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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Henlius Biotech, Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Shanghai Henlius Biotech, Inc.

上海復宏漢霖生物技術股份有限公司

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

(Stock Code: 2696)

(1) PROPOSED APPOINTMENT OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD
(2) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD
(6) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
(7) PROPOSED AMENDMENT TO THE REGULATIONS FOR PREVENTING THE MISAPPROPRIATION OF THE COMPANY'S FUNDS BY THE CONTROLLING SHAREHOLDER AND ITS RELATED PARTIES/CONNECTED PERSONS
(8) PROPOSED AMENDMENT TO THE PROFIT DISTRIBUTION MANAGEMENT SYSTEM
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC on Friday, 29 August 2025 at 4:00 p.m. is set out on pages 67 to 70 of this circular. This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.henlius.com).

Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Board Secretary Office (for holders of Unlisted Shares), at 10th Floor, Building B8, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC, or the Company's H share registrar in Hong Kong (for holders of H Shares), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e. not later than 4:00 p.m. on Thursday, 28 August 2025) or the adjourned meeting (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 EGM or at any adjourned meetings if they so wish.

References to time and dates in this circular are to Beijing time and dates.

12 August 2025

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

"Articles" or "Articles of Association"	the articles of association of the Company currently in force, as amended, modified or otherwise supplemented from time to time
"Board"	the board of Directors of the Company
"Board of Supervisors"	the board of Supervisors of the Company
"Company"	Shanghai Henlius Biotech, Inc., a joint stock company established in the People's Republic of China with limited liability, the H Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 2696)
"connected person"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	the 2025 third extraordinary general meeting of the Company to be held at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC at 4:00 p.m. on Friday, 29 August 2025, (or any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 67 to 70 of this circular
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas-listed foreign shares in the issued share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in HK dollars
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"PRC" or "Mainland"	the People's Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau and Taiwan regions of China
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedures for the General Meeting"	the Rules of Procedures for the General Meeting of the Company
"Rules of Procedures for the Board"	the Rules of Procedures for the Board of the Company
"Rules of Procedures for the Board of Supervisors"	the Rules of Procedures for the Board of Supervisors of the Company
"Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons"	the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons of the Company
"Profit Distribution Management System"	the Profit Distribution Management System of the Company
"SFO"	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	the Unlisted Share(s) and/or H Share(s)
"Shareholder(s)"	holder(s) of Share(s)
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"Supervisor(s)"	the supervisor(s) of the Company
"Unlisted Share(s)"	ordinary share(s) with nominal value of RMB1.00 each in the issued share capital of the Company which are subscribed for and credited as paid up in RMB
"Unlisted Shareholder(s)"	holder(s) of Unlisted Shares
"%"	percent



Shanghai Henlius Biotech, Inc.
上海復宏漢霖生物技術股份有限公司

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

(Stock Code: 2696)

Chairman and Non-executive Director:
Mr. Wenjie ZHANG

Executive Director:
Dr. Jun ZHU *(Chief Executive Officer)*

Non-executive Directors:
Mr. Qiyu CHEN
Mr. Yifang WU
Ms. Xiaohui GUAN
Mr. Deyong WEN
Dr. Xingli WANG

Independent Non-executive Directors:
Mr. Tak Young SO
Dr. Lik Yuen CHAN
Dr. Guoping ZHAO
Dr. Ruilin SONG

Head office and Principal Place of Business in the PRC:
11th Floor, B8 Building
No. 188 Yizhou Road
Xuhui District, Shanghai
PRC

Registered Office in the PRC:
Room 901, 9/F, Building 1
No. 367 Shengrong Road
China (Shanghai) Pilot Free Trade Zone
PRC

Principal Place of Business in Hong Kong:
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

12 August 2025

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED APPOINTMENT OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD
(2) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD
(6) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
(7) PROPOSED AMENDMENT TO THE REGULATIONS FOR PREVENTING THE MISAPPROPRIATION OF THE COMPANY'S FUNDS BY THE CONTROLLING SHAREHOLDER AND ITS RELATED PARTIES/CONNECTED PERSONS
(8) PROPOSED AMENDMENT TO THE PROFIT DISTRIBUTION MANAGEMENT SYSTEM
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 8 August 2025 in relation to, among others, (i) the proposed re-appointment and appointment of Directors of the fourth session of the Board; and (ii) the proposed re-appointment of Shareholder representative Supervisors of the fourth session of the Board of Supervisors.

Reference is made to the announcement of the Company dated 27 June 2025 in relation to the proposed amendments to the Articles of Association, the relevant rules of procedure and other corporate governance measures.

The purpose of this circular is to give you notice of the EGM and to provide you with information regarding the resolutions to be proposed at the EGM to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM. At the EGM, the following resolutions will be proposed to approve:

(1) the proposed re-appointment and appointment of Directors of the fourth session of the Board;

(2) the proposed re-appointment of Shareholder representative Supervisors of the fourth session of the Board of Supervisors;

(3) the proposed amendments to the Articles of Association;

(4) the proposed amendments to the Rules of Procedures for the General Meeting;

(5) the proposed amendments to the Rules of Procedures for the Board;

(6) the proposed amendments to the Rules of Procedures for the Board of Supervisors;

(7) the proposed amendment to the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons; and

(8) the proposed amendment to the Profit Distribution Management System.

2. DETAILS OF THE RESOLUTIONS

(1) Proposed Re-appointment and Appointment of Directors of the Fourth Session of the Board

The term of the third session of the Board has expired recently, and each Director shall continue to perform his/her duties as Director until the conclusion of the EGM at which the fourth session of the Board will be elected.

The Board proposes that the fourth session of the Board be comprised of eleven Directors, including one executive Director, six non-executive Directors and four independent non-executive Directors. The Board has considered and approved the re-appointment and appointment of the following candidates for Directors of the fourth session of the Board:

The Board proposes (i) the re-appointment of Dr. Jun Zhu, being the current executive Director, as the executive Director of the fourth session of the Board; (ii) the re-appointment of Mr. Wenjie Zhang, Mr. Qiyu Chen, Ms. Xiaohui Guan and Dr. Xingli Wang, being the current non-executive Directors, as the non-executive Directors of the fourth session of the Board; (iii) the re-appointment of Mr. Tak Young So, Dr. Lik Yuen Chan and Dr. Ruilin Song, being the current independent non-executive Directors, as the independent non-executive Directors of the fourth session of the Board; (iv) the appointment of Mr. Yuqing Chen and Dr. Yi Liu as the non-executive Directors of the fourth session of the Board; and (v) the appointment of Mr. Yihao Zhang as an independent non-executive Director of the fourth session of the Board.

The above candidates for Directors meet the qualification requirements to serve as Directors as stipulated in relevant PRC laws, regulations, the Articles of Association and the Listing Rules, and the Board agreed to submit the above list of candidates for Directors to be considered and approved at the EGM by way of ordinary resolutions. The EGM will elect one executive Director, six non-executive Directors, and four independent non-executive Directors, and these eleven Directors will comprise the fourth session of the Board.

In accordance with the requirements of relevant PRC laws, regulations and the Articles of Association, the candidates for Directors of the fourth session of the Board are subject to the consideration and approval by the Shareholders at the EGM. The term of office of candidates for executive Director, non-executive Directors and independent non-executive Directors will take effect from the date of approval at the EGM and will end upon the expiry of the term of the fourth session of the Board.

The biographical details of the candidates for the Directors of the fourth session of the Board are set out in Appendix I to this circular.

Mr. Yifang Wu, Mr. Deyong Wen and Dr. Guoping Zhao will retire from their office as a non-executive Director, a non-executive Director and an independent non-executive Director, respectively and the retirement will be effective from the date of the election of the fourth session of the Board at the EGM. Mr. Yifang Wu, Mr. Deyong Wen and Dr. Guoping Zhao confirmed that they have no disagreement with the Board and the Company and there is no other matter in relation to their Retirement that needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its sincere gratitude to Mr. Yifang Wu, Mr. Deyong Wen and Dr. Guoping Zhao for their contributions to the Company during their tenure.

(2) Proposed Re-appointment of Shareholder Representative Supervisors of the Fourth Session of the Board of Supervisors

The Board of Supervisors currently comprises three Supervisors, including two Shareholder representative Supervisors and one employee representative Supervisor. The term of the third session of the Board of Supervisors has expired recently, and the Board of Supervisors proposes that the fourth session of the Board of Supervisors be comprised of three Supervisors, including two Shareholder representative Supervisors elected by Shareholders and one employee representative Supervisor elected at the employee representative meeting of the Company.

The Board of Supervisors proposes the re-appointment of Ms. Rongli Feng and Mr. Deli Kong, being the current Shareholder representative Supervisors, as the Shareholder representative Supervisors of the fourth session of the Board of Supervisors. Ms. Rongli Feng and Mr. Deli Kong shall continue to perform their duties as Shareholder representative Supervisor until the conclusion of the EGM at which the fourth session of the Board of Supervisors will be elected.

The above candidates for Shareholder representative Supervisors meet the qualification requirements to serve as Supervisors as stipulated in relevant PRC laws, regulations and the Articles of Association, and the Board of Supervisors agreed to submit the above candidates for Shareholder representative Supervisors to be considered and approved at the EGM by way of ordinary resolutions.

The term of office of Ms. Rongli Feng and Mr. Deli Kong will take effect from the date of approval at the EGM and will end upon the expiry of the term of the fourth session of the Board of Supervisors.

The biographical details of the candidates for Shareholder representative Supervisors of the fourth session of the Board of Supervisors are set out in Appendix II to this circular.

