervisory Committee~~ audit committee of the Board or shareholders themselves convene a general meeting, the necessary expenses of the meeting shall be borne by the Company. |
| Article 55 The Board, Supervisory Committee and shareholders individually or jointly holding more than three percent of shares in the Company are entitled to make proposals at the general meeting.<br>Shareholders individually or jointly holding at least three percent of the shares of the Company may submit extempore proposals in writing to the convener ten days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore proposal within two days after receipt of the proposal, and submit such extempore proposal to the general meeting for consideration. The contents of such an extempore proposal shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution.<br>…… | Article 55 The Board, ~~Supervisory Committee~~ audit committee of the Board and shareholders individually or jointly holding more than ~~three~~ one percent of shares in the Company are entitled to make proposals at the general meeting.<br>Shareholders individually or jointly holding at least ~~three~~ one percent of the shares of the Company may submit extempore proposals in writing to the convener ten days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore proposal within two days after receipt of the proposal, and submit such extempore proposal to the general meeting for consideration. ~~The contents of such an extempore proposal shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution.~~ Unless the extempore proposal violate the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules and these Articles of Association, or do not fall within the scope of the functions and powers of the general meeting.<br>…… |

| Before amendment | After amendment |
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| Article 56 When the Company is to hold an annual general meeting, it shall notify all the shareholders by means of public announcement at least twenty clear business days before the date of the meeting. When the Company is to hold an extraordinary general meeting, it shall notify all the shareholders by means of public announcement at least ten clear business days or fifteen days (whichever is longer) before the date of the meeting. …… | Article 56 When the Company is to hold an annual general meeting, it shall notify all the shareholders by means of public announcement at least ~~twenty clear business~~ twenty-one days before the date of the meeting. When the Company is to hold ~~an extraordinary~~ a general meeting, it shall notify all the shareholders by means of public announcement at least ~~ten clear business days or fifteen days (whichever is longer)~~ fifteen days before the date of the meeting. …… |
| Article 57 The notice of a shareholders' general meeting shall containing the following particulars:<br>(I) the time, venue and duration of the meeting;<br>……<br>Any notice and supplementary notice of general meeting shall include the contents prescribed by the Hong Kong Listing Rules and these Articles of Association, and sufficiently and completely disclose all contents of all proposals. If any matter to be discussed requires opinions of the independent non-executive directors, the opinions and reasons of the independent non-executive directors shall be disclosed together with the issuance of such notice. | Article 57 The notice of a ~~shareholders'~~ general meeting shall containing the following particulars:<br>(I) the time, venue and duration of the meeting;<br>……<br>Any notice and supplementary notice of general meeting shall include the contents prescribed by the Hong Kong Listing Rules and these Articles of Association, and sufficiently and completely disclose all contents of all proposals. ~~If any matter to be discussed requires opinions of the independent non-executive directors, the opinions and reasons of the independent non-executive directors shall be disclosed together with the issuance of such notice.~~ If any matter to be discussed requires reviewed by the independent non-executive directors, the Company shall be promptly convened independent non-executive for review. |
| Article 58 Where the shareholders' general meeting is to discuss matters relating to the election of directors and supervisors, full details of the candidates for directors and supervisors shall be disclosed in the notice of the shareholders' general meeting, including at least the following particulars:<br>(I) personal circumstances such as educational background, work experience and parttime employment;<br>(II) whether there is a related (connected) relationship with the Company or the Company's controlling shareholders and de facto controllers;<br>(III) disclosure of the number of shares held in the Company;<br>(IV) whether they have been penalized by the CSRC and other relevant authorities and subject to the disciplinary actions imposed by stock exchanges;<br>(V) other matters required to be disclosed by the listing rules of the place where the Company's shares are listed.<br>Except for the election of directors and supervisors by cumulative voting, each candidate for director or supervisor shall be put forward by a single proposal. | Article 58 Where the ~~shareholders'~~ general meeting is to discuss matters relating to the election of directors ~~and supervisors~~, full details of the candidates for directors ~~and supervisors~~ shall be disclosed in the notice of the ~~shareholders'~~ general meeting in accordance with laws, administrative regulations and the securities regulatory rules of the places where the Company's shares are listed~~, including at least the following particulars:~~.<br>~~(I) personal circumstances such as educational background, work experience and parttime employment;~~<br>~~(II) whether there is a related (connected) relationship with the Company or the Company's controlling shareholders and de facto controllers;~~<br>~~(III) disclosure of the number of shares held in the Company;~~<br>~~(IV) whether they have been penalized by the CSRC and other relevant authorities and subject to the disciplinary actions imposed by stock exchanges;~~<br>~~(V) other matters required to be disclosed by the listing rules of the place where the Company's shares are listed.~~<br>Except for the election of directors ~~and supervisors~~ by cumulative voting, each candidate for director ~~or supervisor~~ shall be put forward by a single proposal. |

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| Article 61 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and exercise their voting rights in accordance with relevant laws, regulations and these Articles of Association.<br>Shareholders may attend general meetings in person or, appoint a proxy to attend and vote at the meeting on their behalf. | Article 61 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and exercise their voting rights in accordance with relevant laws, regulations and these Articles of Association.<br>Shareholders may attend general meetings in person or, appoint a proxy to attend and vote at the meeting on their behalf.<br>Any shareholder who is entitled to attend and vote at the general meeting shall be entitled to appoint one or more persons, who need not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf. |
| Article 62 An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity and his or her share account card. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.<br>Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. …… | Article 62 An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document ~~or proof~~ evidencing his or her identity ~~and his or her share account card~~or proof of holding the Company's shares. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.<br>Shareholders that are legal persons shall be represented at ~~a~~the general meeting of the Company by their legal representative or ~~a proxy appointed by their legal representative~~the person resolved and authorized by the Board or other decision-making body. …… |
| Article 63 Any shareholder who is entitled to attend and vote at the general meeting shall be entitled to appoint one or more persons, who need not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf. The instrument of appointment by which a shareholder appoints another person to attend a general meeting shall specify the following particulars:<br>(I) the name of the proxy;<br>(II) with or without voting rights;<br>(III) separate instructions as to whether to vote for, vote against, or abstain from voting on, each item on the agenda of the general meeting as an item for consideration thereat;<br>…… | Article 63 ~~Any shareholder who is entitled to attend and vote at the general meeting shall be entitled to appoint one or more persons, who need not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf.~~ The instrument of appointment by which a shareholder appoints another person to attend a general meeting shall specify the following particulars:<br>(I) the name of the ~~proxy~~principal, and the class and number of shares of the Company held by the principal;<br>(II) ~~with or without voting rights~~the name of the proxy;<br>(III) ~~separate~~specific instructions from the shareholders, including instructions as to whether to vote for, vote against, or abstain from voting on, each item on the agenda of the general meeting as an item for consideration thereat;<br>…… |
| Article 64 The power of attorney shall contain a statement that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit. A shareholder proxy need not cast all votes in the same manner. | Delete this Article |

| Before amendment | After amendment |
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| Article 65 The instrument appointing a proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice convening the meeting not less than 24 hours before the time for holding the meeting at which the proxy proposes to vote or the time specified for the voting. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.<br>If the principal is a legal person, its legal representative or the person resolved and authorized by the Board or other decision-making body shall attend the general meeting of the Company on its behalf. | Article 64 The ~~instrument appointing a proxy~~letter of authorization shall be deposited at the domicile of the Company or at such other place as specified in the notice convening the meeting not less than 24 hours before the time for holding the meeting at which the proxy proposes to vote or the time specified for the voting. If the ~~instrument~~letter of authorization is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the ~~instrument appointing the voting proxy~~letter of authorization at the domicile of the Company or at such other place as specified in the notice of the meeting.<br>~~If the principal is a legal person, its legal representative or the person resolved and authorized by the Board or other decision-making body shall attend the general meeting of the Company on its behalf.~~ |
| Article 66 …… The meeting register shall include the name of the participants (or the name of the unit), identity card number, domicile address, the number of voting shares held or represented by the meeting, and the name of the principal (or the name of the unit). | Article 65 …… The meeting register shall include the name of the participants (or the name of the unit), identity card number, ~~domicile address,~~ the number of voting shares held or represented by the meeting, and the name of the principal (or the name of the unit). |
| Article 67 The convener and the lawyer engaged by the company (if applicable) will jointly verify the legality of the shareholders' qualifications based on the shareholder register provided by the securities registration and clearing institution, …….. | Article 66 The convener and ~~the lawyer~~other persons engaged by the company ~~(if applicable)~~in accordance with the Hong Kong Listing Rules will jointly verify the legality of the shareholders' qualifications based on the shareholder register provided by the securities registration and clearing institution, ……. |
| Article 68 If the Company convenes a general meeting, all directors, supervisors, and the secretary to the Board of the Company shall attend the meeting. The general manager shall be present at the meeting. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforementioned persons may attend the meeting or be present at the meeting as non-voting delegates through internet, video, telephone or other equivalent means. | Article 67 ~~If the Company convenes a general meeting, all directors, supervisors, and the secretary to the Board of the Company shall attend the meeting. The general manager shall be present at the meeting.~~Directors and senior management members shall be in attendance at the meeting and accept any inquiries by shareholders if so required by the general meeting. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforementioned persons may ~~attend the meeting or~~ be present at the meeting as non-voting delegates through internet, video, telephone or other equivalent means. |

| Before amendment | After amendment |
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| Article 69 A general meeting is presided over by the chairman of the Board. If the chairman of the Board fails or is unable to perform his or her duties, the meeting shall be presided over by the vice chairman (if the company has two or more vice chairman, the vice chairman elected by more than half of the directors). When the vice chairman is unable to perform his duties or fails to perform his duties, the meeting shall be presided over by the director jointly elected by at least one half of the directors.<br>At a general meeting convened by the Supervisory Committee, the chairman of the Supervisory Committee shall preside. If the chairman of the Supervisory Committee is unable or fails to perform his or her duties, the vice chairman of the Supervisory Committee shall preside. When the vice chairman of the Supervisory Committee is unable or fails to perform his or her duties, a supervisor jointly elected by at least one half of the supervisors shall preside over the meeting.<br>If a general meeting is convened by a shareholder himself/herself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s).<br>When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue. | Article 68 A general meeting is presided over by the chairman of the Board. If the chairman of the Board fails or is unable to perform his or her duties, the meeting shall be presided over by ~~the vice chairman (if the company has two or more vice chairman, the vice chairman elected by more than half of the directors). When the vice chairman is unable to perform his duties or fails to perform his duties, the meeting shall be presided over by~~ the director jointly elected by ~~at least one~~more than half of the directors.<br>At a general meeting convened by the ~~Supervisory Committee~~audit committee of the Board, the ~~chairman~~convener of the ~~Supervisory Committee~~audit committee of the Board shall preside. If the ~~chairman~~convener of the ~~Supervisory Committee~~audit committee of the Board is unable or fails to perform his or her duties, ~~the vice chairman of the Supervisory Committee shall preside. When the vice chairman of the Supervisory Committee is unable or fails to perform his or her duties,~~ a ~~supervisor~~ member of the audit committee jointly elected by ~~at least one~~more than half of the ~~supervisors~~members of the audit committee shall preside over the meeting.<br>If a general meeting is convened by a shareholder himself/herself or shareholders themselves, the meeting shall be presided over by the convener(s) or the representative selected by the convener(s).<br>When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue. |
| Article 70 The Company shall formulate the Rules of Procedure for General Meetings which shall specify in detail the procedures for calling and voting at general meeting, and cover notification, registration, consideration of proposals, voting, vote counting, announcement of voting results, adoption of meeting resolutions, keeping and signing of meeting minutes, announcement, etc., ……. | Article 69 The Company shall formulate the Rules of Procedure for General Meetings which shall specify in detail the procedures for convening, calling and voting at general meeting, and cover notification, registration, consideration of proposals, voting, vote counting, announcement of voting results, adoption of meeting resolutions, keeping and signing of meeting minutes, announcement, etc., ……. |
| Article 71 The Board and the Supervisory Committee shall report on their work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties. | Article 70 The Board ~~and the Supervisory Committee~~ shall report on their work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties. |
| Article 72 The directors, supervisors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting. | Article 71 The directors~~, supervisors~~ and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting. |

| Before amendment | After amendment |
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| Article 74 Minutes shall be kept of general meetings and the secretary to the Board shall be responsible therefor. The meeting minutes shall include:<br>……<br>(II) name of the chairman of the meeting and directors, supervisors, general manager and other senior management members present or in attendance at the meeting;<br>……<br>(VI) the name of lawyers (if any), counting officers and scrutinizers;<br>(VII) such other matters which shall be recorded in the meeting minutes in accordance with the provisions of the laws and regulations. | Article 73 Minutes shall be kept of general meetings and the secretary to the Board shall be responsible therefor. The meeting minutes shall include:<br>……<br>(II) name of the chairman of the meeting and directors, ~~supervisors,~~ general manager and other senior management members present or in attendance at the meeting;<br>……<br>(VI) the name of ~~lawyers (if any),~~ counting officers and scrutinizers;<br>(VII) such other matters which shall be recorded in the meeting minutes in accordance with the provisions of the laws and regulations. |
| Article 75 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board, convener or their representatives and the chairman of the meeting shall sign on the minutes. …… | Article 74 The convener shall ensure that the minutes are truthful, accurate and complete. The attending or presenting directors, ~~supervisors,~~ Secretary to the Board, convener or their representatives and the chairman of the meeting shall sign on the minutes. …… |
| Article 76 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. …… Meanwhile, the convener shall report to the dispatched office of the CSRC and the stock exchange where the company is located. | Article 75 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. …… ~~Meanwhile, the convener shall report to the dispatched office of the CSRC and the stock exchange where the company is located.~~ |
| Article 78 The following matters shall be passed as ordinary resolutions at a general meeting:<br>(I) work reports of the Board and the Supervisory Committee;<br>(II) profit distribution plans and plans for making up losses drafted by the Board;<br>(III) the appointment, dismissal and remuneration of the members of the Board and the Supervisory Committee and the method of payment of the remuneration;<br>(IV) annual financial budgets and final accounts of the Company;<br>(V) annual report of the Company;<br>(VI) the appointment or removal of an accounting firm;<br>(VII) matters other than those which laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed or these Articles of Association require to be adopted by special resolution. | Article 77 The following matters shall be passed as ordinary resolutions at a general meeting:<br>(I) work report~~s~~ of the Board ~~and the Supervisory Committee~~;<br>(II) profit distribution plans and plans for making up losses drafted by the Board;<br>(III) the appointment, dismissal and remuneration of the members of the Board ~~and the Supervisory Committee~~ and the method of payment of the remuneration;<br>(IV) ~~annual financial budgets and final accounts of the Company;~~<br>~~(V) annual report of the Company;~~<br>~~(VI)~~ the appointment or removal of an accounting firm;<br>(V~~I~~I) matters other than those which laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association require to be adopted by special resolution. |
| Article 79 The following matters shall be passed as special resolutions at a general meeting:<br>(I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company;<br>(II) the determination of the issuance of corporate bonds or other securities by the Company and listing plan;<br>…… | Article 78 The following matters shall be passed as special resolutions at a general meeting:<br>(I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company (including the authorization of the Board to make resolutions on such matters);<br>(II) ~~the determination of the issuance of corporate bonds or other securities by the Company and listing plan;~~<br>…… |

| Before amendment | After amendment |
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| Article 80 ……<br>When the shareholders' general meeting considers major issues that affect the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner in accordance with relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.<br>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.<br>…… | Article 79 ……<br>~~When the shareholders' general meeting considers major issues that affect the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner in accordance with relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed~~.<br>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.<br>…… |
| Article 84 The list of candidates for the position of director or supervisor shall be put in the form of a proposal before the general meeting for voting.<br>When the general meeting votes on the election of directors or supervisors, it may, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting.<br>For the purposes of the preceding paragraph, the term "cumulative voting" means that, when the general meeting votes to elect directors or non-employee representative supervisors, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may cluster his or her voting rights.<br>The Board shall announce the biographies and basic information of candidates for directors and supervisors to shareholders. | Article 83 The list of candidates for the position of director ~~or supervisor~~ shall be put in the form of a proposal before the general meeting for voting.<br>When the general meeting votes on the election of directors ~~or supervisors~~, it may, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting. When two or more independent non-executive directors are elected at the general meeting, a cumulative voting shall be implemented.<br>For the purposes of the preceding paragraph, the term "cumulative voting" means that, when the general meeting votes to elect directors ~~or non-employee representative supervisors~~, each share carries a number of voting rights equivalent to the number of directors ~~or supervisors~~ to be elected, and a shareholder may cluster his or her voting rights.<br>The Board shall announce the biographies and basic information of candidates for directors ~~and supervisors~~ to shareholders. |