In addition, Mr. Zhiyong Liu ("**Mr. Liu**"), the current employee representative Supervisor, has been re-appointed as the employee representative Supervisor of the fourth session of the Board of Supervisors at the employee representative meeting of the Company held on 8 August 2025. Mr. Liu, together with the Shareholder representative Supervisors to be elected at the EGM, will constitute the fourth session of the Board of Supervisors. For details, please refer to the announcement of the Company dated 8 August 2025.

(3) Proposed Amendments to the Articles of Association

In light of updates in the applicable laws and regulations and in order to comply with the latest legal and regulatory requirements, after taking into account the actual circumstances of the Company, it is proposed to amend the Articles of Association. A special resolution will be proposed at the EGM by the Company to consider and approve the proposed amendments to the Articles of Association.

For details of the proposed amendments to the Articles of Association, please refer to Appendix III to this circular. Shareholders should be aware that the English version of the Articles of Association (and/or the proposed amendments thereto) is a translation of the Chinese version and is provided for reference only. The Chinese version shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

The amended Articles of Association will take effect immediately upon approval at the EGM.

The proposed amendments to the Articles of Association are required to be filed and registered with the relevant authorities in the PRC. The Company will make adjustment to the wordings of such amendments according to the comments of the relevant authorities (if any).

(4) Proposed Amendments to the Rules of Procedures for the General Meeting

In order to comply with the latest legal and regulatory requirements, after taking into account the actual circumstances of the Company and the proposed amendments to the Articles of Association, it is proposed to amend the Rules of Procedures for the General Meeting. An ordinary resolution will be proposed at the EGM by the Company to consider and approve the proposed amendments to the Rules of Procedures for the General Meeting.

For details of the proposed amendments to the Rules of Procedures for the General Meeting, please refer to Appendix IV to this circular. Shareholders should be aware that the English version of the Rules of Procedures for the General Meeting (and/or the proposed amendments thereto) is a translation of the Chinese version and is provided for reference only. The Chinese version shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

The amended Rules of Procedures for the General Meeting will take effect immediately upon approval at the EGM.

(5) Proposed Amendments to the Rules of Procedures for the Board

In order to comply with the latest legal and regulatory requirements, after taking into account the actual circumstances of the Company and the proposed amendments to the Articles of Association, it is proposed to amend the Rules of Procedures for the Board. An ordinary resolution will be proposed at the EGM by the Company to consider and approve the proposed amendments to the Rules of Procedures for the Board.

For details of the proposed amendments to the Rules of Procedures for the Board, please refer to Appendix V to this circular. Shareholders should be aware that the English version of the Rules of Procedures for the Board (and/or the proposed amendments thereto) is a translation of the Chinese version and is provided for reference only. The Chinese version shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

The amended Rules of Procedures for the Board will take effect immediately upon approval at the EGM.

(6) Proposed Amendments to the Rules of Procedures for the Board of Supervisors

In order to comply with the latest legal and regulatory requirements, after taking into account the actual circumstances of the Company and the proposed amendments to the Articles of Association, it is proposed to amend the Rules of Procedures for the Board of Supervisors. An ordinary resolution will be proposed at the EGM by the Company to consider and approve the proposed amendments to the Rules of Procedures for the Board of Supervisors.

For details of the proposed amendments to the Rules of Procedures for the Board of Supervisors, please refer to Appendix VI to this circular. Shareholders should be aware that the English version of the Rules of Procedures for the Board of Supervisors (and/or the proposed amendments thereto) is a translation of the Chinese version and is provided for reference only. The Chinese version shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

The amended Rules of Procedures for the Board of Supervisors will take effect immediately upon approval at the EGM.

(7) Proposed Amendment to the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons

In order to comply with the latest legal and regulatory requirements, after taking into account the actual circumstances of the Company and the proposed amendments to the Articles of Association, it is proposed to amend the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons. An ordinary resolution will be proposed at the EGM by the Company to consider and approve the proposed amendment to the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons.

For details of the proposed amendment to the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons, please refer to Appendix VII to this circular. Shareholders should be aware that the English version of the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons (and/or the proposed amendments thereto) is a translation of the Chinese version and is provided for reference only. The Chinese version shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

The amended Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons will take effect immediately upon approval at the EGM.

(8) Proposed Amendment to the Profit Distribution Management System

In order to comply with the latest legal and regulatory requirements, after taking into account the actual circumstances of the Company and the proposed amendments to the Articles of Association, it is proposed to amend the Profit Distribution Management System. An ordinary resolution will be proposed at the EGM by the Company to consider and approve the proposed amendment to the Profit Distribution Management System.

For details of the proposed amendment to the Profit Distribution Management System, please refer to Appendix VIII to this circular. Shareholders should be aware that the English version of the Profit Distribution Management System (and/or the proposed amendments thereto) is a translation of the Chinese version and is provided for reference only. The Chinese version shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

The amended Profit Distribution Management System will take effect immediately upon approval at the EGM.

3. EGM AND PROXY ARRANGEMENT

Notice convening the EGM to be held at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC on Friday, 29 August 2025 at 4:00 p.m. is set out on pages 67 to 70 of this circular. A form of proxy for use at the EGM is enclosed herewith and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.henlius.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Board secretary office (for holders of Unlisted Shares), at 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC or the Company's H share registrar in Hong Kong (for holders of H shares), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e. not later than 4:00 p.m. on Thursday, 28 August 2025) or the adjourned meetings (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or at any adjourned meetings if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the 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. Poll results will be announced by the Company by means set out in Rule 13.39(5) of the Listing Rules after the general meetings.

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Wednesday, 27 August 2025 to Friday, 29 August 2025 (both dates inclusive), during which period no transfer of Shares of the Company will be effected. Shareholders whose names appear on the registers of members of the Company on Friday, 29 August 2025 shall be entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfer documents accompanies by the relevant share certificates must be lodged with the Company's Board secretary office (for holders of Unlisted Shares), at 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of H Shares), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration by 4:30 p.m. on Wednesday, 27 August 2025.

4. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the notice of EGM.

Yours faithfully,
On behalf of the Board
Shanghai Henlius Biotech, Inc.
Wenjie Zhang
Chairman

The biographical details of the candidates for Directors are set out as below:

Dr. Jun Zhu (朱俊), aged 47, has served as the chief executive officer of the Company since July 2023 and has served as an executive Director of the Company since August 2023. Dr. Zhu joined the Group in January 2021 and has been the senior vice president and chief medical officer of Shanghai Henlius Biopharmaceutical Co., Ltd.* (上海復宏漢霖生物製藥有限公司) ("**Henlius Biopharmaceutical**"), and the senior vice president and chief medical officer, the chief financial officer and the president of the Company. Dr. Zhu holds directorship and managerial positions in certain other subsidiaries of the Company.

Prior to joining the Company, Dr. Zhu served as the internal medicine physician in Huashan Hospital affiliated to Fudan University in Shanghai from July 2001 to October 2003; the project manager of IQVIA Holdings Inc. from August 2003 to June 2005; the general manager (Greater China) of Omnicare Clinical Research Inc. from March 2008 to July 2012; the global vice-president of IQVIA Holdings Inc. from August 2012 to January 2017; and the founder and chief executive officer of Shanghai PPC Biopharmaceutical Technology Co., Ltd.* (上海百利佳生醫藥科技有限公司) from February 2018 to August 2020.

Dr. Zhu obtained a bachelor's degree in clinical medicine from Fudan University (復旦大學) in the PRC in July 2001, an EMBA degree from Cheung Kong Graduate School of Business (長江商學院) in the PRC in September 2018, and a doctoral degree in health management from University of Montpellier in France in June 2024.

Dr. Zhu will not receive additional remuneration from the Company for serving as an executive Director.

As at the date of this circular, Dr. Zhu holds 750,000 share options and 750,000 restricted share units (RSUs) granted under the Share Option Scheme and RSU Scheme of the Company. In addition, Dr. Zhu indirectly holds 50,000 Shares of the Company through Dr. JZ Limited, which is under his control.

Mr. Wenjie Zhang, aged 58, has served as an executive Director of the Company from November 2020 to March 2025, has been a non-executive Director since March 2025, and has been the chairman of the Board since November 2021. Mr. Zhang joined the Company in March 2019 and has been the senior vice president and chief commercial operation officer, president and chief executive officer of the Company. Mr. Zhang serves as a director in certain subsidiaries of the Company. Mr. Zhang served as an executive president of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. ("**Fosun Pharma**", Shanghai Stock Exchange stock code: 600196, Stock Exchange stock code: 02196) from July 2023 to June 2025, has been a co-president of Fosun Pharma since June 2025 and has been a non-executive director of Gland Pharma Limited ("**Gland Pharma**", stock code of The Bombay Stock Exchange and The National Stock Exchange of India: GLAND) since August 2024.