| Before amendment | After amendment |
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| Article 85 The method of, and procedure for, nominating directors and supervisors are as set forth below:<br>(I) a shareholder alone or shareholders together holding at least 3 percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director or supervisor who is not a representative of the employees in the form of a written proposal, provided that the number of persons nominated complies with these Articles of Association and is not greater than the number of persons to be elected; the aforementioned proposal submitted to the Company by (a) shareholder(s) shall be served on the Company at least 7 days before the date the general meeting is to be held.<br>(II) the Board or the Supervisory Committee may, to the extent of the number of persons specified in these Articles of Association, propose a list of recommended director candidates or supervisor candidates consistent with the number of persons to be elected, and submit the same to the Board or the Supervisory Committee, as the case may be, for review; once the Board or the Supervisory Committee has conducted its review and adopted a resolution determining the director or supervisor candidates, it shall bring the same before the general meeting in the form of a written proposal. The nomination of candidates for independent non-executive directors shall be carried out in accordance with laws and regulations and the regulatory requirements of the places where the Company's shares are listed.<br>(III) the written notices of the intention to nominate director or supervisor candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company not earlier than the date after the notice of the general meeting is dispatched and not later than seven days before the date of the meeting; the term of the nomination and the acceptance of the nomination shall be no less than seven days. The Board or the Supervisory Committee shall provide to the shareholders the biographies and basic particulars of the director or supervisor candidates.<br>(IV) the general meeting votes on each of the director or supervisor candidates.<br>(V) if the need arises for an additional or replacement of director or supervisor at short notice, the same shall be proposed by the Board or the Supervisory Committee, recommending that the general meeting elect or replace the same. | Article 84 The method of, and procedure for, nominating directors who are not representatives of the employees ~~and supervisors~~ are as set forth below:<br>(I) a shareholder alone or shareholders together holding at least ~~3~~1 percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director ~~or supervisor~~ who is not a representative of the employees in the form of a written proposal, provided that the number of persons nominated complies with these Articles of Association and is not greater than the number of persons to be elected; the aforementioned proposal submitted to the Company by (a) shareholder(s) shall be served on the Company at least 7 days before the date the general meeting is to be held.<br>(II) the Board or the ~~Supervisory Committee~~nomination committee may, to the extent of the number of persons specified in these Articles of Association, propose a list of recommended director candidates ~~or supervisor candidates~~ consistent with the number of persons to be elected~~, and submit the same to the Board or the Supervisory Committee, as the case may be, for review~~; once the Board ~~or the Supervisory Committee~~ has conducted its review and adopted a resolution determining the director ~~or supervisor~~ candidates, it shall bring the same before the general meeting in the form of a written proposal. The nomination of candidates for independent non-executive directors shall be carried out in accordance with laws and regulations and the securities regulatory requirements of the places where the Company's shares are listed.<br>(III) the written notices of the intention to nominate director ~~or supervisor~~ candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company not earlier than the date after the notice of the general meeting is dispatched and not later than seven days before the date of the meeting; the term of the nomination and the acceptance of the nomination shall be no less than seven days. The Board shall provide to the shareholders the biographies and basic particulars of the director candidates. ~~or the Supervisory Committee shall provide to the shareholders the biographies and basic particulars of the director or supervisor candidates.~~<br>(IV) the general meeting votes on each of the director ~~or supervisor~~ candidates.<br>(V) if the need arises for an additional or replacement of director ~~or supervisor~~ at short notice, the same shall be proposed by the Board ~~or the Supervisory Committee~~, recommending that the general meeting elect or replace the same. |

| Before amendment | After amendment |
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| Article 86 The specific operating procedures of the cumulative voting system are as follows:<br>(I) Independent non-executive directors, non-independent non-executive directors and supervisors of the Company shall be elected separately and voted separately.<br>……<br>(III) In the election of non-independent non-executive directors and supervisors, the number of votes each shareholder is entitled to is equal to the number of shares held by him/her multiplied by the number of non-independent non-executive directors and supervisors he/she is entitled to elect. The number of votes can only be cast to candidates for non-independent non-executive directors and supervisors, and who have received more votes are elected.<br>(IV) Where the number of candidates exceeds the number stipulated in these Articles of Association, the number of independent non-executive directors, non-independent non-executive directors and supervisors elected by each shareholder shall not exceed the number of independent non-executive directors, non-independent non-executive directors and supervisors specified in these Articles of Association. The total number of votes cast shall not exceed the number of votes to which a shareholder is entitled, otherwise such ballot papers shall be invalid.<br>…… | Article 85 The specific operating procedures of the cumulative voting system are as follows:<br>(I) Independent non-executive directors, non-independent ~~non-executive~~ directors ~~and supervisors~~ of the Company shall be elected separately and voted separately.<br>……<br>(III) In the election of non-independent ~~non-executive~~ directors~~ and supervisors~~, the number of votes each shareholder is entitled to is equal to the number of shares held by him/her multiplied by the number of non-independent ~~non-executive~~ directors~~ and supervisors~~ he/she is entitled to elect. The number of votes can only be cast to candidates for non-independent ~~non-executive~~ directors ~~and supervisors~~, and who have received more votes are elected.<br>(IV) Where the number of candidates exceeds the number stipulated in these Articles of Association, the number of independent non-executive directors, non-independent ~~non-executive~~ directors ~~and supervisors~~ elected by each shareholder shall not exceed the number of independent non-executive directors, non-independent ~~non-executive~~ directors~~ and supervisors~~ specified in these Articles of Association. The total number of votes cast shall not exceed the number of votes to which a shareholder is entitled, otherwise such ballot papers shall be invalid.<br>…… |
| Article 88 When considering a proposal, the general meeting may not revise it, and should it do so, such amendment shall be deemed as a new proposal and may not be voted on at the current general meeting. | Article 87 When considering a proposal, the general meeting may not revise it, and should it do so, such amendment shall be deemed as a new proposal and may not be voted on at the current general meeting. |
| Article 91 Before the general meeting votes on proposals, it shall elect two shareholder representatives to count the votes and scrutinize the voting. If any shareholder is related (connected) to the matter to be discussed, the relevant shareholder and his proxy shall not participate in vote counting or scrutinize the voting.<br>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers (if any), representatives of shareholders, representatives of supervisors and other relevant persons appointed in accordance with the Hong Kong Listing Rules under the Hong Kong Listing Rules, and shall announce the voting outcome at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.<br>…… | Article 90 Before the general meeting votes on proposals, it shall elect two shareholder representatives to count the votes and scrutinize the voting. If any shareholder is related (connected) to the matter to be discussed, the relevant shareholder and his proxy shall not participate in vote counting or scrutinize the voting.<br>During the voting process of the ~~shareholders'~~ general meeting, the vote count and examination of the poll shall be conducted together by ~~lawyers (if any),~~ representatives of shareholders~~, representatives of supervisors~~ and other relevant persons appointed in accordance with the Hong Kong Listing Rules under the Hong Kong Listing Rules, and shall announce the voting outcome at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.<br>…… |

| Before amendment | After amendment |
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| Article 95 Resolutions of general meetings shall be announced in a timely manner in accordance with relevant laws, regulations, departmental rules, normative documents, the regulatory rules of the place where the shares of the Company are listed or the provisions of these Articles of Association. The announcements shall set forth the number of shareholders and proxies present at the meeting, the total number of voting shares and the proportion to the total number of voting shares of the Company, the manner of voting, the voting results on each proposal and the specific contents of each resolution adopted. | Article 94 Resolutions of general meetings shall be announced in a timely manner in accordance with relevant laws, regulations, departmental rules, normative documents, the securities regulatory rules of the place where the shares of the Company are listed or the provisions of these Articles of Association. ~~The announcements shall set forth the number of shareholders and proxies present at the meeting, the total number of voting shares and the proportion to the total number of voting shares of the Company, the manner of voting, the voting results on each proposal and the specific contents of each resolution adopted.~~ |
| Article 97 If the proposal on election of new directors and supervisors for a new session is passed at the general meeting, the new directors and supervisors shall take office from the date when the resolution is passed at the general meeting. | Article 96 If the proposal on election of new directors ~~and supervisors~~ for a new session is passed at the general meeting, the new directors ~~and supervisors~~ shall take office from the date when the resolution is passed at the general meeting. |
| Article 99 A director of a company is a natural person and is not allowed to act as a director of the company under any of the following circumstances:<br>(I) persons without civil capacity or with limited civil capacity;<br>(II) persons who have committed corruption, bribery, embezzlement, misappropriation of property or disruption of the order of socialist market economy and have been sentenced to criminal punishment, where less than five years have elapsed since the date of completion of the sentence, or who have been deprived of their political rights due to the commission of a criminal offense, where less than five years have elapsed since the date of restoring their political rights;<br>……<br>(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and had been ordered to shut down due to violation of the laws and who were personally liable, where less than three years have elapsed since the date of the revocation;<br>(V) persons who have a substantial amount of debts due and outstanding;<br>……<br>(VII) other contents as required by laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed.<br>If a director, supervisor, the general manager or other senior management members is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. | Article 98 A director of a company is a natural person and is not allowed to act as a director of the company under any of the following circumstances:<br>(I) persons without civil capacity or with limited civil capacity;<br>(II) persons who have committed corruption, bribery, embezzlement, misappropriation of property or disruption of the order of socialist market economy and have been sentenced to criminal punishment, ~~where less than five years have elapsed since the date of completion of the sentence,~~ or who have been deprived of their political rights due to the commission of a criminal offense, where less than five years have elapsed since the date of restoring their political rights, or who have been given suspended sentence, where less than two years have lapsed since the date of expiration of the probation period;<br>……<br>(IV) persons who were legal representatives of a company or enterprise which had its business license revoked and had been ordered to shut down due to violation of the laws and who were personally liable, where less than three years have elapsed since the date of the revocation or being ordered to shut down;<br>(V) persons who have a substantial amount of debts due and outstanding shall be listed as persons subject to enforcement for dishonesty by the people's court;<br>……<br>(VII) other contents as required by laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed.<br>If a director, supervisor, the general manager or other senior management members is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid and his/her duties shall be ceased. |

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| Article 100 Director shall be elected or replaced by a general meeting and may be removed from office by the general meeting before the expiration of his term of office. Directors are appointed for a term of three years, subject to reelection upon expiry of the term.<br>…… | Article 99 Director who is not a representative of the employees shall be elected or replaced by a general meeting and may be removed from office by the general meeting before the expiration of his term of office. Directors are appointed for a term of three years, subject to reelection upon expiry of the term. Director who is a representative of the employees shall be elected or replaced by the employee representative assembly and may be removed from office by the employee representative assembly before the expiration of their term without the need for submission to the general meeting for deliberation, subject to reelection upon expiry of the term.<br>…… |
| Article 101 Directors shall abide by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, and shall have the following faithful obligations to the Company:<br>(I) do not take bribes or other illegal income by taking advantage of their powers, and not to misappropriate the property of the company;<br>(II) no misappropriation of the company's funds;<br>(III) shall not deposit the assets or funds of the company in an account opened in the name of an individual or in the name of another individual;<br>(IV) shall not, without the consent of the shareholders' general meeting or the board of directors, lend the Company's funds to others or provide guarantees for others with the Company's property in violation of the provisions of these Articles of Association;<br>(V) shall not enter into contracts or conduct transactions with the Company in violation of the provisions of these Articles of Association or without the consent of the general meeting;<br>(VI) shall not take advantage of his position to seek commercial opportunities for himself or for others that should belong to the Company, or to operate the same kind of business as the Company for himself or for others without the consent of the general meeting;<br>……<br>Any income earned by a director in violation of this article shall belong to the company; if any loss is caused to the company, the director shall be liable for compensation. | Article 100 Directors shall abide by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, and shall have the faithful obligations the Company. They shall take measures to avoid conflicts between their own interests and those of the Company, and shall not use their authority to seek improper benefits. Directors shall have the following faithful obligations to the Company:<br>(I) do not take bribes or accept other illegal income by taking advantage of their powers~~, and not to misappropriate the property of the company~~;<br>(II) do not misappropriate the property of the company or misappropriate ~~no misappropriation of~~ the company's funds;<br>(III) shall not deposit the ~~assets or~~ funds of the company in an account opened in the name of an individual or in the name of another individual;<br>(IV) ~~shall not, without the consent of the shareholders' general meeting or the board of directors, lend the Company's funds to others or provide guarantees for others with the Company's property in violation of the provisions of these Articles of Association~~ shall not to directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the Board or the general meeting and obtaining the approval through a resolution of the Board or the general meeting in accordance with the provisions of these Articles of Association;<br>~~(V) shall not enter into contracts or conduct transactions with the Company in violation of the provisions of these Articles of Association or without the consent of the general meeting;~~ |

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| | (~~VIV~~) shall not take advantage of his position to seek commercial opportunities for himself or for others that should belong to the Company, ~~or to operate the same kind of business as the Company for himself or for others without the consent of the general meeting~~ except in any of the following circumstances: (1) report to the Board or the general meeting and obtain approval through a resolution of the Board or the general meeting; (2) according to the provisions of laws, administrative regulations, or these Articles of Association, the Company may not take advantage of this business opportunity;<br>(VI) shall not operate the same kind of business as the Company for himself or for others without reporting to the Board or the general meeting and obtaining the approval through a resolution of the Board or the general meeting in accordance with the provisions of these Articles of Association;<br>……<br>Any income earned by a director in violation of this article shall belong to the company; if any loss is caused to the company, the director shall be liable for compensation.<br>When close relatives of directors or the senior management, enterprises directly or indirectly controlled by directors, the senior management or their close relatives, and related parties having other affiliations with directors or the senior management enter into contracts or conduct transactions with the Company, the provisions of item (IV) of paragraph 1 of this Article shall apply. |
| Article 102 Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association, and shall have the following diligent obligations towards the Company:<br>……<br>(V) shall truthfully provide relevant status and information to the Supervisory Committee, and shall not hinder the Supervisory Committee or supervisors from exercising their powers;<br>…… | Article 101 Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association, and shall have diligent obligations towards the Company, ensuring that their performance of duties is conducted with the reasonable care that a manager should normally exercise in the best interests of the Company. Directors shall have the following diligent obligations towards the Company:<br>……<br>(V) shall truthfully provide relevant status and ~~information~~ data to the ~~Supervisory Committee~~ audit committee of the Board, and shall not hinder the ~~Supervisory Committee or supervisors~~ audit committee of the Board from exercising their powers;<br>…… |
| Article 103 In case a director has failed to be present in person twice consecutively without authorizing another director to be present at the board meeting on his/her behalf, he/she shall be considered unable to fulfill his/her duties as a director, and the Board shall accordingly suggest the general meeting making replacement.…… | Article 102 In case a director has failed to be present in person twice consecutively without authorizing another director to be present at the board meeting on his/her behalf, he/she shall be considered unable to fulfill his/her duties as a director, and the Board shall accordingly suggest the general meeting or employee representative assembly making replacement.…… |

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| Article 104 A director may resign before the expiry of his/her term of office. The resigning director shall submit to the Board a written resignation. Further details shall be disclosed by the Board within two days.<br>……<br>Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the Board. | Article 103 A director may resign before the expiry of his/her term of office. The resigning director shall submit to the Board a written resignation, and the resignation shall take effect on the date the Company receives the resignation. Further details shall be disclosed by the Board within two days.<br>……<br>~~Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the Board.~~ |
| Article 105 When the resignation of a director takes effect or his or her term of office expires, he or she shall duly carry out all handover procedures with the Board. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office.…… depending on…… and the circumstances and conditions under which the relationship with the Company is terminated. | Article 104 The Company has established a management system for the resignation of directors, clarifying the safeguards for accountability and recovery regarding any unfulfilled public commitments and other outstanding matters. When the resignation of a director takes effect or his or her term of office expires, he or she shall duly carry out all handover procedures with the Board. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office, but shall remain in effect for one year.…… depending on…… and the circumstances and conditions under which the relationship with the Company is terminated. The responsibilities that a director is required to undertake during his or her term of office due to the execution of duties shall not be exempted or terminated upon resignation. |
| Add a new Article | Article 105 The general meeting may resolve to dismiss non-employee representative directors, and the employee representative assembly may resolve to dismiss employee representative directors, with the dismissal taking effect on the date the resolution is made.<br>If directors are removed without just cause before the expiration of their term, the directors may demand compensation from the Company. |
| Article 107 A director who causes the Company to sustain a loss as a result of a violation of laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or a breach of these Articles of Association by him or her during the performance of his or her duties shall be liable for damages. | Article 107 A director who causes the Company to sustain a loss as a result of a violation of laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or a breach of these Articles of Association by him or her during the performance of his or her duties shall be liable for damages.<br>If a director causes damage to others while performing the duties of the Company, the Company shall be liable for compensation; if the director acts with intent or gross negligence, he or she shall also be liable for compensation. |
| Article 109 The Company shall have a board of directors, which shall be accountable to the general meeting. | Article 109 The Company shall have a board of directors~~, which shall be accountable to the general meeting~~. |

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| Article 110 The Board shall comprise eleven directors, with one chairman and no vice chairman.…… shall be implemented in accordance with relevant provisions of the laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed.…… | Article 110 The Board shall comprise eleven directors, including one employee representative director, with one chairman and no vice chairman.…… shall be implemented in accordance with relevant provisions of the laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.…… |
| Article 111 The Board shall perform the following duties and powers:<br>(I) to convene the general meeting and report its performance at the general meetings;<br>(II) to implement resolutions adopted at the general meetings;<br>(III) to make decisions on the Company's business plans and investment plans;<br>(IV) to formulate the Company's annual financial budgets and annual final accounting plans;<br>……<br>(XIV) to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company;<br>……<br>(XVIII) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles of Association.<br>Resolutions relating to the preceding paragraph, with the exception of items (VI), (VII), (XII) and (XVII) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.<br>Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration. | Article 111 The Board shall perform the following duties and powers:<br>(I) to convene the general meeting and report its performance at the general meetings;<br>(II) to implement resolutions adopted at the general meetings;<br>(III) to make decisions on the Company's business plans and investment plans;<br>~~(IV) to formulate the Company's annual financial budgets and annual final accounting plans;~~<br>……<br>(XIV) ~~to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company;~~<br>……<br>(XVII) in accordance with the provisions of these Articles of Association or as authorized by the general meeting, to decide to issue shares not exceeding 50% of the issued shares within three years;<br>(XVIII) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles of Association.<br>Resolutions relating to the preceding paragraph, with the exception of items (V), (VI), ~~(VII), (XII) and (XVII)~~(XI) and (XVI) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.<br>With the authorization of the general meeting, the Board of the Company has the right to decide to issue shares not exceeding 50% of the issued shares within three years; however, if the contribution is made in the form of non-monetary assets, it shall be resolved by the general meeting.<br>If the decision of the Board to issue shares in accordance with the preceding paragraph results in a change in the registered capital of the Company or in the number of shares in issue, the amendment to the respective information in these Articles of Association shall not be subject to the resolution of the general meeting.<br>Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration. |

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| Article 112 The Board establishes special committees including the nomination committee, the audit committee and the remuneration committee, and establishes other special committees when necessary. The special committees shall be accountable to the Board, perform their duties in accordance with these Articles of Association and the authorization of the Board, to provide advice and suggestions for the material decisions of the Board and the exercise of duties by the chairman of the Board within the scope of authorization of the Board, and the proposals shall be submitted to the Board for consideration and decision. The Board shall formulate separate terms of reference for each of the special committees of the Board to determine the composition, duties and procedures of meetings of such special committees. These special committees shall not make any decision in the name of the Board. However, the committees may exercise the right to make decision according to the special authorization of the Board.<br>The members of the special committees are all directors, with independent non-executive directors holding the majority in the audit committee, nomination committee, and remuneration committee and serving as conveners. The convener of the audit committee is an accounting professional. The Board is responsible for formulating work procedures for the special committees and standardizing their operations.<br>The establishment and composition of the special committees shall continue to comply with laws, regulations, and the listing rules of the stock exchange where the Company's shares are listed. | Article 112 ~~The Board establishes special committees including the nomination committee, the audit committee and the remuneration committee, and establishes other special committees when necessary. The special committees shall be accountable to the Board, perform their duties in accordance with these Articles of Association and the authorization of the Board, to provide advice and suggestions for the material decisions of the Board and the exercise of duties by the chairman of the Board within the scope of authorization of the Board, and the proposals shall be submitted to the Board for consideration and decision. The Board shall formulate separate terms of reference for each of the special committees of the Board to determine the composition, duties and procedures of meetings of such special committees. These special committees shall not make any decision in the name of the Board. However, the committees may exercise the right to make decision according to the special authorization of the Board.~~<br>~~The members of the special committees are all directors, with independent non-executive directors holding the majority in the audit committee, nomination committee, and remuneration committee and serving as conveners. The convener of the audit committee is an accounting professional. The Board is responsible for formulating work procedures for the special committees and standardizing their operations.~~<br>~~The establishment and composition of the special committees shall continue to comply with laws, regulations, and the listing rules of the stock exchange where the Company's shares are listed.~~<br>The Company does not set up a Supervisory Committee, and the audit committee of the Board shall exercise the duties and responsibilities of the Supervisory Committee as stipulated in the Company Law. |
| Article 119 The vice chairman of the Company shall assist the chairman in performing his or her duties. If the chairman of the Board is unable or fails to perform his or her duties, the duties shall be performed by the vice chairman (if the company has two or more vice chairman, the vice chairman elected by more than half of the directors shall perform the duties). When the vice chairman is unable or fails to perform his or her duties, the duties shall be performed by the director jointly elected by more than one half of the directors. | Article 119 ~~The vice chairman of the Company shall assist the chairman in performing his or her duties.~~ If the chairman of the Board is unable or fails to perform his or her duties, the duties shall be performed by the ~~vice chairman~~ director jointly elected by more than one half of the directors ~~(if the company has two or more vice chairman, the vice chairman elected by more than half of the directors shall perform the duties). When the vice chairman is unable or fails to perform his or her duties, the duties shall be performed by the director jointly elected by more than one half of the directors~~. |
| Article 121 An interim board meeting may be convened upon the proposal of shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the Board or the Supervisory Committee. Chairman of the Board shall convene and chair the board meeting within ten days after receiving such proposal.<br>…… | Article 121 An interim board meeting may be convened upon the proposal of shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the Board or the ~~Supervisory Committee~~ audit committee of the Board. Chairman of the Board shall convene and chair the board meeting within ten days after receiving such proposal.<br>…… |

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| Article 125 If a director or his/her associate (as defined in the Hong Kong Listing Rules in effect from time to time) has a related (connected) relationship with a matter or an enterprise involved in a matter on which a resolution is to be made at a meeting of the Board, he or she shall not exercise his or her right to vote regarding such resolution,…… | Article 125 If a director or his/her associate (as defined in the Hong Kong Listing Rules in effect from time to time) has a related (connected) relationship with a matter or an enterprise, individuals involved in a matter on which a resolution is to be made at a meeting of the Board, he or she shall promptly report in writing to the Board and the directors with a connected relationship shall not exercise his or her right to vote regarding such resolution,…… |
| Article 126 Votes at meetings of the Board shall be held by disclosed ballot.<br>On the premise of ensuring that directors can fully express their opinions and comply with the securities regulatory rules of the place where the Company's shares are listed, an interim meeting of the Board may be held through telephone or video conference or other equivalent means, and resolutions may be made and signed by the attending directors. | Article 126 The Board may convene meetings by way of on-site meeting, electronic communication, or circulating written resolutions. Votes at meetings of the Board shall be held by disclosed ballot.<br>~~On the premise of ensuring that directors can fully express their opinions and comply with the securities regulatory rules of the place where the Company's shares are listed, an interim meeting of the Board may be held through telephone or video conference or other equivalent means, and resolutions may be made and signed by the attending directors.~~ |
| Add a new section | Section 3 Independent Directors<br>Article 130 Independent Directors shall diligently perform their duties in accordance with laws and administrative regulations, the provisions of the CSRC, the stock exchange and these Articles of Association, actively participating in decision-making, exercising supervisory oversight and checks and balances, and providing professional advice within the Board, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.<br>Article 131 Independent directors must maintain independence. The following persons are ineligible to serve as independent directors:<br>(I) any person employed by the Company or its subsidiaries, as well as their spouses, parents, children and main social relationships;<br>(II) any natural person shareholder who directly or indirectly holds more than one percent of the Company's issued shares or is among the top ten shareholders of the Company, as well as their spouses, parents and children;<br>(III) any person employed by shareholders who directly or indirectly hold more than five percent of the Company's issued shares or by any of the Company's top five shareholders, as well as their spouses, parents and children;<br>(IV) any person employed by the subsidiaries of the Company's controlling shareholders and de facto controllers, as well as their spouses, parents, and children; |

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| | (V) any person who has significant business dealings with the Company and its controlling shareholders, de facto controllers, or their respective subsidiaries, or any person employed by entities with significant business dealings and their controlling shareholders or de facto controllers;<br>(VI) any person who provides financial, legal, consulting, sponsorship, and other services to the Company and its controlling shareholders, de facto controllers, or their respective subsidiaries, including but not limited to all members of the project teams of intermediary institutions providing services, reviewers at all levels, signatories on reports, partners, directors, senior management, and key responsible persons;<br>(VII) any person who had any of the circumstances listed in items (I) to (VI) within the last twelve months;<br>(VIII) other persons who do not possess independence as stipulated by laws, administrative regulations, rules of the CSRC, stock exchange rules, and these Articles of Association and other regulations of the Company.<br>The subsidiaries of the controlling shareholders and de facto controllers of the Company mentioned in the preceding items (IV) to (VI), do not include enterprises that are controlled by the same state-owned asset management agency as the Company and do not constitute a related relationship with the Company according to relevant regulations.<br>The independent directors shall conduct an annual self-assessment of their independence and submit the results of the self-assessment to the Board. The Board shall assess the independence of the serving independent directors annually and issue a special opinion, which shall be disclosed simultaneously with the annual report.<br>Article 132 The independent directors of the Company shall meet the following conditions:<br>(I) in accordance with laws, administrative regulations, and other relevant provisions, qualified to serve as a director of a listed company;<br>(II) meet the independence requirements set forth in these Articles of Association;<br>(III) possess basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations, and rules;<br>(IV) have more than five years of work experience in law, accounting, or economics necessary to perform the duties of an independent director;<br>(V) have good personal ethics and do not have any significant records of dishonesty or other negative conduct;<br>(VI) other conditions as stipulated by laws, administrative regulations, rules of the CSRC, stock exchange rules, and these Articles of Association and other regulations of the Company. |

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| | Article 133 Independent directors, as members of the Board, shall have a duty of loyalty and diligence towards the Company and all shareholders, and shall prudently perform the following responsibilities:<br>(I) participate in Board decision-making and express clear opinions on the matters discussed;<br>(II) supervise potential significant conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management, and protect the legitimate rights and interests of minority shareholders;<br>(III) provide professional and objective advice on the Company's operational development to enhance the decision-making level of the Board;<br>(IV) other responsibilities as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association and other regulations of the Company.<br>Article 134 The independent directors shall exercise the following special powers:<br>(I) independently engage intermediary agencies to conduct audits, consultations, or verifications on specific matters of the Company;<br>(II) propose to the Board to convene an extraordinary general meeting;<br>(III) propose to convene a Board meeting;<br>(IV) legally solicit shareholder rights from shareholders in a public manner;<br>(V) express independent opinions on matters that may harm the interests of the Company or minority shareholders;<br>(VI) other functions and powers as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association and other regulations of the Company.<br>The independent directors exercising the functions and powers listed in items (I) to (III) of the preceding paragraph shall obtain the approval of more than half of all independent directors.<br>Article 135 The following matters shall be submitted to the Board for consideration after being approved by more than half of the all independent directors of the Company:<br>(I) connected transactions that must be submitted for decision by the Board in accordance with laws and regulations, the Hong Kong Listing Rules, and the provisions of relevant systems for managing connected transactions of the Company;<br>(II) plans for the Company and relevant parties to change or waive commitments;<br>(III) the Board's decisions and measures taken regarding the acquisition matter;<br>(IV) other matters as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association and other regulations of the Company. |

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| | Article 136 The Company shall establish a specialized meeting mechanism composed entirely of independent directors. The Board shall review matters related to connected transactions, which must be pre-approved by a special meeting of independent directors.<br>The Company shall hold regular or irregular special meetings of independent directors. The matters listed in items (I) to (III) of the first paragraph of Article 134 and Article 135 of these Articles of Association shall be reviewed at a special meeting of independent directors.<br>The special meeting of independent directors may consider and discuss other matters of the Company as needed.<br>The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors; if the convener fails to perform or is unable to perform his duties, two or more independent directors may convene the meeting themselves and elect a representative to preside.<br>The special meeting of independent directors shall prepare meeting minutes as required, and the opinions of the independent directors shall be recorded in the meeting minutes. Independent directors shall sign to confirm the meeting minutes.<br>The Company provides convenience and support for the convening of special meeting of independent directors. |
| Add a new section | Section 4 Special Committees of the Board<br>Article 137 The Board establishes special committees including the nomination committee, the audit committee and the remuneration committee, and establishes other special committees when necessary. The special committees shall be accountable to the Board, perform their duties in accordance with these Articles of Association and the authorization of the Board, to provide advice and suggestions for the material decisions of the Board and the exercise of duties by the chairman of the Board within the scope of authorization of the Board, and the proposals shall be submitted to the Board for consideration and decision. The Board shall formulate separate terms of reference for each of the special committees of the Board to determine the composition, duties and procedures of meetings of such special committees. These special committees shall not make any decision in the name of the Board. However, the committees may exercise the right to make decision according to the special authorization of the Board.<br>The members of the special committees are all directors, with independent non-executive directors holding the majority in the audit committee, nomination committee, and remuneration committee and serving as conveners. The convener of the audit committee is an accounting professional. The Board is responsible for formulating work procedures for the special committees and standardizing their operations. |

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| | The establishment and composition of the special committees shall continue to comply with laws, regulations, and the listing rules of the stock exchange where the Company's shares are listed.<br>Article 138 The audit committee shall consist of no less than three directors, and the members of the audit committee shall comply with the provisions of Article 121 of the Company Law, and shall be directors who do not serve as senior management in the Company, including two independent directors. The convener of the audit committee shall be an accounting professional among the independent directors.<br>Article 139 The audit committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the work of internal and external auditors, as well as matters related to internal controls. The following matters shall be submitted to the Board for consideration after being approved by a majority of all members of the audit committee:<br>(I) disclose financial information in the financial accounting reports and periodic reports, as well as the internal control evaluation report;<br>(II) to appoint or dismiss the accounting firm responsible for the Company's auditing business;<br>(III) to appoint or dismiss the Company's financial officer;<br>(IV) changes in accounting policies, accounting estimates, or corrections of significant accounting errors for reasons other than changes in accounting standards;<br>(V) other matters stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association and other regulations of the Company.<br>Article 140 The audit committee shall hold at least one meeting every quarter. An extraordinary meeting may be convened if two or more members propose it, or if the convener deems it necessary. The meeting of the audit committee shall require the presence of more than two-thirds of its members to be held.<br>A resolution of the audit committee shall be passed by more than half of the votes of the audit committee members. Voting on resolutions of the audit committee shall be conducted on a one-person, one-vote basis.<br>The audit committee's resolutions shall be recorded in the minutes as required, and the members of the audit committee present at the meeting shall sign the minutes.<br>The audit committee's work procedures shall be formulated by the Board. |

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| | Article 141 The nomination committee is responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:<br>(I) to nominate or appoint or dismiss directors;<br>(II) to appoint or dismiss senior management;<br>(III) other matters stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association and other regulations of the Company.<br>If the Board does not adopt or fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for non-adoption in the Board's resolution and disclose them.<br>Article 142 The remuneration committee is responsible for formulating the appraisal standards for directors and senior management and conducting appraisals, developing and reviewing the remuneration decision-making mechanisms, decision-making processes, payment and cessation recovery arrangements for directors and senior management, and making recommendations to the Board on the following matters:<br>(I) remuneration of directors and senior management;<br>(II) formulation or changes of equity incentive plan and employee shareholding scheme, and achievement of the conditions for granting and exercising the rights and interests to the incentive targets;<br>(III) arrangement of shareholding plans of directors and senior management in subsidiaries to be split;<br>(IV) other matters stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association and other regulations of the Company.<br>If the Board does not adopt or fully adopt the recommendations of the remuneration committee, it shall record the opinions of the remuneration committee and the specific reasons for non-adoption in the Board's resolution and disclose them. |
| Article 132 The provisions of Article 99 of these Articles of Association regarding the prohibition of serving as a director shall also apply to senior management members. The provisions of Article 101 regarding the faithful obligations of directors and items (IV), (V) and (VI) of Article 102 regarding the diligent obligations shall also apply to senior management members. | Article 145 The provisions ~~of Article 99~~ of these Articles of Association regarding the prohibition of serving as a director, the management system for resignation and the diligent and faithful obligations of directors shall also apply to senior management members. ~~The provisions of Article 101 regarding the faithful obligations of directors and items (IV), (V) and (VI) of Article 102 regarding the diligent obligations shall also apply to senior management members.~~ |