Prior to joining Fosun Pharma and its subsidiaries ("**Fosun Pharma Group**"), Mr. Zhang served as the assistant engineer of research and development of Jinan Corbère Bioengineering Co., Ltd.* (濟南科貝爾生物工程有限公司) from July 1990 to December 1991, and the China sales representative of Sino-American Shanghai Squibb Pharmaceuticals Co., Ltd.* (中美上海施貴寶製藥有限公司) from January 1992 to August 1994. From May 1997 to December 2010, he worked at Bayer Group (stock code: BAYGn), a company listed on Frankfurt Stock Exchange of Germany, and successively served as the product manager of US Marketing Division at Bayer Pharmaceutical's US subsidiary, business development manager and deputy director of global marketing from May 1997 to November 2004, head of business development at Bayer Healthcare's Asia Pacific headquarters from November 2004 to August 2006, the head of Oncology and Specialty Medicine Business at Bayer Schering Pharma China from August 2006 to December 2010, and the head of Oncology and Specialty Medicine Business in Asia Pacific in 2010. He also served as vice president of Tumor Business Department II of Shanghai Roche Pharmaceutical Co., Ltd.* (上海羅氏製藥有限公司) from December 2010 to April 2014. From September 2014 to March 2019, he also worked at Amgen Inc. ("**Amgen**", NASDAQ Stock Exchange stock code: AMGN) and served as the executive director of Japan and Asia Pacific of Amgen from September 2014 to May 2015 and the general manager of Amgen Biopharmaceutical (Shanghai) Co., Ltd.* (安進生物醫藥(上海)有限公司) from May 2015 to March 2019.

Mr. Zhang obtained a bachelor's degree in science in microbiology from Shandong University in the PRC in July 1990, and a master's degree in business administration from Yale University in the United States in May 1998.

Mr. Zhang will not receive any remuneration from the Company for serving as a non-executive Director.

Mr. Qiyu Chen (陳啟宇), aged 53, has been a non-executive Director of the Company since February 2010 and served as the chairman of the Board from December 2018 to November 2021. Mr. Chen currently serves as the chairman of Shanghai Fosun High Technology (Group) Co., Ltd., an executive director and the co-chief executive officer of Fosun International Limited ("**Fosun International**", Stock Exchange stock code: 00656), a non-executive director and a vice chairman of Sinopharm Group Co. Ltd. ("**Sinopharm**", Stock Exchange stock code: 01099). Mr. Chen joined Fosun Pharma Group in April 1994, who successively served as a secretary to the board, general manager, vice chairman, executive director, chairman and other positions of Fosun Pharma from April 1994 to October 2020, and served as a non-executive director of Fosun Pharma since October 2020. Mr. Chen previously served as a non-executive director of Gland Pharma and a director of Beijing Sanyuan Foods Co., Ltd.* (北京三元食品股份有限公司) (Shanghai Stock Exchange stock code: 600429). In addition, Mr. Chen holds directorships in various companies invested by Fosun International and its affiliated companies.

Prior to joining Fosun Pharma Group, Mr. Chen worked at Shanghai RAAS Blood Products Co., Ltd.* (上海萊士血製品有限公司) (currently known as Shanghai RAAS Blood Products Co., Ltd.* (上海萊士血液製品股份有限公司) (Shenzhen Stock Exchange stock code: 002252)) from July 1993 to March 1994. Mr. Chen has been the chairman of China Medical Pharmaceutical Material Association (中國醫藥物資協會), a vice president of China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會), the honorary chairman and chief supervisor of Shanghai Biopharmaceutics Industry Association (上海市生物醫藥行業協會), and a member of the 13th Shanghai Standing Committee of the Chinese People's Political Consultative Conference.

Mr. Chen obtained a bachelor's degree in genetics from Fudan University (復旦大學) in the PRC in July 1993 and a master's degree of business administration from China Europe International Business School (中歐國際工商學院) in the PRC in September 2005.

Mr. Chen will not receive any remuneration from the Company for serving as a non-executive Director.

Mr. Yuqing Chen (陳玉卿), aged 49, is currently an executive director and the chairman of the board of directors of Fosun Pharma, a senior vice president of Fosun International, and a non-executive director of Sinopharm. Mr. Chen joined Fosun Pharma Group in January 2010 and has been a deputy supervisor of the human resources department, a deputy general manager of the human resources department, the general manager of the human resources department, an assistant to the president, the general manager of the human resources department, a vice president, a senior vice president, the co-president and chief executive officer of Fosun Pharma; the chairman of the board of directors of Shanghai Fosun Health Technology (Group) Co., Ltd.* (上海復星健康科技(集團)有限公司), a subsidiary of Fosun Pharma, from August 2020 to May 2021 and from October 2022 to present; and a non-executive director of Fosun Pharma from September 2024 to April 2025, and has served as an executive director and the chairman of the board of Fosun Pharma from April 2025. In addition, Mr. Chen holds directorship and managerial positions in certain subsidiaries of Fosun Pharma.

Prior to joining Fosun Pharma Group, Mr. Chen served as a teacher at the School of Materials of Shanghai University from July 1997 to July 1999; and successively served as a human resources manager of Yanfeng Visteon Automotive Trim Systems Co., Ltd.* (延鋒偉世通汽車飾件系統有限公司) (currently renamed as Yanfeng Automotive Trim Systems Co., Ltd.* (延鋒汽車飾件系統有限公司)), Yanfeng Visteon (Beijing) Automotive Trim Systems Co., Ltd.* (延鋒偉世通(北京)汽車飾件系統有限公司) and Shanghai Yanfeng Johnson Controls Seating Co., Ltd.* (上海延鋒江森座椅有限公司) from July 1999 to March 2005; a development manager of the human resources department of Shanghai Alison (Group) Co., Ltd.* (上海埃力生(集團)有限公司) from June 2005 to April 2006; the Central China human resources manager of Schindler (China) Elevator Co. Ltd.* (迅達(中國)電梯有限公司) from July 2006 to November 2006; the senior human resources integration manager of Global Mart Limited* (購寶商業集團) from December 2006 to April 2009; and the chief human resources director of Kubao Information Technology (Shanghai) Co., Ltd.* (酷寶信息技術(上海)有限公司) from April 2009 to October 2009. Mr. Chen obtained a bachelor's degree in engineering from Shanghai University in July 1997.

Mr. Chen will not receive any remuneration from the Company for serving as a non-executive Director.

Ms. Xiaohui Guan (關曉暉), aged 54, has been a non-executive Director of the Company since December 2018 and is currently an executive director and a co-chairman of Fosun Pharma, the vice president of Fosun International and the chairman of the board of supervisors of Sinopharm. Ms. Guan joined Fosun Pharma Group in May 2000 and has been an assistant to the president, general manager of the finance department, the chief accountant, a vice president, the chief accountant and the general manager of the financial department, the senior vice president and chief financial officer, the executive president and chief financial officer of Fosun Pharma. Ms. Guan served as the executive director of Fosun Pharma since December 2021, the vice chairman of Fosun Pharma from January 2022 to April 2025, and a co-chairman of Fosun Pharma since April 2025. Ms. Guan was a non-executive director of Sinopharm and a non-executive director of Gland Pharma. In addition, Ms. Guan holds directorship, supervisorship and managerial positions in certain subsidiaries of Fosun Pharma.

Prior to joining Fosun Pharma Group, Ms. Guan worked at the Jiangxi Branch of the Industrial and Commercial Bank of China. Ms. Guan obtained a bachelor's degree in economics from Jiangxi University of Finance and Economics (江西財經大學) in the PRC in June 2000 and acquired a master's degree in professional accountancy from the Chinese University of Hong Kong in December 2007. Ms. Guan is qualified as a Chinese Certified Public Accountant and a member of the Association of Chartered Certified Accountants.

Ms. Guan will not receive any remuneration from the Company for serving as a non-executive Director.

Dr. Yi Liu (劉毅), aged 50, currently serves as an executive director and chairman of the board of directors of Sisram Medical Ltd (復鋭醫療科技有限公司) ("**Sisram Medical**", Stock Exchange stock code: 01696). Dr. Liu joined Fosun Pharma Group in November 2015 and has been the chief technology officer of the Medical Devices Division, the vice president and the senior vice president of Fosun Pharma, and has been serving as chief executive officer and president of Fosun Pharma since June 2025. In addition, Dr. Liu holds directorship and managerial positions in certain subsidiaries of Fosun Pharma.

Prior to joining Fosun Pharma Group, Dr. Liu was a trainee in Young Cadre Training Class of China National Academy of Governance (國家行政學院青年幹部培訓班) from September 1998 to July 2000; served a deputy section chief of Medical Devices Division and a section chief of Market Supervision Department of State Food and Drug Administration (now known as National Medical Products Administration) from July 2000 to August 2004; and successively served as the deputy head and head of Beijing Institute of Medical Device Testing (北京市醫療器械檢驗所) from September 2004 to November 2015.

Dr. Liu obtained a bachelor degree in engineering from Beijing Institute of Technology in July 1998, a master degree in management from Peking University in January 2006, and a doctorate degree in biomedical engineering from Beijing University of Aeronautics and Astronautics in June 2021.

Dr. Liu will not receive any remuneration from the Company for serving as a non-executive Director.

Dr. Xingli Wang, aged 62, has been a non-executive Director of the Company since August 2023. Dr. Wang joined Fosun Pharma Group in January 2023 and served as an executive president of Fosun Pharma from January 2023 to June 2025, and has been the co-president of Fosun Pharma from June 2025. In addition, Dr. Wang holds directorship in certain subsidiaries of Fosun Pharma. Prior to joining Fosun Pharma Group, from October 1992 to October 1994, Dr. Wang engaged in postdoctoral research in cardiovascular science at The University of New South Wales, Australia ("**UNSW**"). From July 1995 to December 2007, he was successively engaged in clinical residency rotation at Prince of Wales Hospital in Sydney, and served as a senior lecturer in cardiovascular medicine at UNSW and a director of cardiothoracic surgery research and tenured professor at Baylor College of Medicine, USA. From January 2008 to October 2010, he served as a medical director of Schering-Plough Corporation (New York Stock Exchange stock code: SGP) and merged into Merck & Co., Inc. in 2009). From October 2010 to May 2022, he worked in Novartis AG (New York Stock Exchange stock code: NVS), mainly serving as project director, global project clinical head, head of Novartis Global Drug R&D (China) and general manager of Biomedical Research Institute (China).