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| Article 135 The general manager shall be accountable to the Board and exercise the following functions and powers:<br>(I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board, report work to the Board;<br>(II) to arrange for the implementation of the Company's annual business plans and investment plans;<br>…… | Article 148 The general manager shall be accountable to the Board and exercise the following functions and powers:<br>(I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board, report work to the Board;<br>~~(II) to arrange for the implementation of the Company's annual business plans and investment plans;~~<br>…… |
| Article 137 The Detailed Rules for the Work of the General Manger shall cover the following:<br>……<br>(III) the authority to apply Company funds and assets and execute material contracts, and the system for reporting to the Board and the Supervisory Committee;<br>(IV) other matters considered necessary by the Board. | Article 151 The Detailed Rules for the Work of the General Manger shall cover the following:<br>……<br>(III) the authority to apply Company funds and assets and execute material contracts, and the system for reporting to the Board ~~and the Supervisory Committee~~;<br>(IV) other matters considered necessary by the Board. |
| Article 141 The Company shall have a secretary to the Board, who shall be responsible for the preparation of the general meetings and Board meetings of the Company, keeping of documents, management of shareholders' information of the Company and handling matters such as information disclosure.<br>…… | Article 154 The Company shall have a secretary to the Board, who shall be responsible for the preparation of the general meetings and Board meetings of the Company, keeping of documents, management of shareholders' ~~information~~data of the Company and handling matters such as information disclosure.<br>…… |
| Article 143 The senior management members who cause the Company to sustain a loss as a result of a violation of the laws, administrative regulations, departmental rules or a breach of these Articles of Association by him or her during the performance of his or her duties shall be liable for damages. | Article 156 The senior management members who cause the Company to sustain a loss as a result of a violation of the laws, administrative regulations, departmental rules or a breach of these Articles of Association by him or her during the performance of his or her duties shall be liable for damages.<br>If senior management members cause damage to others while performing their duties for the Company, the Company shall be liable for compensation; if senior management members act with intent or gross negligence, they shall also be liable for compensation. |
| Delete Chapter 7 SUPERVISORY COMMITTEE | |
| Article 164 When the Company distributes its after-tax profits for a given year, it shall allocate 10 percent of profits to its statutory common reserve.<br>……<br>If the shareholders' general meeting breaches the provisions of the preceding paragraph by distributing profits to shareholders before the Company has made up its losses and made allocations to the statutory common reserve, the shareholders must return to the Company the profits that were distributed in breach of the said provisions.<br>Shares of the Company that are held by the Company itself shall not participate in the distribution of profits. | Article 163 When the Company distributes its after-tax profits for a given year, it shall allocate 10 percent of profits to its statutory common reserve.<br>……<br>If the ~~shareholders'~~ general meeting breaches the provisions of the preceding paragraph by distributing profits to shareholders before the Company has made up its losses and made allocations to the statutory common reserve, the shareholders must return to the Company the profits that were distributed in breach of the said provisions.<br>Shareholders and responsible directors and senior management who cause losses to the Company shall be liable for compensation.<br>Shares of the Company that are held by the Company itself shall not participate in the distribution of profits. |

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| Article 165 The Company's common reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's capital. However, the capital common reserve will not be used to make up the Company's losses.<br>When funds in the statutory common reserve are converted into capital, the funds remaining in such reserve will not be less than 25% of the Company's registered capital before the conversion. | Article 164 The Company's common reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's registered capital. ~~However, the capital common reserve will not be used to make up the Company's losses.~~<br>To make up for losses using the common reserves, discretionary common reserves and statutory common reserves should be used first; if the losses cannot still be covered, capital common reserves may be used as stipulated.<br>After the Company has made up for its losses in accordance with the provisions of the preceding paragraph, if there are still losses, it may reduce its registered capital to cover the losses in accordance with the law.<br>When funds in the statutory common reserve are converted into an increase in registered capital, the funds remaining in such reserve will not be less than 25% of the Company's registered capital before the conversion. |
| Article 167<br>……<br>The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant regulations of the stock exchange, where shares are listed. The receiving agents appointed by the Company for the holders of H shares shall be trust companies registered under the Trustee Ordinance of Hong Kong. | Article 166<br>……<br>~~The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant regulations of the stock exchange, where shares are listed. The receiving agents appointed by the Company for the holders of H shares shall be trust companies registered under the Trustee Ordinance of Hong Kong.~~<br>The receiving agents appointed by the Company for the holders of H shares shall be trust companies registered under the Trustee Ordinance of Hong Kong. |
| Article 169 The Company shall implement an internal auditing system and appoint dedicated auditing personnel to carry out internal auditing and supervision of the Company's financial revenues and expenditures, and economic activities. | Article 168 The Company shall implement an internal auditing system, clarifying the leadership structure, responsibilities, authority, personnel allocation, funding assurance, application of audit results, and accountability related to internal auditing work.<br><br>Article 169 The internal audit institution of the Company supervises and inspects the Company's business activities, risk management, internal controls, and financial information. The internal audit institution shall maintain its independence, ~~and~~ appoint dedicated auditing personnel ~~to carry out internal auditing and supervision of the Company's financial revenues and expenditures, and economic activities~~ and must not be placed under the leadership of the finance department or share office space with the finance department. |

| Before amendment | After amendment |
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| Article 170 The Company's internal auditing system and the responsibilities of its auditing personnel shall be implemented after the approval thereof by the Board. The person in charge of auditing shall be accountable and report to the Board. | Article 170 ~~The Company's internal auditing system and the responsibilities of its auditing personnel shall be implemented after the approval thereof by the Board. The person in charge of auditing shall be accountable and report to the Board.~~ The internal audit institution is accountable to the Board. The internal audit institution should be subject to the supervision and guidance of the audit committee during the process of monitoring and inspecting the Company's business activities, risk management, internal controls, and financial information. If the internal audit institution discovers any related significant issues or clues, it should immediately report directly to the audit committee. |
| Add a new Article | Article 171 The specific organization and implementation of the internal control evaluation of the Company shall be the responsibility of the internal audit institution. The Company issues an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the audit committee. |
| Add a new Article | Article 172 When the audit committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit institution should actively cooperate and provide necessary support and collaboration. The audit committee participates in the appraisal of the head of internal audit. |
| Article 172 The engagement of an accounting firm by the Company shall be decided by the general meeting, and the Board shall not appoint an accounting firm before the decision is made by the general meeting. | Article 174 The engagement and dismissal of an accounting firm by the Company shall be decided by the general meeting, and the Board shall not appoint an accounting firm before the decision is made by the general meeting. |
| Article 180 The notice of the Company to convene a meeting of the Supervisory Committee shall be delivered by hand or by written means such as mail, email, telephone, facsimile, etc. | Delete this Article |
| Article 185 Merger of the Company may take the form of merger by absorption and merger by new establishment.<br>Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment refers to establishing a new company by merging two or more companies, whereby the merging parties shall be dissolved. | Article 186 Merger of the Company may take the form of merger by absorption and merger by new establishment.<br>Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment refers to establishing a new company by merging two or more companies, whereby the merging parties shall be dissolved.<br>The payment for the merger of the Company not exceeding 10 percent of the Company's net assets may be made without a resolution of the general meeting, unless otherwise provided in these Articles of Association.<br>If the Company merges in accordance with the provisions of the preceding paragraph without a resolution from the general meeting, it shall be subject to a resolution by the Board. |

| Before amendment | After amendment |
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| Article 186 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make announcement in newspapers.<br>A creditor may, within 30 days from the date of receipt of the written notice or, if the creditor did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay the debt in full or to provide commensurate security. | Article 187 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make announcement in newspapers or on the National Enterprise Credit Information Publicity System.<br>A creditor may, within 30 days from the date of receipt of the written notice or, if the creditor did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay the debt in full or to provide commensurate security.<br>When the Company merges with a company in which it holds more than 90% of the shares, the merged company does not need to obtain a resolution from the general meeting; however, it shall notify the other shareholders, who have the right to request the Company to acquire their shares at a reasonable price. The payment for the merger of the Company not exceeding 10 percent of the Company's net assets may be made without a resolution of the general meeting.<br>If the Company merges in accordance with the provisions of the preceding paragraph without a resolution from the general meeting, it shall be subject to a resolution by the Board. |
| Article 188 If the Company is divided, its property shall be divided accordingly.<br>When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the division resolution, the Company shall notify its creditors and within 30 days it shall make announcement in newspapers. | Article 189 If the Company is divided, its property shall be divided accordingly.<br>When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the division resolution, the Company shall notify its creditors and within 30 days it shall make announcement in newspapers or on the National Enterprise Credit Information Publicity System. |
| Article 190 In the event of a reduction in registered capital, the Company shall prepare a balance sheet and a list of assets.<br>The Company shall notify its creditors within ten days from the date of the resolution of the Company on the reduction of registered capital and within 30 days it shall make announcement in newspapers. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s).<br>The reduced registered capital of the Company shall not fall below the statutory minimum amount. | Article 191 In the event of a reduction in registered capital, the Company shall prepare a balance sheet and a list of assets.<br>The Company shall notify its creditors within ten days from the date of the resolution of the Company on the reduction of registered capital and within 30 days it shall make announcement in newspapers or on the National Enterprise Credit Information Publicity System. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s).<br>~~The reduced registered capital of the Company shall not fall below the statutory minimum amount.~~Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or these Articles of Association. |

| Before amendment | After amendment |
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| Add a new Article | Article 193 If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share.<br>The provisions of the paragraph 2 of Article 191 of these Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. However, the Company shall make an announcement on either China Securities Journal or Securities Times or the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital at the general meeting.<br>After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulated amount of the statutory reserve fund and discretionary common reserve fund reaches 50 percent of its registered capital. |
| Add a new Article | Article 194 If the reduction of the registered capital is in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management members shall be liable for compensation. |
| Add a new Article | Article 195 Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise provided in these Articles of Association or the general meeting resolves that the shareholders shall have pre-emptive right. |
| Article 192 The Company shall be dissolved due to the following reasons:<br>(I) expiry of the valid term of the business or the occurrence of other events of dissolution as stated in these Articles of Association;<br>(II) the shareholders' general meeting resolves to dissolve the Company;<br>……<br>(V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of all shareholders' voting rights may petition a people's court to dissolve the Company. | Article 196 The Company shall be dissolved due to the following reasons:<br>(I) expiry of the valid term of the business or the occurrence of other events of dissolution as stated in these Articles of Association;<br>(II) the ~~shareholders'~~ general meeting resolves to dissolve the Company;<br>……<br>(V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of all shareholders' voting rights may petition a people's court to dissolve the Company.<br>Upon the occurrence of events of dissolution specified in the preceding paragraph, the Company shall publicize the events of dissolution through the National Enterprise Credit Information Publicity System within 10 days. |

| Before amendment | After amendment |
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| Article 193 Upon the occurrence of the situation mentioned in item (I) of Article 192 of these Articles of Association, the Company may continue to exist by amending these Articles of Association. | Article 197 Upon the occurrence of the situation mentioned in items (I) and (II) of Article 192 of these Articles of Association, and the Company has not distributed any property to its shareholders, the Company may continue to exist by amending these Articles of Association or by resolution of the general meeting.<br>Amendments to these Articles of Association pursuant to the preceding paragraph or by resolution of the general meeting shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the general meeting. |
| Article 194 If the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article 192 of these Articles of Association, it shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of persons determined by directors or the shareholders' general meeting. If the Company fails to establish the liquidation committee and carry out the liquidation within the time limit, its creditors may petition a people's court to designate relevant persons to form a liquidation committee and carry out the liquidation. | Article 198 If the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article 192 of these Articles of Association, it shall be liquidated. The directors are the obligor of liquidation of the Company, and shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arose. ~~The liquidation committee shall be composed of persons determined by directors or the shareholders' general meeting. If the Company fails to establish the liquidation committee and carry out the liquidation within the time limit, its creditors may petition a people's court to designate relevant persons to form a liquidation committee and carry out the liquidation.~~ |
| Add a new Article | Article 199 The liquidation committee shall consist of directors, unless otherwise provided in these Articles of Association or other persons are elected by a resolution of the general meeting. If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation. |
| Article 195 The liquidation committee shall exercise the following functions and powers during liquidation:<br>……<br>(VI) to dispose of the Company's property remaining after the debts are paid in full;<br>…… | Article 200 The liquidation committee shall exercise the following functions and powers during liquidation:<br>……<br>(VI) to ~~dispose of~~distribute the Company's property remaining after the debts are paid in full;<br>…… |
| Article 196 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment.<br>…… | Article 201 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment, and shall make an announcement on newspaper or the National Enterprise Credit Information Publicity System within 60 days.<br>…… |
| Article 197 If the liquidation committee, having inventoried the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the people's court for a declaration of bankruptcy.<br>After the people's court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the people's court. | Article 203 If the liquidation committee, having inventoried the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the people's court for a ~~declaration of~~ bankruptcy liquidation.<br>After the people's court ~~has ruled to declare the Company bankrupt~~accepts the bankruptcy application, the liquidation committee shall turn over the liquidation matters to the bankruptcy administrator designated by the people's court. |

| Before amendment | After amendment |
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| Article 199 Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit the same to the shareholders' general meeting or the people's court for confirmation, and shall submit the same to the company registrar, apply for cancellation of the Company's registration and publicly announce the Company's termination. | Article 204 Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit the same to the ~~shareholders'~~ general meeting or the people's court for confirmation, and shall submit the same to the company registrar, apply for cancellation of the Company's registration ~~and publicly announce the Company's termination~~. |
| Article 200 The members of the liquidation committee shall be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the law.<br>The members of the liquidation committee may not use their authority to accept bribes or other illegal income or misappropriate Company property.<br>If the Company or a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages. | Article 205 The members of the liquidation committee shall ~~be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the law~~perform the liquidation duties and have obligations of loyalty and diligence.<br>The members of the liquidation committee ~~may not use their authority to accept bribes or other illegal income or misappropriate Company property~~shall be liable to make compensation if they neglect to perform the liquidation duties and cause any loss to the Company. If ~~the Company or~~ a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages. |
| Article 204 The Board shall amend these Articles of Association in accordance with the resolution of the shareholders' general meeting regarding the amendment to these Articles of Association and the approval opinions of the relevant competent authorities. | Article 209 The Board shall amend these Articles of Association in accordance with the provisions of these Articles of Association, the resolution of the ~~shareholders'~~ general meeting regarding the amendment to these Articles of Association and the approval opinions of the relevant competent authorities. |
| Article 206 Definitions:<br>……<br>(II) "de facto controller" means a person who, although not a shareholder of the Company, is nevertheless able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement.<br>(III) "related (connected) relationship" means the relationship between the Company's controlling shareholder, de facto controller, substantial shareholder, director (including one who has been a director in the past 12 months), supervisor or senior management member (including the associates of the above parties as defined in…… | Article 211 Definitions:<br>……<br>(II) "de facto controller" means a person who~~, although not a shareholder of the Company,~~ is ~~nevertheless~~ able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement.<br>(III) "related (connected) relationship" means the relationship between the Company's controlling shareholder, de facto controller, substantial shareholder, director (including one who has been a director in the past 12 months), ~~supervisor~~ or senior management member (including the associates of the above parties as defined in…… |
| Article 209 The expressions of "or more", "within", "below" shall include the figures mentioned whilst the expressions of "over", "less than" and "more than" shall not include the figures mentioned. | Article 214 The expressions of "or more", "within", "below" shall include the figures mentioned whilst the expressions of "over", "less than", ~~and~~ "more than", "exceeding", and "more than half" shall not include the figures mentioned. |
| Article 211 Appendices to these Articles of Association shall include the Rules of Procedure for General Meetings, the Rules of Procedure for the Board and the Rules of Procedure for the Supervisory Committee. | Article 216 Appendices to these Articles of Association shall include the Rules of Procedure for General Meetings, and the Rules of Procedure for the Board ~~and the Rules of Procedure for the Supervisory Committee~~. |

Except for the above-mentioned amended articles, the references to the "shareholders' general meeting" in other parts of these Articles of Association shall be uniformly revised to the "general meeting" with other articles remaining unchanged; adjustments to article numbers due to content modifications will be made accordingly, and this table will not be listed separately.

## Appendix I of Annex III

### RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

**I. General Provisions**

In order to further define the terms of reference of the Board of Directors of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (the "Company"), regulate the internal structure and operational procedures of the Board of Directors, ensure the work efficiency and scientific decision-making of the Board of Directors, and give full play to the role of the Board of Directors as a business decision-making center, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Articles of Association of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (the "Articles") and other relevant laws and regulations.

**II. Directors**

(I) Non-employee representative directors shall be elected and replaced by a general meeting, while employee representative directors shall be elected and replaced by the employee representative assembly, with a term of three years. The term of office of a director (including a by-election director) shall commence from the date when he takes office, until expiration of the term of office of the Board of Directors of the session. Directors are subject to re-election upon expiry of the term. In case of failure to timely elect a director upon expiration of the director's term of office, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles until the new directors assume their office.

(II) Candidates for non-employee representative directors shall submit a written undertaking upon approval of their nomination by the nomination committee of the Board of Directors or by the Board of Directors, confirming their acceptance of the nomination and undertaking that all disclosed information about the director candidates is true and complete, and that they will effectively fulfill their duties as directors after being elected. The Company shall disclose the detailed information of a director candidate within a reasonable period of time as required by laws and regulations or the Listing Rules, so as to ensure that shareholders have sufficient knowledge of the candidate when voting at the general meeting.

(III) Directors shall enter into written appointment contracts with the Company, clarifying the rights and obligations between the Company and the directors, the term of office of directors, liabilities of directors for breaches of laws, regulations and the Articles and compensation payable by the Company in the event of early termination of the contracts for any reason.

(IV) Directors shall have the following rights, including but not limited to:

1. attending meetings of the Board of Directors and exercise voting rights;

2. acting on behalf of the Company in accordance with the Articles or as delegated by the Board of Directors;

3. conducting the business of the Company in accordance with the provisions of the Articles or as delegated by the Board of Directors;

4. Directors shall exercise the rights granted by the Company with caution, seriousness, and diligence to ensure that:

(1) the Company's business activities comply with the requirements of laws, regulations, and the Listing Rules;

(2) fair treatment should be given to all shareholders;

(3) they read carefully the business and financial reports of the Company to timely understand the operational and management conditions of the Company's business; and

(4) they personally exercise the lawfully-authorized disposal right concerning the management of the Company and are free from the manipulation of the other individuals; except as permitted by laws and regulations or with the informed approval of the general meeting, the right of disposal shall not be delegated to others.

(V) Directors shall perform the following obligations, including but not limited to:

1. Directors shall comply with the laws, regulations, the Listing Rules and the provisions of the Articles, faithfully perform their duties, and safeguard the interests of the Company, and they shall act in the best interests of the Company and its shareholders if there are conflicts between their own interests and the interests of the Company and shareholders, and ensure that they comply with the requirements including but not limited to the following:

(1) to actively participate in the relevant trainings to understand the rights, obligations and duties as a director, and the relevant laws and regulations and the required knowledge as a director;

(2) to perform their duties honestly and faithfully in the best interests the Company and all shareholders;

(3) to ensure that they have sufficient time and ability in efficiently discharging their duties;

(4) to attend Board meetings earnestly and responsibly and clearly express their opinions on the transacted business;

(5) to comply with the relevant laws, regulations and the Articles, to exercise their rights within the scope of their duties without exceeding their authority, and to strictly fulfill the undertakings made publicly. Directors, their close relatives and entities under their direct or indirect control, as well as connected persons with whom the directors have other relations, shall not enter into any contract or transaction with the Company except as permitted under the Articles;

(6) not to make use of insider information for their own benefit or benefit of others;

(7) not to engage in activities that harm the interests of the Company;

(8) not to bribe or accept other illegal income ~~take bribes or other illegal income~~ by taking advantage of their powers;

(9) not to misappropriate funds~~, or lend the Company's funds to others or provide guarantees for others with the Company's property without the approval of the general meeting or the consent of the Board of Directors~~;

(10) not to take advantage of their position to misappropriate the property of the Company for themselves or for others;

(11) not to deposit the funds ~~assets~~ of the Company in an account opened in the name of an individual or in the name of another individual;

(12) not to provide guarantees for the debts of the shareholders of the Company or other individuals with the Company's assets without the approval of the general meeting or the Board of Directors;

(13) not to accept the commission of transactions with companies as its own;

(14) not to disclose confidential information acquired during the term of office concerning the Company, unless otherwise provided by laws, regulations, the Articles or resolutions of the general meeting;

(15) where the Board resolutions violate any laws, regulations, the Articles or resolutions of the general meeting and cause serious loss to the Company, the directors involved in the resolutions shall be liable to the Company for compensation. However, if a director can prove that he/she had expressed his/her opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, the director may be relieved of such liability;

(16) any income earned by a director in violation of duty of loyalty as stipulated in the laws and the Articles shall belong to the Company.

2. Directors shall obey the following operational rules:

(1) They shall attend various meetings of the Company at scheduled times as specified in meeting notices and exercise voting rights as required;

(2) They shall foster collegiate relationships among directors that aligns with the interests of the Company;

(3) Public statements of directors shall be consistent with the conclusions drawn by the Board of Directors and the information disclosure requirements of the Company. They shall not express opinions different from the conclusions drawn by the Board of Directors without permission;

(4) Directors shall ensure that the Board of Directors could keep contact with themselves at all times;

(5) They shall comply with the relevant provisions of the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules;

(6) Directors shall observe other operational rules of the Company.

3. No director may act on behalf of the Company or the Board of Directors in his or her own name unless the Articles specify that he or she may do so or he or she is lawfully authorized to do so by the Board of Directors. A director shall declare in advance that he or she does not act on behalf of the Company if, when such director is acting in his or her private capacity, a third party would reasonably assume him or her to be acting on behalf of the Company or the Board of Directors.

4. When a director has, personally or through its associates (as defined in the Listing Rules) or other company in which he/she holds office, direct or indirect connected (related) relationship in existing or proposed contracts, transactions or arrangements of the Company (other than employment contracts), he/she shall disclose in writing the nature and extent of his/her connected (related) relationship to the Board of Directors at the earliest opportunity, whether or not such matter is generally subject to the approval of the Board of Directors or the general meeting.

Unless the connected (related) director has disclosed to the Board of Directors as required in the preceding paragraph, and the above matter has been approved by the Board of Directors at a meeting in which the said director is not counted in the quorum and has abstained from voting, such contract, transaction or arrangement may be revoked at the instance of the Company except as against a bona fide third party thereto.

Where the Board of Directors votes on matters as required by this Article, the connected (related) director shall be abstained from voting but may provide necessary explanations regarding the aforementioned matters to the Board of Directors.

(VI) Where a director of the Company gives to the Board of Directors a general notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of these Rules to be a sufficient declaration of his/her interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.

(VII) The directors who attend the general meeting shall answer the enquiries made by the shareholders.

(VIII) A director may resign before the expiry of his/her term of office. The resigning director shall submit to the Board of Directors a written resignation and shall provide the Company with necessary confirmation statements and relevant information as required by laws, regulations or the Listing Rules.

(IX) When a director resigns or his or her term of office expires, his or her obligations to the Company and the shareholders shall not, as a matter of course, terminate before or within the term of contract after the resignation takes effect and within a reasonable period upon the expiry of his or her term of office. The director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such secrets enter the public domain. The fiduciary duty of a director to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall remain in force for one year thereafter. The terms for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time which has elapsed between the termination of tenure and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company is terminated.

**III. Responsibilities of the Board of Directors**

(I) The Company shall establish a Board of Directors, which serves as the business decision-making center of the Company. Delegated by the general meeting, the Board of Directors shall be responsible for managing and overseeing the Company's assets and shall be accountable to the general meeting.

(II) Members of the Board of Directors shall possess the knowledge, skills and qualities necessary to perform their duties. The Board of Directors shall possess the appropriate skills, experience and diversity of views and perspectives as required to the issuer's business, and shall ensure that each director is able to devote sufficient time and contribute to the issuer in accordance with his/her role and responsibilities on the Board of Directors.

(III) The Board of Directors shall exercise its powers in compliance with relevant laws and regulations, the Listing Rules, the Articles and resolutions of the general meeting. Matters requiring approval from relevant government authorities shall be implemented only after obtaining such approval.

The Board of Directors shall establish special committees including the audit committee, the nomination committee and the remuneration committee, and may establish other special committees when necessary. The special committees of the Board of Directors serve as specialized working bodies under the Board of Directors to provide recommendations or advisory opinions on significant decisions of the Board of Directors. These special committees shall not make any decision in the name of the Board of Directors. However, the committees may exercise the right to make decision on matters authorized according to the special authorization of the Board of Directors.

(IV) The special committees may engage intermediaries to provide professional advice, and the expenses shall be borne by the Company.

(V) The chairman of the Board of Directors shall perform the following duties and powers:

1. to preside over the general meetings, and to convene and preside over Board meetings;

2. to supervise and inspect the execution of the resolutions of the Board of Directors;

3. to sign the shares, bonds and other marketable securities issued by the Company;

4. to sign the important documents of the Board of Directors;

5. in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Company's affairs in compliance with the relevant legal provisions and in the Company's interests, and, subsequently report such disposition to the Board of Directors and the general meeting of the Company;

6. to exercise other powers required by the laws, regulations or the Articles or authorized by the Board of Directors.

If the chairman of the Board of Directors is unable or fails to perform his or her duties, the duties of the chairman shall be performed by the director jointly elected by more than one half of the directors. The chairman of the Board of Directors shall hold a meeting with the independent non-executive directors at least once a year without other directors attending.

**IV. Procedures for Convening Meetings of the Board of Directors**

(I) Directors shall in principle conduct deliberation in the form of Board meetings. The Board meeting shall be convened and presided over by the chairman of the Board of Directors (or by a director authorized by the chairman of the Board of Directors). If the chairman of the Board of Directors is unable to perform his duties due to exceptional circumstances, he may designate another executive director to convene and preside over the Board meeting on his behalf; if the chairman of the Board of Directors fails to perform his duties without any reason and fails to designate a specific personnel to exercise his duties on his behalf, a director elected by more than half of the directors may be responsible for convening the meeting.

(II) Meetings of the Board of Directors are classified into regular meetings and interim meetings. The Board of Directors shall hold at least four regular meetings each year. Notices of regular Board meetings shall be served not less than fourteen days in advance (excluding the date on which the meeting is held), while notices of interim meetings shall, in principle, be served not less than two days in advance; with the consent of all directors of the Company, the abovementioned notice period may be waived. If an interim meeting of the Board of Directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method, provided that the convener gives an explanation thereof at the meeting and the same is entered into the meeting minutes.

(III) The chairman of the Board of Directors shall convene and preside over an interim Board meeting within ten days under any of the following circumstances:

1. when proposed by shareholders holding more than one tenth of voting rights;

2. when jointly proposed by more than one third of the directors;

3. when proposed by the ~~Supervisory Committee~~ audit committee of the Board of Directors;

4. when the chairman of the Board of Directors deems it necessary;

5. when proposed by more than one half of the independent non-executive directors;

6. when proposed by the general manager;

7. other circumstances as stipulated in the Articles.

(IV) Procedures for proposing interim meetings

A proposal for convening an interim meeting of the Board of Directors as specified in the preceding article shall be in written form signed (sealed) by the proposer and submitted directly to the chairman of the Board of Directors. A written proposal shall specify:

1. name of the proposer;

2. reasons for the proposal or circumstances forming the basis of the proposal;

3. time or duration, venue and form of the meeting proposed;

4. well-defined and specific proposal;

5. means to contact the proposer, date of proposal, etc.

The contents of the proposal shall be within the power of the Board of Directors specified in the Articles, and the documents relating to the proposal shall be submitted together with the proposal itself.

(V) For any significant matters that require decision-making by the Board of Directors, directors may request additional data.

(VI) The notice of Board meeting shall be served by hand, facsimile, express delivery service or other electronic means.

A director shall be deemed to have received the notice of meeting if he or she is present at the meeting and does not raise objection as to failure of receiving the meeting notice before or at the time of the meeting.

(VII) A notice of a meeting of the Board shall include the following particulars:

1. the date and venue of the meeting;

2. the duration of the meeting;

3. the method for which the meeting is held;

4. matters (proposals) to be considered;

5. the date of issuance of the notice;

6. the request for the personal attendance of the directors or the attendance through the appointment of an alternate director;

7. the contact person and the method of contact;

8. others.

(VIII) If, after the written notice of a regular Board meeting is issued, it is necessary to change the time, venue, or other matters of the meeting, or to add, change or cancel proposals to the meeting, a written notice of change shall be sent three working days before the original designated date for convening the meeting, to explain the situation and provide materials and documents relating to the new proposals. Where the notice of change is sent in less than three working days, the date of meeting shall be postponed accordingly or convened as scheduled if approved by all the attending directors.

(IX) If, after the notice of an interim Board meeting is issued, it is necessary to change the time, venue, or other matters of the meeting, or to add, change or cancel proposals to the meeting, then it shall seek the consent of all the attending directors and record the same accordingly.

(X) The Board of Directors shall provide the directors with sufficient information, including the background information relating to the matters to be discussed at the meeting and relevant information and data to facilitate the directors' understanding of the Company's business development.

(XI) Directors shall attend meetings of the Board of Directors in person. In the event of a director is unable to attend a meeting in person for any reason, he may appoint in writing another director to attend the meeting on his behalf and participate in the voting.

The power of attorney shall be in writing and specify the following matters:

1. name of the appointer and the proxy;

2. brief opinions from the appointer on each proposal;

3. appointer's scope of authority and instructions on the intention to vote on the proposal and the duration of the authority;

4. signature of the appointer, date, etc.

The appointed director shall submit a written power of attorney to the chairman of the meeting, specifying the entrusted attendance.

The proxy shall exercise the rights of a director within the scope of the authorization.

In case a director has failed to be present in person (the director shall be deemed to be present in person if he/she attends or votes at the Board meetings by means of communication or via circulation of written proposal) twice consecutively without authorizing another director to be present at the Board meeting on his/her behalf, he/she shall be considered unable to fulfill his/her duties as a director, and the Board shall accordingly suggest the general meeting or the employee representative assembly making replacement.

(XII) The following principles shall govern the appointment of and attendance as a proxy at Board meetings:

1. In the consideration of connected (related) transactions, a non-connected (related) director shall not appoint a connected (related) director to attend on his/her behalf, nor shall a connected (related) director accept an appointment from a non-connected (related) director;

2. An independent non-executive director shall not appoint a non-independent non-executive director to attend on his/her behalf, nor shall a non-independent non-executive director accept an appointment from an independent non-executive director;

3. A director shall not give his/her full authority to another director to attend in his/her stead without stating his/her personal opinion and intention to vote on the proposal, nor shall such director accept a proxy with full authority or unspecified authority;

4. A director shall not accept a proxy from more than two directors, nor shall a director appoint a director who has accepted a proxy from two other directors to attend the meeting on his/her behalf.

(XIII) Where a director is unable to attend a meeting of the Board of Directors, and has not appointed a proxy to attend such meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

(XIV) The general manager and the secretary to the Board of Directors shall attend the Board meetings, and the non-director members of the management team as well as the persons related to the issues under discussion shall attend the meetings as needed. The persons attending the meeting shall have the right to express their opinions on the relevant issues but shall not have the right to vote.

**V. Voting Procedures at Meeting of the Board of Directors**

(I) Meetings of the Board of Directors may be held only if more than half of the directors (including those attending by proxy) are present.

(II) Voting at meetings of the Board of Directors shall be conducted by disclosed ballot or by a show of hands.

Meetings of the Board of Directors may be convened by physical meeting, by means of electronic communication, or via circulation of written proposal. Where a meeting of the Board of Directors is convened by physical meeting, telephone, video or other real-time communication methods may be used simultaneously to facilitate directors' participation in the Board meeting on the premise of ensuring that directors can fully express their opinions, and directors attending at the Board meeting through the aforementioned means shall be deemed to have attended such physical meeting.

If the Board meetings are convened via telephone, video or other real-time communication methods, it shall ensure that the attending directors are able to hear clearly other directors' speaking and are able to communicate with each other. Where the directors are unable to sign the resolutions made at the meeting in real time at such meetings, they shall cast their votes orally and complete the signing on written resolutions as soon as possible. Oral voting by the directors shall have the same effect as signing in writing, provided that such ex-post signing in writing shall be consistent with the earlier oral voting at the meetings. If there is any discrepancy between such signing in writing and oral voting, the oral voting shall prevail.

If the Board meeting is convened via circulation of written proposal, that is, a resolution on a proposal is made by separate delivery for consideration or by circulation for consideration, the directors or other directors delegated by them shall write on the resolution or voting ballot the opinion in favor of, against or abstaining from voting. The resolution shall become effective once the number of directors who have signed and agreed on the resolution has reached the quorum required by the Articles for adopting a resolution. When a Board meeting is convened via circulation of written proposal, the reasons shall be stated and the voting matter and relevant background information shall be sent to all directors in accordance with the notification rules of the Board of Directors.