Dr. Wang obtained a bachelor's degree in medicine from Shandong Medical College (merged into Shandong University in 2000) in July 1985 and a doctorate degree in cardiovascular science from UNSW in October 1991. Dr. Wang also holds a license to practice medicine in Australia.

Dr. Wang will not receive any remuneration from the Company for serving as a non-executive Director.

Mr. Tak Young So (蘇德揚), aged 54, has been an independent non-executive Director of the Company since September 2019. Mr. So has been the founding and managing partner of FastLane Group since July 2012. Mr. So served as an independent non-executive director of Goodbaby International Holdings Limited (Stock Exchange stock code: 01086) from May 2022 to May 2025 and served as an independent non-executive director of CARsgen Therapeutics Holdings Limited (Stock Exchange stock code: 02171) from June 2021 to June 2023.

Mr. So has more than 30 years of experience in finance, accounting, investment and private equity businesses with global financial institutions and asset management companies. Mr. So served as a partner of Prospere Capital Limited from January 2018 to May 2022; the chief financial officer of Asia Pacific of asset management division for Deutsche Bank, Hong Kong from August 2007 to November 2011; the chief financial officer of PAG Capital from November 2011 to April 2012; the chief financial officer of Hamon Investment Group, an affiliate of Bank of New York Mellon from February 2005 to August 2007; the head of finance and operations of consumer banking in Hong Kong, head of asset and liability management of Greater China/Asia Pacific and chief financial officer of consumer, commercial and private bank in Hong Kong of ABN AMRO Bank N.V., Hong Kong from March 2002 to January 2005; group audit and project manager of strategic and performance improvement group in the Sydney office of Commonwealth Bank of Australia from January 1995 to January 1998; the vice president of global capital market/Asia treasury and vice president of financial controls of Bank of America, Hong Kong from January 1998 to March 2002; and began his career as an auditor with Ernst & Young, Hong Kong from February 1993 to December 1994.

Mr. So received his bachelor of business degree in accounting and finance and his master of business administration degree in banking from the University of Technology Sydney, Australia in April 1994 and September 1998, respectively. Mr. So has been a fellow member of the Certified Practising Accountants Australia (CPA Australia) since August 2011.

Mr. So is entitled to a remuneration of HK$400,000 per annum (before tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Dr. Lik Yuen Chan (陳力元), aged 56, has been an independent non-executive Director of the Company since 2 September 2019. Dr. Chan is a world famous academic in liver diseases with extensive achievement and recognition in clinical practice and research teaching. Dr. Chan joined Union Hospital of Hong Kong in November 2020 and served as the vice president and manager of Internal Medicine Department. He served various positions in the Chinese University of Hong Kong from 2002 to 2021, including a director of the Centre of Liver Health, associate dean of external affairs of the Faculty of Medicine and a professor of the Internal Medicine Department and the Department of Medicine and Therapeutics.

Dr. Chan is a member of Royal College of Physicians of the United Kingdom since November 1995, a fellow of Hong Kong College of Physicians since May 2000, a fellow of Hong Kong Academy of Medicine since June 2000, a fellow of Royal College of Physicians of Edinburgh since July 2003, a fellow of Royal College of Physicians of London since May 2006 and a fellow of the American Association for the Study Liver Diseases since October 2016.

Dr. Chan received a bachelor's degree of medicine and surgery from the Chinese University of Hong Kong in December 1992, a doctor's degree of medicine from the Chinese University of Hong Kong in November 2001 and a master's degree in business administration from the Chinese University of Hong Kong in November 2014.

Dr. Chan is entitled to a remuneration of HK$400,000 per annum (before tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Dr. Ruilin Song (宋瑞霖), aged 62, has been an independent non-executive Director of the Company since September 2019. Dr. Song has been a non-executive director of Luye Pharma Group Ltd.* (綠葉製藥集團有限公司) (Stock Exchange stock code: 02186) since March 2017, an independent non-executive director of Simcere Pharmaceutical Group Limited* (先聲藥業集團有限公司) (Stock Exchange stock code: 02096) since November 2019, an independent non-executive director of Jacobio Pharmaceuticals Group Co., Ltd.* (加科思藥業集團有限公司) (Stock Exchange stock code: 01167) since December 2020, and an independent non-executive director of Mediwelcome Healthcare Management & Technology Inc.* (麥迪衛康健康醫療管理科技股份有限公司) (Stock Exchange stock code: 02159) since December 2020. Dr. Song served as an independent director of Jiangxi Boya Bio-pharmaceutical Co., Ltd.* (江西博雅生物製藥股份有限公司) (Shenzhen Stock Exchange stock code: 300294) from March 2017 to March 2021, an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd.* (山西振東製藥股份有限公司) (Shenzhen Stock Exchange stock code: 300158) from June 2015 to June 2021, an independent director of Tibet Aim Pharm. Inc.* (西藏易明西雅醫藥科技股份有限公司) (Shenzhen Stock Exchange stock code: 002826) from August 2015 to August 2021, and an independent director of Shenzhen Chipscreen Biosciences Co., Ltd.* (深圳微芯生物有限公司) (SSE STAR Market stock code: 688321) from May 2018 to April 2024.

During the time he worked in the Legislative Affairs Office of the State Council, Dr. Song was mainly engaged in the legislative review of Chinese medicine and health laws for 22 years. He participated in all China's medicine and health legislation activities from 1987 to 2006, in charge of the drafting and review of laws such as Drug Administration Law of the PRC, Law of the PRC on the Prevention and Treatment of Communicable Diseases and Law of the PRC on Medical Practitioners, and administrative regulations such as Regulations on Medical Institutions, Administration of Medical Devices and Emergency Regulations on Public Health Emergencies, etc. Since 2007, Dr. Song has been dedicated to the research of China's pharmaceutical policies, especially the policies for pharmaceutical innovation. Under his leadership, Research Center for Medicinal Policy of Chinese Pharmaceutical Association and PhIRDA (中國醫藥創新促進會) have finalised dozens of research projects. Dr. Song has been the executive president of PhIRDA (formerly known as China Pharmaceutical Industry Research and Development Association (中國醫藥工業科研開發促進會)) from November 2009 to September 2019, the president of PhIRDA from September 2019 to September 2020, executive president of PhIRDA from September 2020 to June 2025, and senior president of PhIRDA since June 2025. Dr. Song also served as specially-invited expert of Talent Pool Participating in and Discussing State Affairs of the CPPCC, consultant expert of Participating in and Discussing State Affairs of the Chinese Peasants and Workers Democratic Party, executive deputy director of National Drug Policy and Industrial Development Research Center of China Pharmaceutical University, visiting researcher of Shanghai Jiao Tong University, member of Advisory Committee for Traditional Chinese Medicine Strategic Decision of National Medical Products Administration, vice chairman of China Alliance of Rare Diseases (CARD), director of Chinese Pharmacist Association and a member of the Biotech Advisory Panel of the Stock Exchange among other important social positions.

Dr. Song obtained a bachelor's degree in laws from China University of Political Science and Law (中國政法大學) in June 1985, a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in November 2004 and a doctoral degree in social and administrative pharmacy from China Pharmaceutical University (中國藥科大學) in December 2018.

Dr. Song is entitled to a remuneration of HK$400,000 per annum (before tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Mr. Yihao Zhang, aged 53. Mr. Zhang served as the global executive vice president of GE Healthcare, president and CEO of GE Healthcare China from July 2019 to July 2025, fully responsible for the strategy formulation, implementation, and operation of GE Healthcare in the Chinese market. Mr. Zhang successively held various positions at Danaher Corporation and its subsidiaries from March 2003 to June 2019, including China deputy general manager, general manager, vice president and general manager of Greater China, president of the Dental Products Business Platform for Greater China and Asia Pacific region, and senior vice president. Mr. Zhang served as the brand manager at P&G from May 2002 to August 2002; the financial analysis manager at TRW in the United States from July 1996 to May 2001.

Mr. Zhang previously served as the vice chairman of the Advanced Medical Technology Association in China, and was awarded the Shanghai "Magnolia Silver Award" in September 2021. Mr. Zhang received a bachelor's degree in mathematics and economics from Ohio Wesleyan University in the United States in 1996, and a master's degree in business administration from Kellogg School of Management at Northwestern University in the United States and a master's degree in engineering management from the McCormick School of Engineering at Northwestern University in the United States in 2003, respectively.

Mr. Zhang is entitled to a remuneration of HK$400,000 per annum (before tax) which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

If the above candidates are appointed as Directors, they shall hold their office until the expiry of the term of the fourth session of the Board in accordance with their respective service contracts with the Company. The remuneration of the Directors of the fourth session of the Board is determined in accordance with the relevant regulations and mechanisms.

As at the date of this circular, save as disclosed above, the Director candidates had confirmed that they (i) did not hold any directorships or supervisor positions in other publicly listed companies in the last three years nor take up any posts in any group members of the Company; (ii) did not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) did not have any interests in the Shares or underlying Shares of the Company and its associated corporations within the meaning of Part XV of SFO.

Each of the candidates for independent non-executive Directors has confirmed that (i) he has complied with various factors relating to independence as set out in Rules 3.13 (1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as at the date of this circular.