(III) The Board meeting shall be conducted by a collegial system. The voting can be done after every director fully expressed their opinions.

Directors shall carefully read the relevant meeting materials and express their opinions independently and prudently based on a thorough understanding of the situation.

(IV) Resolutions of Board of Directors shall be voted on by directors attending the Board meeting through a written and disclosed ballot. Meetings of the Board of Directors shall implement one-item one-vote, and one-person one-vote system, and voting shall be categorized as for, against or abstention. Attending directors shall make one option from the aforementioned intentions. Where any director does not make any option or makes two or more options, the chairman of the meeting shall ask relevant director to make option again, and if the director refuses to do so, or if any director leaves the meeting venue halfway without making option, he or she shall be deemed to be abstained from voting.

If voting is made by ballot, the secretary to the Board of Directors shall be responsible for organizing the production of the votes of the Board of Directors. The votes of the Board of Directors shall contain:

1. the session of the Board of Directors, time and venue of the Board meeting;

2. name of director;

3. matters requiring consideration for voting;

4. instructions for voting for, against and abstaining from voting;

5. other matters to be noted.

(V) Resolutions of the Board of Directors shall be passed by more than half of all directors unless otherwise provided in the Articles.

(VI) Resolutions on connected (related) transactions of the Company made by of the Board of Directors shall not come into force unless they are signed by the independent non-executive Directors. During the consideration of a connected (related) transaction by the Board of Directors of the Company, connected (related) directors shall abstain from voting thereon and shall not exercise voting rights on behalf of other directors. If the number of non-connected (related) directors attending the Board meeting is less than 3, the transaction shall be submitted to the general meeting for consideration. The aforementioned circumstances for abstaining from voting include:

1. circumstances under which directors are required to abstain as required by the Listing Rules;

2. circumstances under which directors are required to abstain as considered necessary by the director himself/herself;

3. circumstances under which connected (related) directors are required to abstain as required by the Articles or the Company's connected transaction management system.

(VII) The Board of Directors shall act strictly in accordance with the authorization of the general meeting and the Articles, and shall not make any resolution beyond authority.

(VIII) During discussion, a director shall not be allowed to leave the Board meeting halfway unless being approved by the chairman of the meeting, otherwise such director shall be deemed a waiver of his/her directorial rights for that meeting.

(IX) The Board meeting shall not vote on any proposals not included in the notice of the meeting unless with the unanimous consent of all attending directors. Directors who accept other directors' appointment to attend the Board meeting on their behalf shall not vote on proposals which are not included in the notice of the meeting on behalf of other directors.

(X) The chairman of the meeting shall determine whether the resolutions of the Board of Directors are passed based on the voting results and shall announce the voting outcome at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.

(XI) The secretary to the Board of Directors or their authorized representative shall maintain detailed minutes of meeting agendas and discussions, which shall include any concerns raised or objections expressed by the directors. After the conclusion of a Board meeting, the minutes shall be circulated to all directors within a reasonable timeframe.

The opinions expressed by independent non-executive directors shall be stated separately or recorded in the minutes of the Board meeting.

(XII) Total recording of meetings of the Board of Directors held on site or by means of video, telephone and other methods, may be conducted as needed.

**VI. Minutes of Meetings of the Board of Directors**

(I) Minutes of the Board meeting shall be kept, and the directors attending the meeting and the minute-taker shall sign the minutes of the meeting. Directors attending the meeting shall have the right to request explanatory notes to be recorded regarding their statements made at the meeting.

In addition to the minutes of meetings, the secretary to the Board of Directors may, if necessary, take concise minutes of the proceedings of the meetings and make separate minutes of the resolutions formed at the meetings based on the voting results counted.

The secretary to the Board of Directors shall be responsible for the custody of the written information such as power of attorney, votes, records, minutes, resolutions, etc. for a period of no less than ten years.

(II) The minutes of meetings of the Board of Directors shall consist of the following:

1. the date and venue for the convention of meeting and name of person summoning the meeting;

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

3. the agenda;

4. the main point and main opinions of director's speech (including any concerns or objections);

5. the method of voting and the result (the result shall state the number of votes for, against or abstention) of each resolution.

(III) If it is not possible to complete the minutes immediately after the meeting due to shortage of time, the secretary to the Board of Directors shall be responsible for completing the minutes within 3 days after the meeting and delivering the same to each director by reasonable means such as personal delivery, express mail or email. Each director shall sign the minutes of the meeting and shall deliver the signed minutes to the Company. If the directors have any comments on or objections to the minutes, they may refuse to provide their signatures, but they shall send their written comments to the Company at the time and in the manner hereinbefore provided.

In the event of any error or omission in the minutes prepared by the secretary to the Board of Directors, the secretary to the Board of Directors shall correct the same and the director shall sign the corrected minutes.

**VII. Announcement and Execution of Board Resolutions**

(I) The Company shall deliver the Board resolutions to each director for filing within one working day after the conclusion of the Board meeting.

(II) The resolutions of the Board of Directors involving matters that require voting at the general meeting and compliance with the Listing Rules shall be announced by the secretary to the Board of Directors.

(III) Where securities regulatory authorities request Board meeting materials, the Company shall provide such materials within stipulated timelines as required.

(IV) Board resolutions shall be executed and implemented by designated personnel identified in the resolution immediately upon adoption, with execution outcomes reported to the chairman of the Board of Directors.

(V) The chairman of the Board of Directors shall urge the relevant personnel to implement the Board resolutions, review the implementation of the resolutions, and report on implementation of the resolutions formed at subsequent Board meetings.

**VIII. Document Management of Meetings of the Board of Directors**

(I) The Board of Directors shall keep the records, minutes, resolutions, financial audit reports and other meeting materials of all previous general meetings and Board meetings at the Company for future reference.

(II) The Company shall effectively manage the documents of the Board of Directors in accordance with relevant regulations.

**IX. Supplementary Provisions**

(I) In these Rules, the expression of "or more" shall include the figures mentioned whilst the expressions of "over", and "less than" shall not include the figure mentioned.

(II) Matters not covered herein shall be implemented in accordance with the relevant provisions of relevant laws, regulations, the Listing Rules and the Articles. In the event of any inconsistency between these Rules and the relevant provisions of relevant laws, regulations, the Listing Rules and the Articles, the provisions of the relevant laws, regulations, the Listing Rules and Articles shall prevail.

(III) The interpretation of these Rules shall be vested to the Board. The Board may amend these Rules in accordance with the relevant laws, administrative regulations, other normative documents and the actual circumstances of the Company and submit the same to the general meeting for approval.

(IV) These Rules shall be effective from the date of listing of the overseas listed foreign shares (H Shares) publicly offered by the Company on The Stock Exchange of Hong Kong Limited, after being approved by the Company's general meeting.

Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.

## Appendix II of Annex III

### RULES OF PROCEDURE FOR GENERAL MEETINGS

**I. General Provisions**

(I) In order to facilitate the smooth conduct of the general meetings, regulate the organization and behavior of the general meetings, improve the efficiency of the general meetings, safeguard the lawful rights and interests of shareholders, and ensure that the general meetings can lawfully exercise its functions and powers and that its procedures and resolutions are effective and lawful, these Rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange Listing Rules" or "Hong Kong Listing Rules"), and the Articles of Association of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (hereinafter referred to as the "Articles") and other provisions.

(II) The Company shall convene the general meeting strictly in accordance with the laws, administrative regulations, the Articles, and the relevant provisions of these Rules, ensuring that shareholders can exercise their rights in accordance with the law.

(III) The Board of the Company shall earnestly fulfill its responsibilities and organize the general meeting in a serious and timely manner. All directors of the Company shall diligently perform their duties to ensure the normal convening of the general meeting and the lawful exercise of their functions and powers.

The general meeting shall exercise its functions and powers within the scope stipulated by the Company Law and the Articles.

(IV) The general meeting is divided into the annual general meeting (i.e., the AGM) and the extraordinary general meeting. The annual general meeting shall be held once every year and must take place within six months after the end of the previous accounting year. Extraordinary general meetings shall be convened irregularly and must be held within two months upon the occurrence of any circumstances that require the convening of an extraordinary general meeting as stipulated in the Company Law and the Articles.

**II. Convening of the General Meeting**

(I) If more than half of the independent non-executive directors of the Company, audit committee of the Board, or shareholders individually or collectively holding more than ten percent of the total voting shares of the Company request to convene an extraordinary general meeting, it shall be handled in accordance with the following procedures:

1. More than half of the independent non-executive directors of the Company shall have the right to propose to the Board to convene an extraordinary general meeting, and such proposals to convene an extraordinary general meeting by independent non-executive directors shall be made to the Board in writing. For the proposal put forward by the independent non-executive directors to request to convene an extraordinary general meeting, the Board shall, in accordance with the laws and the Articles, give a written response on whether or not it agrees to convene such an extraordinary general meeting within ten days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed; if the Board does not agree to convene the extraordinary general meeting, it shall explain the reasons in writing and make an announcement accordingly.

2. The audit committee of the Board shall have the right to propose to the Board to convene an extraordinary general meeting, and such proposal shall be made to the Board in writing. The Board shall, in accordance with the laws, administrative regulations, and the Articles, give a written response on whether or not it agrees to convene such an extraordinary general meeting within ten days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. Any changes to the original proposal in the notice shall be approved by the audit committee of the Board.

If the Board does not agree to convene an extraordinary general meeting, or fails to respond within ten days after receiving the proposal, it shall be deemed that the Board cannot perform or has failed to perform its duties to convene the general meeting, and the audit committee of the Board may convene and preside over such meeting itself.

3. Shareholders individually or collectively holding more than ten percent (including ten percent) of the shares with voting rights issued by the Company shall have the right to propose to the Board to convene an extraordinary general meeting and must submit their proposal in writing to the Board, specifying the agenda of the meeting. The Board shall, in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles, give a written response on whether or not it agrees to convene an extraordinary general meeting within ten days after receiving the written request.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within five days after the resolution of the Board is passed. Any changes to the original request in the notice shall be approved by the relevant shareholders. Where the laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed have any other provisions, such provisions shall prevail.

If the Board does not agree to convene an extraordinary general meeting or fails to respond within ten days after receiving the request, shareholders individually or collectively holding more than ten percent (including ten percent) of the shares with voting rights at the proposed meeting shall have the right to propose to the audit committee of the Board to convene an extraordinary general meeting, and such proposal shall be made in writing to the audit committee of the Board.

If the audit committee of the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within five days upon receipt of the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.

If the audit committee of the Board fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the general meeting, in which case shareholders who individually or collectively hold more than ten percent (including ten percent) of the shares for more than ninety consecutive days may convene and preside over the meeting themselves.

4. If the audit committee of the Board or the shareholder decides to convene a general meeting on their own, it shall notify the Board in writing. Where the shareholders convene a general meeting on their own, the shareholding of the summoning shareholders prior to the resolution of the general meeting shall not be less than ten percent. For the general meeting convened by the audit committee of the Board or by shareholders themselves, the Board and the secretary to the Board shall cooperate. The Board shall provide the register of members as of the equity registration date. If the Board fails to provide the register of members, the convener may apply to the securities registration and clearing or agency for access by holding the relevant notice or announcement for convening the general meeting. The register of members obtained by the convener shall not be used for any purposes other than convening the general meeting.

(II) The necessary expenses for the general meeting convened by the audit committee of the Board or by shareholders themselves shall be borne by the Company and deducted from the amounts owed to negligent directors.

**III. Proposals and Notices of the General Meeting**

(I) The contents of the proposals shall fall within the authority of the general meeting, contain clear topics and specific resolutions, and comply with the relevant provisions of laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, and the Articles.

(II) When the Company convenes a general meeting, the Board, the audit committee of the Board, and shareholders individually or collectively holding more than one percent of the Company's shares shall have the right to submit proposals to the Company.

Shareholders individually or collectively holding more than one percent of the Company's shares may submit provisional proposals in writing to the convener 10 days before a general meeting is convened. The convener shall issue a supplementary notice of the general meeting within two days upon receipt of the proposal to announce the contents of the provisional proposal and submit it for consideration by the general meeting, except where the provisional proposal violates laws, administrative regulations, the Hong Kong Listing Rules, and the Articles, or does not fall within the authority of the general meeting.

Except as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals after issuing the notice of the general meeting.

Any proposals which are not stated in the notice of the general meeting or do not comply with the provisions of this Article and item "III. (I)" of these Rules shall not be voted on or passed as resolutions at the general meeting.

(III) The Company shall notify all shareholders by way of announcement at least twenty-one days prior to the annual general meeting and shall notify all shareholders by way of announcement at least fifteen days prior to the extraordinary general meeting. In calculating the initial term, the day of the meeting shall not be included. For the notice issued under this Article, the date of issuance shall be the date of publication of the Company's announcement.

(IV) The notice of the general meeting shall comply with the following requirements:

1. in writing;

2. the venue, date, and time of the designated meeting;

3. to explain the matters to be discussed at the meeting;

4. provide shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. The principle includes (but is not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained;

5. if any director, general manager, or other senior management personnel has a significant interest in the matters to be discussed, they should disclose the nature and extent of their interest; if the impact of the matters to be discussed on that director, general manager, or other senior management personnel as a shareholder differs from the impact on other shareholders, the distinction should be explained;

6. the full text of any special resolutions proposed to be passed at the meeting;

7. a clear statement that all shareholders are entitled to attend the general meeting and may appoint proxies in writing to attend the meeting and vote on their behalf, and that such proxies need not be shareholders of the Company;

8. specifies the time and place for lodging proxy forms for the meeting;

9. the equity registration date for shareholders entitled to attend the general meeting/the period during which the registration of share transfers is suspended;

10. the name and telephone number of the contact person for the meeting;

11. other requirements stipulated in laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles.

Any notice and supplementary notice of general meeting shall include the contents prescribed by the Hong Kong Stock Exchange Listing Rules and the Articles, and sufficiently, completely and accurately disclose and explain all contents of all proposals. If any matter to be discussed requires the review of independent non-executive directors, the Company shall timely organize the independent non-executive directors for deliberation. ~~If any matter to be discussed requires opinions of the independent non-executive directors, the opinions and reasons of the independent non-executive directors shall be disclosed together with the issuance of such notice.~~ The notice of the general meeting shall provide a full and clear explanation of the proposals for the meeting and, for proposals requiring a vote, the directors' recommendations as to how shareholders should vote in the best interests of the shareholders as a whole. The notice should clearly state whether (and how) shareholders who participate in the general meeting by remote means can vote. If the Company needs to provide additional material information on matters proposed at the general meeting, it shall provide such information no less than 10 working days in advance. The Company shall, if necessary, adjourn the general meeting to ensure compliance with this provision.

(V) The notice of the general meeting, circulars to shareholders, and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange, provided that they comply with the laws, administrative regulations, the listing rules of the place where the Company is listed, and the Articles. Upon announcement, the notice of the relevant general meeting shall be deemed to have been received by all shareholders. A meeting and the resolutions adopted thereat shall not be invalidated due to the accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, a person entitled to receive the notice.

(VI) Where the general meeting is to discuss matters relating to the election of directors, full details of the candidates for directors shall be disclosed in the notice of the general meeting.

(VII) After issuing a notice of the general meeting, the general meeting shall not be delayed or cancelled without justified reasons, and proposals, as set out in the notice, shall not be called off. Once delay or cancellation occurs, the convener shall inform the shareholders and make an explanation at least two working days before the original convening date.

**IV. Convening of General Meetings**

(I) If a general meeting is convened in the form of a physical meeting at the venue set up by the Company, a shareholder may attend the general meeting in person and exercise the voting rights, and may also appoint another person to attend the meeting and exercise the voting rights within the scope of authority on his/her behalf. On the premise of the lawfulness and validity of general meetings, according to the laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed, the Company shall facilitate the participation of shareholders in general meetings by providing internet, video, telephone or other means.

(II) Any shareholder who is entitled to attend and vote at the general meeting shall be entitled to appoint one or more persons, who need not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf. A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:

1. the shareholder's right to speak at the general meeting;

2. the right to demand, whether on his own or together with others, a poll;

3. to exercise the right to vote by a show of hands or by poll; where more than one proxy is appointed, the said proxies may only vote by poll.

(III) Shareholders shall appoint their proxies in writing, and the form of appointment shall comply with the provisions of the Articles.

(IV) The instrument appointing a proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice convening the meeting not less than 24 hours before the time for holding the meeting at which the proxy proposes to vote or the time specified for the voting. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

~~If the principal is a legal person, its legal representative or the person resolved and authorized by the Board or other decision-making body shall attend the general meeting of the Company on its behalf.~~

Where the shareholder is a Recognised Clearing House (or its nominee), it may authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting; provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised and shall be signed by an authorised officer of the Recognised Clearing House. A person so authorised may attend a meeting on behalf of the Recognised Clearing House (or its nominee) (without production of a share certificate, notarised authorisation and/or further evidence that he is duly authorised) and exercise the same rights as if he were an individual shareholder of the Company (and enjoy the same statutory rights as other shareholders, including the right to speak and to vote).

(V) Any form issued by the Board of the Company to shareholders for the appointment of proxies shall enable the shareholders to freely instruct the proxy to vote in favor of or against each resolution and provide separate instructions on each matter to be voted on at the meeting. ~~The power of attorney shall contain a statement that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.~~

(VI) A vote given by the proxy in accordance with the terms of the instrument of appointment shall be valid, notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the instrument of appointment was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of any such matters prior to the commencement of the relevant meeting.

(VII) The Board and other conveners shall take necessary measures to ensure the normal order of the general meeting. Measures shall be taken to stop acts that interfere with general meetings, causing a nuisance and violate the legitimate rights and interests of shareholders.

(VIII) All shareholders or their proxies who are registered on the equity registration date or qualified to attend according to the securities regulatory rules of the place where the Company's shares are listed have the right to attend the general meeting, and the Company and the convener shall not refuse their attendance for any reason.

(IX) An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity and his or her shareholding evidence. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.

For a legal person shareholder attending a meeting, if the legal representative attends the meeting, he or she shall produce his or her own identity card and valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his or her own identity card and documents proving that he/she is appointed by the shareholder who is a legal person (except that the shareholder is a Recognised Clearing House as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the Company's shares are listed or its nominee).

(X) The convener shall verify the legality of the shareholders' qualifications based on the shareholder register, and record the names of the shareholders and the number of voting shares they hold. Registration for the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares held by them.

(XI) If the Company convenes a general meeting, all directors and the secretary to the Board shall attend the meeting, and senior management members shall also be present at the meeting unless there is just cause.

(XII) If a general meeting is convened by the Board, the chairman of the Board shall serve as host and preside over the meeting. When the chairman of the Board is unable to perform his duties or fails to perform his duties, the meeting shall be presided over by the director jointly elected by at least one half of the directors.

At a general meeting convened by the audit committee of the Board, the convener of the audit committee shall preside. If the convener of the audit committee is unable or fails to perform his or her duties, a member of the audit committee jointly elected by more than one half of the members of the audit committee shall preside. If a general meeting is convened by a shareholder himself/herself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s).

When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue. If, for any reason, the shareholders are unable to elect a chairman for the meeting, the shareholder (including their proxies) holding the most voting shares present at the meeting (excluding HKSCC Nominees Limited) shall act as the chairman of the meeting.

(XIII) The Board shall report on its work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.

(XIV) The directors and senior management members shall provide explanations in response to the queries made by shareholders at a general meeting, except for matters involving the Company's trade secrets that cannot be disclosed at the meeting.

(XV) The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting in person and the total number of voting shares held by them.

(XVI) The convener shall ensure that the general meeting is conducted continuously until final resolutions are made. In the event that the general meeting is suspended or unable to make resolutions due to force majeure or other special reasons, necessary measures should be taken to promptly resume the general meeting or directly terminate the current general meeting and announce it in a timely manner.

**V. Voting and Resolutions at General Meetings**

(I) The resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions.

An ordinary resolution at a general meeting shall be passed by more than half of the voting rights held by the shareholders present at the general meeting (including proxies).

A special resolution at a general meeting shall be passed by at least two-thirds of the voting rights held by the shareholders present at the general meeting (including proxies).

In order to enhance the operational efficiency of the Company and standardize its operations, the general meeting of the Company has the approval authority for relevant transaction matters as follows:

1. Non-connected transactions approved by the general meeting (the definitions of transactions and connected transactions are as defined in the Hong Kong Listing Rules, hereinafter the same) specifically include:

According to the Chapter 14 of the Hong Kong Listing Rules and other regulations, non-connected transactions that approved by the Company's general meeting (including one-off transactions and a series of transactions that need to be aggregated for percentage ratio calculations, but excluding any transactions that are exempt from general meeting approval under the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange, with specific definitions as per the Hong Kong Listing Rules) are generally subject to the ratio test stipulated in Chapter 14 of the Hong Kong Listing Rules, either individually or in combination with a series of transactions, where any one ratio is equal to or exceeds 25%.

2. Connected transactions approved by the general meeting specifically include:

According to the Chapter 14A of the Hong Kong Listing Rules and other provisions, connected transactions/continuing connected transactions that are not exempt from the relevant shareholders' approval requirements under the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange are generally subject to the ratio test stipulated in Chapter 14A of the Hong Kong Listing Rules, either individually or in combination with a series of transactions, where any one ratio is equal to or exceeds 5% (except where any one ratio is below 25% and the transaction consideration is less than HK$10 million).

3. The Company shall obtain approval from the general meeting if the transaction of "purchase or sale of assets" involves a total asset or transaction amount that exceeds 30% of the Company's latest audited total assets when calculated cumulatively over a continuous period of 12 months.

4. The external investments (external investments refer to the investment activities conducted by the Company for the purpose of profit-making or value preservation and appreciation, with the specific scope subject to the "Management Policies for External Investment" as revised by the Company from time to time) approved by the general meeting specifically include:

(1) The total assets involved in the transaction (the higher of the book value and the assessed value as the case may be) account for more than 25% of the Company's latest audited or reviewed total assets;

(2) The transaction amount accounts for more than 25% of the Company's market value or the Company's latest audited or reviewed total assets;

(3) The relevant income from its principal business of the subject of the transaction (such as equity) in the latest accounting year accounts for more than 25% of the Company's audited revenue for the latest accounting year;

(4) The profit generated from the transaction accounts for more than 25% of the Company's audited profit before tax for the latest accounting year;

(5) The relevant profit before tax of the subject of the transaction (such as equity) in the latest accounting year accounts for more than 25% of the Company's audited profit before tax for the latest accounting year;

(6) The transaction constitutes a major transaction, a very substantial acquisition, or a reverse takeover after a ratio test in accordance with the Chapter 14 of the Listing Rules.

5. The external guarantees approved by the general meeting shall be executed in accordance with the provisions of the Articles.

6. Other transactions require the approval from the general meeting according to laws, administrative regulations, the Hong Kong Listing Rules, the Articles, and the rules and regulations of the Company.

(II) Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares that they represent, with each share carrying one vote.

The shares held by the Company shall have no voting right, and such portion of shares shall not be included in the total number of voting shares of shareholders attending the general meeting.

The Board, independent directors, and shareholders who meet the relevant regulatory conditions may solicit voting rights from shareholders.

If any shareholder is required to abstain from voting on any particular resolution or is restricted to vote only for or against particular resolution in accordance with applicable laws and regulations and the listing rules of the stock exchange on which the shares of the Company are listed, any vote cast by a shareholder or his or her proxy shall not be counted in case of any violation of the relevant provisions or restriction.

(III) When a general meeting examines the relevant connected transaction (as defined in the Hong Kong Stock Exchange Listing Rules), the connected shareholders and their close associates (as defined in the Hong Kong Stock Exchange Listing Rules) shall not participate in voting and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes; the announcement of the general meeting shall fully disclose the voting by non-connected persons.

Before the general meeting considers the matters relating to connected transactions, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations, and normative documents. Connected persons or their authorized representatives may attend the general meeting and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting in a poll.

Where the general meeting considers the matters relating to connected transactions, connected shareholders shall abstain from voting. If connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to abstain from voting. After connected persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles and these Rules. The chairman of the meeting shall announce the number of shareholders and proxies except connected persons present at the general meeting and the total number of their voting shares.

In order to be valid, the resolutions made at the general meeting on matters relating to connected transactions shall be passed by more than half of the votes cast by the non-connected shareholders attending the general meeting. However, in order to be valid, in the event of such connected transaction involving matters that need to be passed by special resolution as stipulated in the Articles and these Rules, the resolutions of the general meeting must be passed by more than two thirds of the voting rights held by the non-connected persons attending the general meeting.

Where connected persons or their close associates participate in voting in violation of the provisions under this article, their voting in respect of matters relating to connected transactions shall be invalid.

(IV) With the exception of the cumulative voting system, the general meeting shall hold a vote on each proposal. If there are different proposals concerning a certain matter, the votes thereon shall be taken in the order the proposals were proposed. The general meeting shall not set aside or not vote on a proposal, unless the general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason.

(V) When considering a proposal, the general meeting may not revise it, ~~and should it do so, such~~ or the relevant amendment shall otherwise be deemed as a new proposal and may not be voted on at the current general meeting.

(VI) Shareholders who are present at the general meeting (including proxies) shall adopt one of the following stances when a proposal is put forward for voting: for, against or abstention, except that the securities depository and clearing institution, as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the actual holders.

For voters whose voting slips are left blank, incorrectly completed, illegible or without vote casting, he shall be deemed to have waived his voting rights, and the votes in respect of the number of shares held by him shall be counted as "abstain". When the Company counts the votes for such matter, the abstention vote shall be counted as votes with voting rights and participated in the poll.

(VII) Before the general meeting votes on proposals, it shall elect two shareholder representatives to count the votes and scrutinize the voting. If any shareholder is connected (related) to the matter to be discussed, the relevant shareholder and his proxy shall not participate in vote counting or scrutinize the voting.

During the voting process of the general meeting, the vote count and examination of the poll shall be conducted together by representatives of shareholders, and other relevant persons appointed in accordance with the Hong Kong Listing Rules under the Hong Kong Listing Rules, and shall announce the voting outcome at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.

(VIII) Unless the resolutions on relevant procedures of general meetings or administrative matters which can be decided by the chairman of the meeting based on the principle of good faith and shall be voted on by show of hands, voting at the general meeting shall be made by ballot. Such procedures and administrative matters shall:

1. not be contained in the agenda of the general meeting or in any supplementary circular to shareholders; and

2. involve the duties of the chairman of the meeting to maintain the meeting in order and/or to allow the business of the meeting to be transacted more properly and efficiently, while giving all shareholders a reasonable opportunity to express their opinions.

(IX) If the matters put to vote by poll concerns the election of the chairman or adjournment of the meeting, it shall be immediately voted. The other matters put to vote by poll will be decided by the chairman as to when to vote. The meeting could proceed to discuss other matters and the poll results will be regarded as made at the meeting.

(X) On a poll, a shareholder (including proxy) entitled to two or more votes need not cast all their votes in favour of or against a resolution.

(XI) The chairman of a general meeting shall decide whether a resolution has been approved at the meeting based on the voting results, and such decision shall be final. Voting results shall be announced at the meeting and recorded in the minutes.

(XII) If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman of the meeting does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman of the meeting, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman of the meeting shall have the votes recounted immediately.

(XIII) In the event the votes recounted have been made at a general meeting, the result thereof shall be recorded in the minutes.

~~Minutes shall be taken in respect of the decisions on matters resolved at the general meeting, which shall be signed by the chairman of the meeting and directors attending the meeting. Minutes together with the signature book of shareholders attending the meeting and the instrument appointing a proxy shall be kept at the domicile of the Company.~~

(XIV) The resolutions of the general meeting shall be announced in a timely manner in accordance with relevant laws, regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed or the Articles.

(XV) Minutes of general meetings shall be kept by the secretary to the Board, and the minutes shall include:

1. time, place and agenda of the meeting and name of the convener;

2. names of the chairman of the meeting and directors, general manager and other senior management members present or in attendance at the meeting;

3. number of the present shareholders and proxies, the total number of voting shares they represent and the percentage of the total shares of the Company they represent;

4. the discussions in respect of each proposal, highlights of the speeches made at the meeting and the voting results;

5. details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;

6. names of counting officers and scrutinizers;

7. such other matters which shall be recorded in the meeting minutes in accordance with the provisions of the Articles.

(XVI) The convener shall ensure that the minutes are truthful, accurate and complete. The attending or presenting directors, Secretary to the Board, convener or their representatives and the chairman of the meeting shall sign on the minutes and ensure that the minutes are truthful, accurate and complete. The minutes, list of signatures by shareholders in attendance, powers of attorney and other relevant documents shall be filed, for no less than ten years.

(XVII) Shareholders shall be entitled to inspect the copies of the minutes free of charge during office hours of the Company. Upon the request from any shareholder for a copy of the relevant minutes, the Company shall send the copy of the minutes so requested after the receipt of reasonable payment.

**VI. Authorization of the Board by the General Meeting**

(I) Subject to the laws and regulations, the Hong Kong Listing Rules and the Articles, the general meeting may pass a resolution to authorize the Board.

(II) Matters which, in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or the Articles, shall be approved at the general meeting, must be deliberated by the general meeting to ensure the decision-making power of the shareholders of the Company thereon. Under necessary, reasonable and legal circumstances, the general meeting may authorize the Board to determine specific matters which cannot or are unnecessary to be decided upon immediately at such general meeting.

The authorization of the Board by the general meeting, if it is for an ordinary resolution, shall be approved by a majority of the voting rights held by the shareholders (including their proxies) present at the meeting; if it is for a special resolution, it shall be approved by more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting. The authorization should be clear and specific.

(III) When deciding on matters so authorized, the Board shall discuss and demonstrate the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters.

**VII. Supplementary Provisions**

(I) Any matters not covered herein shall be governed by the Articles and relevant laws, administrative regulations and other normative documents. The relevant laws, administrative regulations and other normative documents as well as the Articles shall prevail if they are in conflict with these Rules.

(II) The terms "no less than" and "within" used herein shall include the given figure whilst the terms "over", "below" and "more than" shall exclude the given figure.

(III) The interpretation of these Rules shall be vested to the Board. The Board may amend these Rules in accordance with the relevant laws, administrative regulations, other normative documents and the actual circumstances of the Company and submit the same to the general meeting for approval.

(IV) These Rules shall be effective from the date of listing of the overseas listed foreign shares (H Shares) publicly offered by the Company on The Stock Exchange of Hong Kong Limited, after being approved by the Company's general meeting.

Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.

## TERMS OF REFERENCE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

### I. General Provisions

(I) In order to promote the standardized operation of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (hereinafter referred to as the "Company"), regulate the behavior of independent directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of all shareholders, especially minority shareholders, from being harmed, the Terms of Reference is formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and other laws, regulations, and regulatory documents, as well as the Articles of Association of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (hereinafter referred to as the "Articles"), taking into account the actual situation of the Company.

(II) Definition

Unless otherwise specified, the following terms shall have the meanings set out below in the Terms of Reference:

Independent directors: mean independent non-executive directors who meet relevant regulatory requirements, that is, directors who do not hold any position other than that of a director in the Company and who have no relationships with the Company or its major shareholders that may impede their ability to make independent and objective judgments. Independent directors must possess independence that complies with the requirements under Rule 3.13 of the Hong Kong Listing Rules.

Financial or accounting professionals: mean individuals who possess relevant expertise in financial management or hold a senior accountant title or certified public accountant qualification.

Immediate family members: mean spouses, parents, children (including stepchildren), etc.

Main social relationships: mean siblings, parents of spouses, spouses of children, spouses of siblings, and siblings of spouses, etc.

(III) Independent directors have an obligation of integrity and diligence towards the Company and all shareholders.

Independent directors shall diligently perform their duties in accordance with the requirements of relevant laws and regulations, listing rules of the place where the Company's shares are listed, the Articles, and the Terms of Reference, safeguarding the overall interests of the Company, particularly protecting the legitimate rights and interests of minority shareholders from being harmed.

(IV) Independent directors shall independently perform their duties, free from the influence of the Company's major shareholders, de facto controllers, or other entities or individuals with an interest in the Company. If any circumstances affecting their independence are found regarding the matters under review, they should declare it to the Company and recuse themselves. If there are significant circumstances affecting independence during the term of office, independent directors shall promptly notify the Company, propose measures to resolve the situation, and, if necessary, submit their resignations.

(V) Independent directors should ensure that they have sufficient time and energy to effectively perform their duties as independent directors, and in principle, they should not serve as independent non-executive directors in more than six companies.

(VI) The Company shall appoint independent directors not less than one-third of the total number of directors and not less than three, among which at least one must be a financial or accounting professional, and shall comply with the requirement of "possessing appropriate ~~accounting or related financial management expertise~~ professional qualifications or possessing appropriate accounting or related financial management expertise" as set out in Rule 3.10(2) of the Hong Kong Listing Rules.