Save as disclosed above, there is no other matter relating to the proposed appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The biographical details of the candidates for Shareholder representative Supervisors are set out as below:

Ms. Rongli Feng (馮蓉麗), aged 49, has been a Supervisor of the Company and the chairman of the Board of Supervisors since May 2020 and currently serves as an executive president of Fosun Pharma, a non-executive director of Sinopharm and a non-executive director of Sisram Medical. Ms. Feng joined Fosun Pharma in April 2020 and served as the vice president of Fosun Pharma from April 2020 to March 2021, she has been the senior vice president of Fosun Pharma from March 2021 to January 2024, and she has been the executive president of Fosun Pharma since January 2024. Moreover, Ms. Feng holds directorship in certain subsidiaries of Fosun Pharma. Prior to joining Fosun Pharma Group, Ms. Feng served as a human resources supervisor of Sealed Air Packaging (Shanghai) Co., Ltd.* (希悦爾包裝(上海)有限公司) from July 1996 to April 2000, a human resources manager of Grundfos Pumps (Shanghai) Co., Ltd.* (格蘭富水泵(上海)有限公司) from April 2000 to November 2002, the Asia-Pacific human resources manager of Emerson Electric (China) Holdings Co., Ltd.* (艾默生電氣(中國)投資有限公司) from November 2002 to July 2006, the China human resources planning manager of Dow Chemical (China) Co., Ltd.* (陶氏化學(中國)有限公司) from August 2006 to November 2009, the director of human resources of Shanghai Roche Pharmaceutical Co., Ltd.* (上海羅氏製藥有限公司) from November 2009 to January 2015, and the senior director of human resources at F. Hoffmann-La Roche AG from February 2015 to July 2018. Ms. Feng served as the deputy chief human resources officer of Shanghai Fosun High Technology (Group) Co., Ltd.* (上海復星高科技(集團)有限公司) and the managing director of the human resources of Shanghai Fosun Venture Capital Investment Management Co., Ltd.* (上海復星創業投資管理有限公司) from July 2018 to April 2020. Ms. Feng graduated from Shanghai University (上海大學) in the PRC with a major in microcomputer application in July 1996. In February 2002, she obtained a master's degree in business administration from Columbia Southern University.

Ms. Feng will not receive any remuneration from the Company for serving as a Shareholder representative Supervisor.

Mr. Deli Kong (孔德力), aged 51, has been a Supervisor of the Company since August 2016. Mr. Kong joined Fosun Pharma Group in June 2005 and worked at Fosun Pharma from June 2005 to December 2012, with his last position as a patent affairs senior officer. Mr. Kong has been working with Shanghai Fosun Pharmaceutical Industrial Development Co., Ltd.* (上海復星醫藥產業發展有限公司) since January 2013 and successively served as the senior researcher, deputy director, assistant to head of research institute and minister of policy and information research centre, deputy head of the research institute and minister of policy and information research centre, assistant to the president, the vice president and general manager of the patent affairs department, and the executive vice president of the global R&D centre. Prior to joining Fosun Pharma Group, Mr. Kong also previously served as an assistant researcher at the Shanghai Institute of Biochemistry and Cell Biology of the Chinese Academy of Sciences* (中國科學院上海生物化學與細胞生物研究所). Mr. Kong obtained a master's degree in biochemical engineering from the School of Engineering of East China University of Science and Technology (華東理工大學) in the PRC in July 1999.

Mr. Kong will not receive any remuneration from the Company for serving as a Shareholder representative Supervisor.

If the above candidates are appointed as Shareholder representative Supervisors, they shall hold their office until the expiry of the term of the fourth session of the Board of Supervisors according to their respective service contracts with the Company.

As at the date of this circular, save as disclosed above, the Shareholder representative Supervisor candidates had confirmed that they (i) did not hold any directorships or supervisor positions in other publicly listed companies in the last three years nor take up any posts in any group members of the Company; (ii) did not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) did not have any interests in the Shares or underlying Shares of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, there is no other matter relating to the proposed appointment of shareholder representative Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

* *For identification only*

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 7 The Company's legal representative is the chief executive officer appointed by the board of directors. If the chief executive officer who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall confirm the appointment of a new legal representative within thirty days from the date of the legal representative's resignation.	**Article 7** The Company's legal representative is the chief executive officer **(the "manager" as defined in the Company Law)** appointed by the board of directors. If the chief executive officer who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall confirm the appointment of a new legal representative within thirty days from the date of the legal representative's resignation.
Article 11 The Company may invest in other limited liability companies and joint stock limited companies and undertake liabilities for the invested company as limited to the capital contribution made by it. **Unless otherwise provided by laws, the Company shall not become an investor that is jointly and severally liable for the liabilities owed by the invested company.**	**Article 11** The Company may invest in other limited liability companies and joint stock limited companies and undertake liabilities for the invested company as limited to the capital contribution made by it. **If laws have provisions that the Company shall not become an investor that is jointly and severally liable for the liabilities owed by the invested company, such provisions shall prevail.**
Article 22 Where the Company is to reduce its registered capital, it must prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of adoption of the resolution to reduce its registered capital and shall make announcement of the resolution in newspapers within 30 days. Creditors shall, within 30 days of receipt of the notice or within 45 days of the date of the announcement in the case of failure of receipt of the notice, be entitled to require the Company to pay its debts in full or to provide a corresponding guarantee for repayment. The reduced registered capital of the Company may not be less than the statutory minimum limit.	Deleted (the numbering of articles shall be uniformly adjusted in the full text of these articles, the same below)

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 28 No transfer of the shares of the Company issued before its public offering shall be made within one year from the date on which the shares are listed and traded on the stock exchange. The directors, supervisors and senior management of the Company shall declare to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of their shares in the Company per annum during their terms of office; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.	**Article 28** No transfer of the shares of the Company issued before its public offering shall be made within one year from the date on which the shares are listed and traded on the stock exchange. The directors, supervisors and senior management of the Company shall declare to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of their shares in the Company per annum during their terms of office **as determined when they take office**; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.
Article 29 The Company shall not accept any shares of the Company as the subject of pledge.	**Article 29** The Company shall not accept any shares of the Company as the subject of pledge.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 30 The Company **and its subsidiaries** shall not**, by any means at any time,** provide **any kind of** financial assistance **to a person who acquires or intends to acquire** shares of the Company**. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company.** **The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by that person.** **This provision does not apply to the circumstances stated in Article 32 of this section.** **Article 31 The financial assistance referred to in this Section includes, but not limited to the following means: (I) gift; (II) guarantee (including the assumption of liability or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company's own default), release or waive of any rights; (III) provision of loan or entering into contract under which the obligations of the Company are to be fulfilled before the obligations of other parties, or change in the parties to, or the assignment of rights arising under such loan or agreement; and (IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.**	**Article 30** The Company shall not provide **gifts, loans, guarantees and other** financial assistance **for the acquisition of** shares of the Company **or its parent company by others, except for the implementation of the Company's employee share ownership scheme.** **In the interest of the Company, by resolution of the general meeting, or by resolution of the board of directors as authorized by the Articles of Association or the general meeting, the Company 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 amount of issued share capital. Resolutions of the board of directors shall be approved by more than two-thirds of all directors.**

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
The expression assuming an obligation referred to in this Section includes the assuming of obligations by the changing of the obligor's financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether assumes on its own account or with any other persons), or by any other means. **Article 32 The following shall not be deemed to be behaviors as prohibited in Article 30 of this section:** **(I) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interest of the Company, and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;** **(II) the lawful distribution of the Company's assets by way of dividend;** **(III) the allotment of bonus shares as dividends;** **(IV) a reduction in registered capital, repurchase of shares or reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;** **(V) the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company); and** **(VI) the provision of money by the Company for contributions to employee share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company).**	

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 42 The shareholders of the Company shall have the following rights:	**Article 42** The shareholders of the Company shall have the following rights:
(i) to be entitled to dividends and other forms of distribution in proportion to the number of shares held;	(i) to be entitled to dividends and other forms of distribution in proportion to the number of shares held;
(ii) to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with laws;	(ii) to propose **to call,** convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with laws;
(iii) to supervise and manage the business activities of the Company and to put forward proposals or raise inquiries;	(iii) to supervise and manage the business activities of the Company and to put forward proposals or raise inquiries;
(iv) to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations and provisions of the Articles of Association;	(iv) to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations and provisions of the Articles of Association;
(v) to review the Articles of Association, the register of shareholders, **corporate bond stubs,** minutes of shareholders' general meetings, resolutions of the board of directors, resolutions of the board of supervisors and financial and accounting reports;	(v) to review **and make copies of** the Articles of Association, the register of shareholders, minutes of shareholders' general meetings, resolutions of the board of directors, resolutions of the board of supervisors and financial and accounting reports**, and (for shareholders who meet the relevant requirements) the accounting books and accounting documents of the Company**;
(vi) upon termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;	(vi) upon termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;
(vii) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, to require the Company to acquire the shares held by them;	(vii) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, to require the Company to acquire the shares held by them;
(viii) other rights conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.	(viii) other rights conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 43	**Article 43 Shareholders requesting to inspect or make copies of materials of the Company shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.**
Shareholders demanding inspection of the relevant information or requesting data mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of shares of the Company held by them. The Company shall, upon verification of the shareholder's identity, provide such information **at the shareholder's request**.	Shareholders demanding inspection of the relevant information or requesting data mentioned in the preceding provision shall **submit a written request to the Company, stating the purpose of such inspection, and** provide to the Company written documents evidencing the class and number of shares of the Company held by them. The Company shall, upon verification of the shareholder's identity **and the purpose of the inspection**, provide such information **in accordance with the provisions of relevant laws, administrative regulations, regulatory documents and the Articles of Association**. **When inspecting and making copies of documents and information of the Company, the shareholders of the Company shall sign a non-disclosure agreement with the Company before inspecting documents involving the Company's trade secrets and other documents required to be kept confidential. Shareholders and the accounting firms, law firms and other intermediaries appointed by them shall comply with the provisions of laws and administrative regulations relating to the protection of state secrets, trade secrets, personal privacy and personal information, and shall bear the legal responsibility for the disclosure of such secrets.**

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 44 Shareholders shall have the right to protect their legitimate rights and interests through civil procedure or other legal means according to the laws, administrative regulations and the Articles of Association. If a resolution passed at the Company's general meeting or board meeting violates the laws or administrative regulations, shareholders shall have the right to initiate proceeding to the People's Court to render the same invalid. If the procedures for convening, or the method of voting at, a general meeting or board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to initiate proceeding to the People's Court to rescind such resolutions within 60 days from the date on which such resolution is adopted. If the Company has carried out the change of registration particulars in accordance with the resolution of the general meeting of shareholders or the board of directors and it has been declared that the resolution is invalid or the resolution has been rescinded, the Company shall apply to the company registration authority for rescission of the change in registration.	**Article 44** Shareholders shall have the right to protect their legitimate rights and interests through civil procedure or other legal means according to the laws, administrative regulations and the Articles of Association. If a resolution passed at the Company's general meeting or board meeting violates the laws or administrative regulations, shareholders shall have the right to initiate proceeding to the People's Court to render the same invalid. If the procedures for convening, or the method of voting at, a general meeting or board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to initiate proceeding to the People's Court to rescind such resolutions within 60 days from the date on which such resolution is adopted**, except that there are only minor defects in meeting convening procedures or voting methods of the general meetings or board meetings, and such defects have no substantial impact on the resolutions**. If the Company has carried out the change of registration particulars in accordance with the resolution of the general meeting of shareholders or the board of directors and it has been declared that the resolution is invalid or the resolution has been rescinded, the Company shall apply to the company registration authority for rescission of the change in registration.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 47 The shareholders of the Company shall assume the following obligations:	**Article 47** The shareholders of the Company shall assume the following obligations:
(i) to abide by laws, administrative regulations and the Articles of Association;	(i) to abide by laws, administrative regulations and the Articles of Association;
(ii) to pay subscription monies according to the number of shares subscribed and the method of subscription;	(ii) to pay subscription monies according to the number of shares subscribed and the method of subscription;
(iii) not to surrender **the shares** unless required by the laws and regulations;	(iii) not to surrender **their share capital** unless required by the laws and regulations;
(iv) not to abuse the shareholder's rights so as to damage the interests of the Company or those of any other shareholders; not to abuse the independent legal person status of the Company and the limited liability owed by the shareholders so as to damage the interests of the Company's creditors;	(iv) not to abuse the shareholder's rights so as to damage the interests of the Company or those of any other shareholders; not to abuse the independent legal person status of the Company and the limited liability owed by the shareholders so as to damage the interests of the Company's creditors;
(v) other obligations imposed by laws, administrative regulations, rules, normative documents, the listing rules of place where the shares of the Company are listed and the Articles of Association.	(v) other obligations imposed by laws, administrative regulations, rules, normative documents, the listing rules of place where the shares of the Company are listed and the Articles of Association.
Where shareholders of the Company abuse their shareholders' rights and thereby causing loss to the Company or other shareholders, such shareholders shall be liable for indemnity in accordance with laws. Where shareholders of the Company abuse the Company's status as an independent legal entity and the limited liability owed by the shareholders for the purposes of evading from making debt repayments, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.	Where shareholders of the Company abuse their shareholders' rights and thereby causing loss to the Company or other shareholders, such shareholders shall be liable for indemnity in accordance with laws. Where shareholders of the Company abuse the Company's status as an independent legal entity and the limited liability owed by the shareholders for the purposes of evading from making debt repayments, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 50 The shareholders' general meeting shall be the organ of power of the Company and shall exercise the following duties and powers according to law:	**Article 50** The shareholders' general meeting shall be the organ of power of the Company and shall exercise the following duties and powers according to law:
(i) to decide on the operating guidelines and investment plans of the Company;	
(ii) to elect and replace the directors and decide on matters relating to the remuneration of the directors;	**(i)** to elect and replace the directors and decide on matters relating to the remuneration of the directors;
(iii) to elect and replace the supervisors who are not representatives of the staff, and decide on matters relating to the remuneration of supervisors;	**(ii)** to elect and replace the supervisors who are not representatives of the staff, and decide on matters relating to the remuneration of supervisors;
(iv) to consider and approve reports of the board of directors;	**(iii)** to consider and approve reports of the board of directors;
(v) to consider and approve reports of the board of supervisors;	**(iv)** to consider and approve reports of the board of supervisors;
(vi) to consider and approve the Company's annual financial budgets and final accounts;	
(vii) to consider and approve the Company's profit distribution plans and plans for making up losses;	**(v)** to consider and approve the Company's profit distribution plans and plans for making up losses;
(viii) to decide on increases or reductions in the Company's registered capital;	**(vi)** to decide on increases or reductions in the Company's registered capital;
(ix) to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;	**(vii)** to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;
(x) to decide on the issuance of bonds, other securities by the Company and on the listing;	**(viii)** to decide on the issuance of bonds, other securities by the Company and on the listing;