~~With regard to "appropriate accounting or related financial management expertise", the Stock Exchange of Hong Kong would expect the person to have, through experience as a public accountant or auditor or as a chief financial officer or principal accounting officer of a public company or through performance of similar functions, experiences with internal controls and in preparing or auditing comparable financial statements or experience in analyzing audited financial statements of public companies. It is the responsibility of the Board to determine whether an individual is qualified on a case-by-case basis. In making its decision, the Board must evaluate the education and experience of the individual as a whole.~~

(VII) If independent directors are found to not meet the independence criteria or other circumstances that make them unsuitable to perform their duties as independent directors, resulting in the number of independent directors of the Company falling short of the requirements set out in the Articles or the Hong Kong Listing Rules, the Company shall disclose and replenish the number of independent directors as required.

**II. Qualifications for Independent Directors**

(I) Independent directors shall meet the following basic conditions:

1. according to the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, and other relevant provisions, possessing the qualifications to serve as a director of a listed company;

2. possessing independence as stipulated by the listing rules of the stock exchange where the shares of the Company are listed;

3. possessing basic knowledge of the operation of listed companies and be familiar with relevant laws, administrative regulations, rules, and guidelines;

4. possessing more than 5 years of work experience in law, economics, or other areas necessary to fulfill the duties of an independent non-executive director;

5. possessing good personal character and no significant records of dishonesty or other negative conduct;

~~4.~~6. other conditions as stipulated in the Articles.

(II) Independent directors must possess independence, and the following individuals are not allowed to serve as independent directors:

1. individuals employed by the Company or its subsidiaries, along with their spouses, parents, children~~immediate family members~~, main social relationships, and core connected persons as defined under the Hong Kong Listing Rules;

2. natural person shareholders who directly or indirectly hold more than one percent of the issued shares of the Company or who are ranked as the top ten shareholders of the Company, along with their spouses, parents, and children~~immediate family members~~;

3. individuals employed by the shareholders who directly or indirectly hold more than five percent of the issued shares of the Company or the top five shareholders of the Company, along with their spouses, parents, and children~~immediate family members~~;

4. individuals employed in subsidiaries of the Company's controlling shareholders and de facto controllers, along with their spouses, parents, and children;

5. individuals who have significant business dealings with the Company and its controlling shareholders, de facto controllers, or their respective subsidiaries, or individuals who hold positions in entities with significant business dealings and their controlling shareholders or de facto controllers;

6. individuals who provide financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to all members of the project team of the intermediary institutions providing services, reviewers at all levels, signatories on reports, partners, directors, senior management and key responsible persons;

~~3.~~7. individuals who have been involved in any of the situations listed in the previous ~~three articles~~ six items within the last year;

~~4. individuals who provide financial, legal, consulting and other services to the Company or its subsidiaries;~~

~~5.~~8. other individuals as stipulated in the Articles;

~~6.~~9. individuals who do not meet the independence requirements under Rule 3.13 of the Hong Kong Listing Rules;

~~7.~~10. other individuals recognized by the securities regulatory authorities where the shares of the Company are listed and other relevant regulatory bodies.

**III. Nomination, Election, and Replacement of Independent Directors**

(I) The Board of the Company~~, the Supervisory Committee~~ and shareholders individually or jointly holding more than one~~three~~ percent of the issued shares of the Company for a period of more than 180 consecutive days, may propose candidates for independent directors, which shall be decided by election at the general meetings.

(II) Nominators for independent directors shall obtain the consent of the nominees prior to nomination. Nominators shall have full knowledge of the nominees' information such as profession, educational background, professional title, detailed working experience, and all other posts they concurrently hold, and give opinion on the nominees' qualifications and the independence required as an independent director. Nominees shall make a statement that there are no relationships between themselves and the Company that could affect their independent and objective judgment.

(III) The voting method for election of independent directors shall be the same as that for the election of other non-employee representative directors of the Company.

(IV) The terms of office of the independent directors are the same as other directors of the Company. The independent directors may be re-elected for another term of not more than nine years upon expiration of a term of office, and are subject to retirement by rotation and re-election in accordance with the provisions of the Hong Kong Listing Rules.

(V) In case an independent director has failed to attend the Board meeting in person twice consecutively (the independent director shall be deemed to be present in person if he/she attends or votes at the Board meetings by correspondence or via circulation of written proposal), the Board shall suggest the general meeting making replacement.

(VI) ~~The independent director shall not be dismissed without proper reason before the term of his/her office expires, except for the above-mentioned situation or in those circumstances that a person may not hold the position of a director stipulated in the item "III. (I)" of the Terms of Reference and the Company Law.~~ The Company may dismiss an independent director before the expiration of his/her term of office in accordance with statutory procedures. If an independent director fails to comply with ~~the item (i) or (ii) of "II. (I)" of~~ the qualifications stipulated in the Terms of Reference, he/she shall immediately cease to perform his/her duties and resign from his/her position. If the resignation is not tendered, the Board shall, as soon as it knows or ought to have known of the occurrence of such fact, promptly propose to the general meeting to remove him/her from his/her duties in accordance with the regulations. Independent directors may resign before the expiration of their term of office. An independent director who resigns shall submit a written resignation report to the Board, explaining any circumstances relating to his/her resignation or that he/she deems necessary to bring to the attention of the Company's shareholders, creditors, and The Stock Exchange of Hong Kong Limited.

In the event that the resignation of any independent director results in the proportion of independent directors on the Board of the Company falling below the minimum requirements stipulated by the listing rules of the place where the Company's shares are listed, the resignation report of such independent director shall take effect only after the next independent director fills the vacancy.

**IV. Duties of Independent Directors**

(I) In addition to the powers and functions conferred upon directors by the Company Law, the listing rules of the place where the Company's shares are listed, and other relevant laws and regulations, independent directors also possess the following special powers and functions:

~~1. to submit connected (related) transactions that require decision-making by the Board in accordance with the listing rules of the stock exchange on which the shares are listed, to the Board for discussion after being approved by the independent directors; the independent directors may, before making judgment, appoint an intermediary to provide independent financial adviser reports as a basis for their judgment;~~

~~2. to propose to the Board for appointment or dismissal of accounting firm;~~

~~3. to propose to the Board to convene an extraordinary general meeting;~~

~~4. to propose to convene a meeting of the Board;~~

~~5. to independently appoint external audit and consulting institutions;~~

~~6. to openly collect voting rights from shareholders before a general meeting is held.~~

1. to independently engage intermediary agencies to conduct audits, consultations, or verifications on specific matters of the Company;

2. to propose to the Board to convene an extraordinary general meeting;

3. to propose to convene a Board meeting;

4. to openly solicit shareholders' rights from shareholders by the laws;

5. to express independent opinions on matters that may jeopardize the interests of the Company or minority shareholders;

6. to review the Company's annual continuing connected transactions (as defined in the Hong Kong Listing Rules) and provide necessary advice in the annual report;

7. to review connected transactions that require approval from shareholders and provide necessary advice to the shareholders.

(II) Where an independent director exercises the functions and powers set out in ~~items~~ paragraphs (i) to (iii) of "IV. (I)", he or she shall obtain the approval of ~~more than one-half~~ a majority of all independent directors.

(III) Independent directors shall constitute a majority of the members of the remuneration committee, the audit committee, and the nomination committee established under the Board of the Company. Independent directors shall actively participate in affairs of relevant special committees and the Board, fully express their opinions on matters reviewed by the special committees and the Board. If there are resolutions of the special committees or the Board that violate the provisions of laws, regulations, the Hong Kong Listing Rules, and the Articles, or that violate the resolutions of the general meetings and the Board, they should promptly report to the Board and may request the Company to provide a written explanation.

(IV) The following matters shall be submitted to the Board for consideration after being approved by a majority of all independent directors~~. Independent directors shall express independent opinions to the Board or the general meetings on the following matters~~:

~~1. to nominate and dismiss directors;~~

~~2. to appoint or dismiss senior management;~~

~~3. the remuneration of the directors and senior management of the Company;~~

~~4. the capital transactions between the Company's shareholders, de facto controllers and their associates and the Company, as well as whether the Company has taken effective measures to recover the outstanding amounts;~~

~~5. connected transactions;~~

~~6. major asset restructuring, equity incentive plans;~~

~~7. matters which, in the opinion of the independent directors, may prejudice the interests of the minority shareholders;~~

~~8.~~1. connected transactions that must be submitted for decision by the Board in accordance with laws and regulations, the Hong Kong Listing Rules, and the provisions of relevant systems for managing connected transactions of the Company;

~~9.~~2. plans for the Company and relevant parties to change or waive public commitments;

~~10.~~3. the decisions made and measures taken by the Board of the Company regarding the acquisitions;

~~11.~~4. other matters stipulated by laws, regulations, other regulatory documents, ~~the listing rules of the stock exchange where the shares of the Company are listed,~~ the Hong Kong Listing Rules and the Articles.

(V) Independent directors shall express one of the following types of opinions on the aforementioned matters: agreement; qualified opinion and the reasons thereof; objections and the reasons thereof; inability to express an opinion and the obstacles thereto. The opinions expressed by independent directors should be clear and explicit, and recorded in the meeting resolutions.

**V. Working Conditions of Independent Directors**

(I) The Company shall ensure that independent directors have the same right to information as other directors. For matters that require a decision by the Board, the Company must notify the independent directors in advance within the statutory time frame and provide sufficient information. If the independent directors believe that the information is insufficient, they may request additional information. When two or more independent directors believe that the information is insufficient or the arguments are unclear, they may jointly submit a written request to the Board to postpone the Board meeting or delay the consideration of the matter, and the Board shall accept such request.

Information provided by the Company to the independent directors should be retained by the Company ~~and the independent directors themselves~~ for a period of ~~five~~ ten years.

(II) The Company shall provide the necessary working conditions for independent directors to perform their duties and responsibilities. The secretary to the Board of the Company shall actively assist independent directors in fulfilling their duties and responsibilities, such as providing introductions, materials, and other support.

(III) When independent directors exercise their functions and powers, relevant personnel of the Company shall actively cooperate and shall not refuse, obstruct, or conceal, nor interfere with their exercising powers independently.

(IV) The fees for independent directors to engage intermediary organizations and other expenses incurred in the exercise of their functions and powers shall be borne by the Company.

(V) The Company shall provide appropriate allowances to independent directors. The standard for the allowance shall be formulated by the Board and approved by the general meeting, and shall be disclosed in accordance with the listing rules of the stock exchange where the shares of the Company are listed.

Apart from the allowances mentioned above, independent directors shall not obtain additional and undisclosed other benefits from the Company and its major shareholders or interested institutions and personnel.

(VI) The Company may establish a necessary liability insurance system for independent directors to mitigate the risks that may arise from the normal performance of their duties and responsibilities.

(VII) The Company has established a mechanism for special meetings which will be attended entirely by independent directors. Matters related to connected transactions reviewed by the Board shall be approved in advance by a special meeting of independent directors.

The Company shall convene special meetings of independent directors on a regular or ad hoc basis. The following matters shall be reviewed by a special meeting of the independent directors.

1. The Company independently engages intermediary agencies to conduct audits, consultations, or verifications on specific matters of the Company;

2. The Company proposes to the Board to convene an extraordinary general meeting;

3. The Company proposes to convene a Board meeting;

4. Connected transactions that must be submitted for decision by the Board in accordance with laws and regulations, the Hong Kong Listing Rules, and the provisions of relevant systems for managing connected transactions of the Company;

5. Plans for the Company and relevant parties to change or waive commitments;

6. The decisions made and measures taken by the Board regarding the acquisition;

7. Other matters shall be submitted to the Board for consideration after being approved by the majority of all independent directors.

The special meeting of independent directors may consider and discuss other matters of the Company as needed.

The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors; if the convener fails to perform or is unable to perform his duties, two or more independent directors may convene the meeting themselves and elect a representative to preside.

The special meeting of independent directors shall prepare meeting minutes, and the opinions of the independent directors shall be recorded in the meeting minutes. Independent directors shall sign to confirm the meeting minutes.

The Company provides convenience and support for the convening of special meeting of independent directors.

**VI. Supplementary Provisions**

(I) The Terms of Reference is interpreted by the Board of the Company. For matters not covered herein, the relevant provisions of national laws and regulations, the listing rules of the place where the shares of the Company are listed, other regulatory documents and the Articles shall apply. In case of any inconsistency between the Terms of Reference and the relevant provisions of laws and regulations, the listing rules of the place where the shares of the Company are listed, other regulatory documents and the Articles, the provisions of the relevant laws and regulations, the listing rules of the place where the shares of the Company are listed, other regulatory documents and the Articles shall prevail.

(II) The amendments of the Terms of Reference are subject to the approval of the general meeting upon the proposal on amendments raised by the Board of the Company.

(III) The Terms of Reference has been approved by the general meeting and shall take effect from the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed on The Stock Exchange of Hong Kong Limited.

Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.

~~July 11, 2023~~

# Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.
# 四川科倫博泰生物醫藥股份有限公司

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

**(Stock Code: 6990)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "**AGM**") of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (the "**Company**") will be held at 9:00 a.m. on June 20, 2025 at Meeting Room 1, R&D Building, Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd., No. 666 Xinhua Avenue, Chengdu Cross-Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province, the People's Republic of China for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the financial budget report of the Company for the year 2025.

2. To consider and approve the report of the Board of Directors for the year 2024.

3. To consider and approve the report of the Supervisory Committee for the year 2024.

4. To consider and approve the annual report of the Company for the year 2024.

5. To consider and approve the re-appointment of KPMG as the auditors of the Company for the year 2025, for a term commencing from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company, and to authorize the Board of Directors to determine the specific matters, including but not limited to their remuneration of not more than RMB2,800,000 for the year 2025 before tax, in relation to such appointment.

6. To consider and approve (i) the remuneration plan for the Directors of the fourth session of the Board and (ii) the remuneration plan for the Directors of the third session of the Board and for the Supervisors of the third session of the Supervisory Committee from the period of January 1, 2025 until the expiry of their respective terms of office.

7. To consider and approve the annual profit distribution plan of the Company for the year 2024.

8. To consider and approve the acquisition of wealth management products with idle self-owned funds for the year 2025, with the details as set out in the circular of the Company dated May 21, 2025 (the "**Circular**").

9. To consider and approve the election of:

(a) Mr. LIU Gexin as a non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(b) Mr. LIU Sichuan as a non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(c) Mr. LAI Degui as a non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(d) Mr. FENG Hao as a non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(e) Ms. LIAO Yihong as a non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(f) Mr. ZENG Xuebo as a non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(g) Dr. ZHENG Qiang as an independent non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(h) Dr. TU Wenwei as an independent non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected;

(i) Dr. JIN Jinping as an independent non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected; and

(j) Dr. LI Yuedong as an independent non-executive Director of the fourth session of the Board with effect from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company at which a new session of the Board will be elected.

10. To consider and approve the proposed amendments to the rules of procedure of the independent non-executive Directors as set out in Annex IV to the Circular.

**SPECIAL RESOLUTIONS**

11. To consider and approve the grant of a general mandate to the Board to issue Shares and sell Treasury Shares, with the details of the general mandate as set out in the Circular.

12. To consider and approve the grant of a general mandate to the Board to repurchase H Shares, with the details of the general mandate as set out in the Circular.

13. To consider and approve the proposed amendments to the articles of association of the Company and its appendices as set out in Annex III to the Circular.

By order of the Board
**Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.**
**LIU Gexin**
*Chairman of the Board and Non-executive Director*

Hong Kong, May 21, 2025

*Notes:*

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at https://kelun-biotech.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

2. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.

3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), at least 24 hours before the AGM (i.e. before 9:00 a.m. on June 19, 2025) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.

4. For the purpose of determining the list of Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from June 17, 2025 to June 20, 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered Shareholders shall ensure all transfer documents accompanied by the relevant share certificates are lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on June 16, 2025 for registration.

5. In the case of joint Shareholders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

7. A Shareholder or his/her proxy should produce proof of identity when attending the AGM.

8. Contact information of the meeting:

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|---|---|
| Contact person: | Zhuo Chen |
| Telephone: | +86-18084866369 |
| Email: | yfchengz@kelun.com |
| Address: | No. 666 Xinhua Avenue, Chengdu Cross-Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province, PRC |

9. Further details of the resolutions are set out in the circular of the Company dated May 21, 2025. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

10. References to dates and time in this notice are to Hong Kong dates and time.

*As at the date of this notice, the Board comprises Mr. LIU Gexin as the chairman of the Board and non-executive Director, Dr. GE Junyou as executive Director, Mr. LIU Sichuan, Mr. LAI Degui, Mr. FENG Hao, Mr. ZENG Xuebo and Mr. LI Dongfang as non-executive Directors, and Dr. ZHENG Qiang, Dr. TU Wenwei, Dr. JIN Jinping and Dr. LI Yuedong as independent non-executive Directors.*