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
(xi) to decide on the Company's appointment and removal of accounting firms;	**(ix)** to decide on the Company's appointment and removal of accounting firm **which undertakes the audit work of the Company**;
(xii) to amend the Articles of Association;	**(x)** to amend the Articles of Association;
(xiii) to examine the proposals of the shareholders, individually or in the aggregate, holding **3**% or more of the voting shares of the Company;	**(xi)** to examine the proposals of the shareholders, individually or in the aggregate, holding **1**% or more of the voting shares of the Company;
(xiv) to consider any matters on the acquisition or disposal of a substantial asset or provision of a guarantee during a year, which involves an amount exceeding 30% of the latest audited total assets of the Company for the most recent period;	**(xii)** to consider any matters on the acquisition or disposal of a substantial asset or provision of a guarantee during a year, which involves an amount exceeding 30% of the latest audited total assets of the Company for the most recent period;
(xv) to examine other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, to be resolved by the general meeting.	**(xiii)** to examine other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, to be resolved by the shareholders' general meeting.
Matters that should be decided at a shareholders' general meeting as prescribed by the laws, administrative regulations and the Articles of Association must be reviewed at the shareholders' general meeting so as to protect the right of the shareholders of the Company to decide on those matters. In circumstances where it is deemed necessary and reasonable, for specific matters relating to matters that are subject to be resolved but cannot be immediately decided on at the shareholders' general meeting, the shareholders' general meeting may authorize the board of directors to decide upon such matters within the scope of authorization granted at the shareholders' general meeting to the extent allowed by the applicable laws, regulations and the Articles of Association.	Matters that should be decided at a shareholders' general meeting as prescribed by the laws, administrative regulations and the Articles of Association must be reviewed at the shareholders' general meeting so as to protect the right of the shareholders of the Company to decide on those matters. In circumstances where it is deemed necessary and reasonable, for specific matters relating to matters that are subject to be resolved but cannot be immediately decided on at the shareholders' general meeting, the shareholders' general meeting may authorize the board of directors to decide upon such matters within the scope of authorization granted at the shareholders' general meeting to the extent allowed by the applicable laws, regulations and the Articles of Association.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 61 When the Company convenes the general meeting, the board of directors, the board of supervisors and shareholders, individually or in aggregate, holding more than **3**% of shares of the Company shall have the right to propose proposals. The contents of the proposal shall **fall within the terms of reference of the general meeting and** have specified subjects and specific resolutions**, in further compliance with the laws and regulations and the Articles of Association**.	**Article 61** When the Company convenes the general meeting, the board of directors, the board of supervisors and shareholders, individually or in aggregate, holding more than **1**% of shares of the Company shall have the right to propose proposals. **However, this does not apply if the temporary proposal violates laws, administrative regulations or the provisions of the Articles of Association or is not within the terms of reference of the general meeting.** The contents of the proposal shall have specified subjects and specific resolutions.
Shareholders individually or in the aggregate holding more than **3**% of the shares of the Company may propose and submit a temporary proposal to the convener in writing ten days prior to date of the meeting; the convener shall issue a supplementary notice of general meeting within two days after receipt of the said temporary proposal, to **notify other shareholders** and to submit the said temporary proposal to the general meeting for consideration. The contents of the temporary proposal shall fall within the terms of reference of the general meeting and have specified subjects and specific resolutions.	Shareholders individually or in the aggregate holding more than **1**% of the shares of the Company may propose and submit a temporary proposal to the convener in writing ten days prior to date of the meeting; the convener shall issue a supplementary notice of general meeting within two days after receipt of the said temporary proposal, to **announce the contents thereof** and to submit the said temporary proposal to the general meeting for consideration. The contents of the temporary proposal shall fall within the terms of reference of the general meeting and have specified subjects and specific resolutions.
The general meeting shall not vote and adopt a resolution on any proposal that is not listed in the notice of the general meeting or that is inconsistent with this Article.	The general meeting shall not vote and adopt a resolution on any proposal that is not listed in the notice of the general meeting or that is inconsistent with this Article.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 66 All holders of ordinary shares (including holders of preference shares with their voting rights restored) whose names appear on the register of members on the record date or their proxies shall have the right to attend a general meeting and to exercise their right to speak and right to vote in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend general meetings in person or, appoint a proxy (whether such person is a shareholder or not) to attend and vote at the meeting on their behalf. If the shareholder is an accredited clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders' general meeting or creditors' meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.	**Article 66** All holders of ordinary shares (including holders of preference shares with their voting rights restored) whose names appear on the register of members on the record date or their proxies shall have the right to attend a general meeting and to exercise their right to speak and right to vote in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend general meetings in person or, appoint a proxy (whether such person is a shareholder or not) to attend and vote at the meeting on their behalf **within the scope of authorization**. If the shareholder is an accredited clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders' general meeting or creditors' meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 71 The general meeting shall be chaired and presided over by the chairman; if the chairman cannot or fails to perform his/her duties, the general meeting shall be chaired and presided over by a director co-elected by **more than half** of the directors. A general meeting convened by the board of supervisors on their own shall be chaired and presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor elected as the chairman of the meeting by **more than half** of the supervisors shall preside over the meeting. A general meeting convened by the shareholders on their own shall be chaired and presided over by a representative elected as the chairman of the meeting by the convener.	**Article 71** The general meeting shall be chaired and presided over by the chairman; if the chairman cannot or fails to perform his/her duties, the general meeting shall be chaired and presided over by a director co-elected by **a majority** of the directors. A general meeting convened by the board of supervisors on their own shall be chaired and presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor elected as the chairman of the meeting by **a majority** of the supervisors shall preside over the meeting. A general meeting convened by the shareholders on their own shall be chaired and presided over by a representative elected as the chairman of the meeting by the convener.
Article 80 The following matters shall be resolved by an ordinary resolution at a general meeting: (i) work reports of the board of directors and the board of supervisors; (ii) profit distribution plans and plans to cover losses to be formulated by the board of directors; (iii) election, **removal** of members of board of directors and non-employee representative supervisors, their remuneration and manner of payment**;** **(iv) annual budgets and final accounts, balance sheet, income statement, and other financial statements of the Company;** and **(v)** other matters other than those which are required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be adopted by special resolution.	**Article 80** The following matters shall be resolved by an ordinary resolution at a general meeting: (i) work reports of the board of directors and the board of supervisors; (ii) profit distribution plans and plans to cover losses to be formulated by the board of directors; (iii) election, **dismissal** of members of board of directors and non-employee representative supervisors, their remuneration and manner of payment**;** and **(iv)** other matters other than those which are required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be adopted by special resolution.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 81 The following matters shall be resolved by a special resolution at a general meeting:	**Article 81** The following matters shall be resolved by a special resolution at a general meeting:
(i) increase or reduction in the registered capital of the Company;	(i) increase or reduction in the registered capital of the Company;
(ii) division, spin-off, merger, dissolution and liquidation of the Company;	(ii) division, spin-off, merger, dissolution and liquidation of the Company;
(iii) amendment of the Articles of Association;	(iii) amendment of the Articles of Association;
(iv) the purchase and disposal of material assets, or the provision of guarantee with an amount exceeding 30% of the Company's audited total assets for the most recent period, by the Company within one year;	(iv) the purchase and disposal of material assets, or the provision of guarantee **to other parties** with an amount exceeding 30% of the Company's audited total assets for the most recent period, by the Company within one year;
(v) other matters as resolved by an ordinary resolution at general meetings that will have a material impact on the Company and accordingly shall be approved by a special resolution;	(v) other matters as resolved by an ordinary resolution at general meetings that will have a material impact on the Company and accordingly shall be approved by a special resolution;
(vi) other matters requiring approval by special resolutions in accordance with laws, administrative regulations, the Articles of Association and listing rules of the place where the shares of the Company are listed.	(vi) other matters requiring approval by special resolutions in accordance with laws, administrative regulations, the Articles of Association and listing rules of the place where the shares of the Company are listed.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 84 The on-site general meeting shall not be concluded earlier than that held online or by other means. The chairman of the meeting shall announce the voting status and results of each proposal, and announce whether the proposal is approved or not according to the voting results. Prior to the formal announcement of the voting results, all parties involved in voting on-site, online and by other voting methods at the general meeting, such as the Company, the vote counter, the scrutineer, the **major** shareholders and the network service provider etc., shall be obliged to keep the voting results confidential.	**Article 84** The on-site general meeting shall not be concluded earlier than that held online or by other means. The chairman of the meeting shall announce the voting status and results of each proposal, and announce whether the proposal is approved or not according to the voting results. Prior to the formal announcement of the voting results, all parties involved in voting on-site, online and by other voting methods at the general meeting, such as the Company, the vote counter, the scrutineer, the shareholders and the network service provider etc., shall be obliged to keep the voting results confidential.
Article 88 A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the board of directors. Subject to the relevant regulations and regulatory rules of the place where the shares of the Company are listed, if the board of directors appoints a new director to fill up the temporary vacancy of the board of director or add the number of directors, the term of office of the director so appointed shall end only upon the next annual general meeting of the Company, and the said director shall be qualified for reelection and renewal.	**Article 88** A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the board of directors. **Except as otherwise provided in Article 90 of the Articles of Association and laws and regulations, the resignation of a director shall take effect on the date of receipt of the written resignation report by the board of directors.** Subject to the relevant regulations and regulatory rules of the place where the shares of the Company are listed, if the board of directors appoints a new director to fill up the temporary vacancy of the board of director or add the number of directors, the term of office of the director so appointed shall end only upon the next annual general meeting of the Company, and the said director shall be qualified for reelection and renewal.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 98 The board of directors shall be accountable to the general meeting, and shall exercise the following powers:	**Article 98** The board of directors shall be accountable to the general meeting, and shall exercise the following powers:
(i) to convene the general meeting and to report on its work to the general meeting;	(i) to convene the general meeting and to report on its work to the general meeting;
(ii) to implement the resolutions adopted by the general meeting;	(ii) to implement the resolutions adopted by the general meeting;
(iii) to determine the Company's business plans and investment plans;	(iii) to determine the Company's business plans and investment plans;
(iv) to **formulate** the Company's plans for annual financial budgets **and final accounts**;	(iv) to **decide on** the Company's plans for annual financial budgets;
(v) to formulate the Company's profit distribution plans and plans to cover losses;	(v) to formulate the Company's profit distribution plans and plans to cover losses;
(vi) to formulate the plans for the increase or reduction of the Company's registered capital and the plans for the issuance of the Company's bonds;	(vi) to formulate the plans for the increase or reduction of the Company's registered capital and the plans for the issuance of the Company's bonds;
(vii) to draft the plans for major acquisitions, repurchases of the Company's shares or merger, division, dissolution or change of the corporate form of the Company;	(vii) to draft the plans for major acquisitions, repurchases of the Company's shares or merger, division, dissolution or change of the corporate form of the Company;
(viii) to decide on the establishment of the Company's internal management organizations;	(viii) to decide on the establishment of the Company's internal management organizations;
(ix) to appoint or remove the Company's CEO, and, according to the nomination of the CEO, to appoint or remove the Company's other senior management officers including president, senior vice president, vice president and chief financial officer and decide on their remuneration;	(ix) to appoint or remove the Company's CEO, and, according to the nomination of the CEO, to appoint or remove the Company's other senior management officers including president, senior vice president, vice president and chief financial officer and decide on their remuneration;
(x) to formulate the Company's basic management system;	(x) to formulate the Company's basic management system;

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
(xi) to formulate the plans for the amendment of the Articles of Association;	(xi) to formulate the plans for the amendment of the Articles of Association;
(xii) to consider and approve the change of use of proceeds;	(xii) to consider and approve the change of use of proceeds;
(xiii) to propose to the general meeting the appointment or replacement of an accounting firm that performs audits for the Company;	(xiii) to propose to the general meeting the appointment or replacement of an accounting firm that performs audits for the Company;
(xiv) to listen to the work report of the CEO of the Company and inspect the work of the CEO;	(xiv) to listen to the work report of the CEO of the Company and inspect the work of the CEO;
(xv) to exercise any other powers granted by the laws, regulations, the listing rules of the place where the shares of the Company are listed, the general meeting and the Articles of Association.	(xv) to exercise any other powers granted by the laws, regulations, the listing rules of the place where the shares of the Company are listed, the general meeting and the Articles of Association.
If the contents of a matter considered by the board of directors are beyond the scope of authority delegated to it by the general meeting and the Articles of Association, such matter shall be submitted to the general meeting for consideration. The board of directors shall perform duties in accordance with the laws, administrative regulations, the listing rules of the place where the shares of the company are listed, the Articles of Association and the resolutions of the general meeting.	If the contents of a matter considered by the board of directors are beyond the scope of authority delegated to it by the general meeting and the Articles of Association, such matter shall be submitted to the general meeting for consideration. The board of directors shall perform duties in accordance with the laws, administrative regulations, the listing rules of the place where the shares of the company are listed, the Articles of Association and the resolutions of the general meeting.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 99 The chairman of the board of directors shall exercise the following powers: (i) to preside over general meetings and to convene and preside over meetings of the board of directors; (ii) to inspect the implementation of resolutions passed by the board of directors; (iii) to sign the securities certificates issued by the Company; (iv) to exercise other powers granted by the board of directors or the listing rules of the place where the shares of the Company are listed. If the chairman of the board of directors is unable or fails to perform his/her duties, a director elected by **more than half** of the directors shall perform such duties.	**Article 99** The chairman of the board of directors shall exercise the following powers: (i) to preside over general meetings and to convene and preside over meetings of the board of directors; (ii) to inspect the implementation of resolutions passed by the board of directors; (iii) to sign the securities certificates issued by the Company; (iv) to exercise other powers granted by the board of directors or the listing rules of the place where the shares of the Company are listed. If the chairman of the board of directors is unable or fails to perform his/her duties, a director elected by **a majority** of the directors shall perform such duties.
Article 102 Meetings of the board of directors shall be held only if **more than half** of the directors (including the directors appointed to attend the meeting on behalf pursuant to the Articles of Association) are present. Resolutions to be adopted at the meeting of the board of directors shall be voted by a show of hands or by open ballot. Interim meetings of the board of directors may, under the premise that directors will be guaranteed to have their opinions fully and thoroughly expressed, be conducted via facsimile or circulation and resolutions may be passed thereat, to be signed by the directors present at the meeting.	**Article 102** Meetings of the board of directors shall be held only if **a majority** of the directors (including the directors appointed to attend the meeting on behalf pursuant to the Articles of Association) are present. Resolutions to be adopted at the meeting of the board of directors shall be voted by a show of hands or by open ballot. Interim meetings of the board of directors may, under the premise that directors will be guaranteed to have their opinions fully and thoroughly expressed, be conducted via facsimile or circulation and resolutions may be passed thereat, to be signed by the directors present at the meeting.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 116 Meetings of the board of supervisors are divided into regular meetings and interim meetings. Regular meetings shall be held at least once every six months, and convened and presided over by the chairman of the board of supervisors. Supervisors may propose to hold an interim meeting of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform the duties, a majority of supervisors shall jointly elect a supervisor to convene and preside over the meeting of the board of supervisors.	**Article 116** Meetings of the board of supervisors are divided into regular meetings and interim meetings. Regular meetings shall be held at least once every six months, and convened and presided over by the chairman of the board of supervisors. Supervisors may propose to hold an interim meeting of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform the duties, a majority of supervisors shall jointly elect a supervisor to convene and preside over the meeting of the board of supervisors.
Article 118 The meeting of the board of supervisors shall only be held when **more than half** of the supervisors attend at the meeting. Votes by open ballot shall be made at the meeting of the board of supervisors. Each supervisor shall have one vote. The supervisors shall be present in person at the meetings of the board of supervisors. Where a supervisor is unable to be present for certain reason, he/she may by power of attorney entrust another supervisor in writing to be present on his/her behalf, with the scope of authorization indicated in the power of attorney. A resolution of the board of supervisors must be passed by **more than half** of the members of the board of supervisors.	**Article 118** The meeting of the board of supervisors shall only be held when **a majority** of the supervisors attend at the meeting. Votes by open ballot shall be made at the meeting of the board of supervisors. Each supervisor shall have one vote. The supervisors shall be present in person at the meetings of the board of supervisors. Where a supervisor is unable to be present for certain reason, he/she may by power of attorney entrust another supervisor in writing to be present on his/her behalf, with the scope of authorization indicated in the power of attorney. A resolution of the board of supervisors must be passed by **a majority** of the members of the board of supervisors.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 120 The board of supervisors shall be accountable to the general meeting, and shall exercise the following powers in accordance with the law:	**Article 120** The board of supervisors shall be accountable to the general meeting, and shall exercise the following powers in accordance with the law:
(i) to review the Company's financial affairs;	(i) to review the Company's financial affairs;
(ii) to supervise the directors, CEO and other senior management officers' acts in performing duties of the Company, propose for **removal** of any director or senior management officer in violation of any laws, administrative regulations, listing rules of the place where the shares of the Company are listed, the Articles of Association or the resolutions of the general meeting;	(ii) to supervise the directors, CEO and other senior management officers' acts in performing duties of the Company, propose for **dismissal** of any director or senior management officer in violation of any laws, administrative regulations, listing rules of the place where the shares of the Company are listed, the Articles of Association or the resolutions of the general meeting;
(iii) to demand any director, CEO and other senior management officer who acts in a manner which is harmful to the Company's interests to rectify such behavior;	(iii) to demand any director, CEO and other senior management officer who acts in a manner which is harmful to the Company's interests to rectify such behavior;
(iv) to check the financial information, such as the financial reports, reports of operations and profit distribution plans to be submitted by the board of directors to the general meeting, and to authorize in the Company's name, public certified accountants and licensed auditors to assist in the re-examination of such information, should any doubt arise in respect thereof;	(iv) to check the financial information, such as the financial reports, reports of operations and profit distribution plans to be submitted by the board of directors to the general meeting, and to authorize in the Company's name, public certified accountants and licensed auditors to assist in the re-examination of such information, should any doubt arise in respect thereof;
(v) to propose to convene an extraordinary general meeting, and to convene and preside over the general meeting where the board of directors fails to perform his/her duty in accordance with the Company Law;	(v) to propose to convene an extraordinary general meeting, and to convene and preside over the general meeting where the board of directors fails to perform his/her duty in accordance with the Company Law;
(vi) to submit proposals to the general meeting;	(vi) to submit proposals to the general meeting;

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
(vii) to represent the Company in negotiations with any director, or to initiate legal proceedings against any director, CEO and other senior management officers in accordance with the laws and the Articles of Association; and	(vii) to represent the Company in negotiations with any director, or to initiate legal proceedings against any director, CEO and other senior management officers in accordance with the laws and the Articles of Association; and
(viii) such other powers as provided by laws, administrative regulations and the listing rules of the place where the shares of the Company are listed and the Articles of Association.	(viii) such other powers as provided by laws, administrative regulations and the listing rules of the place where the shares of the Company are listed and the Articles of Association.
Supervisors may attend meetings of the board of directors and raise queries or suggestions regarding matters discussed at such meetings.	Supervisors may attend meetings of the board of directors and raise queries or suggestions regarding matters discussed at such meetings. **The board of supervisors may require directors and senior management officers to submit reports on the performance of their duties. Directors and senior management officers shall provide the relevant true details and data to the board of supervisors, and not to interfere with the board of supervisors or supervisors in their exercise of powers.**

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 126 No one shall be a director, supervisor, CEO or other senior management officer of the Company if falling under any of the following circumstances:	**Article 126** No one shall be a director, supervisor, CEO or other senior management officer of the Company if falling under any of the following circumstances:
(i) being without civil capacity or having limited civil capacity;	(i) being without civil capacity or having limited civil capacity;
(ii) having been penalized or sentenced due to corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy order, or having been deprived of political rights due to the committing of any crime, and in each case, five years not having elapsed since the completion of the relevant penalty, sentence or deprivation;	(ii) having been penalized or sentenced due to corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy order, or having been deprived of political rights due to the committing of any crime, and in each case, five years not having elapsed since the completion of the relevant penalty, sentence or deprivation**, or being sentenced to probation, where less than two years have elapsed from the date of the expiration of probation**;
(iii) having been a director, factory director or manager of a company or enterprise which had been bankrupt and liquidated whereby such person was personally liable for the bankruptcy of such company or enterprise, and three years not having elapsed since the date of completion of the liquidation of the company or enterprise;	(iii) having been a director, factory director or manager of a company or enterprise which had been bankrupt and liquidated whereby such person was personally liable for the bankruptcy of such company or enterprise, and three years not having elapsed since the date of completion of the liquidation of the company or enterprise;
(iv) having been the legal representative of a company or enterprise whose business license was revoked due to violation of laws whereby such person was personally liable, and three years not having elapsed since the date of revocation of the business license of the company or enterprise;	(iv) having been the legal representative of a company or enterprise whose business license was revoked due to violation of laws whereby such person was personally liable, and three years not having elapsed since the date of revocation of the business license **or order of shutting down** of the company or enterprise;
(v) being a debtor personally liable for a relatively large debt which has not been paid as it fell due;	(v) being a debtor personally liable for a relatively large debt which has not been paid as it fell due **and has been listed as a person subject to enforcement for trust-breaking by the People's Court**;

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
(vi) being subject to measures imposed by the CSRC in relation to the ban on the entry into the securities market for a period of time that has not been expired; (vii) other contents as required by laws, administrative regulations or departmental rules. Any election, appointment or employment by the Company of any directors, supervisors or senior management officers in violation of the preceding paragraph shall be invalid. Any director, supervisor or senior management officer who falls under the circumstances as set out in Paragraph (i) of this Article shall be removed from office by the Company.	(vi) being subject to measures imposed by the CSRC in relation to the ban on the entry into the securities market for a period of time that has not been expired; (vii) other contents as required by laws, administrative regulations or departmental rules. Any election, appointment or employment by the Company of any directors, supervisors or senior management officers in violation of the preceding paragraph shall be invalid. Any director, supervisor or senior management officer who falls under the circumstances as set out in Paragraph (i) of this Article shall be removed from office **and suspended from performing duties** by the Company.
Article 147 The reserve funds of the Company shall be used to cover Company's losses, expand its production and operation, or be converted to the Company's increased capital. The reserve funds of the Company shall be used to: (i) cover losses, and the **capital reserve funds shall not be used to cover losses**. (ii) be converted into the increased capital. Where the statutory reserve fund is to be converted into capital by capitalization, the retained reserve fund may not fall below 25% of the registered capital of the Company before such conversion. (iii) expand production and operation of the Company.	**Article 147** The reserve funds of the Company shall be used to cover Company's losses, expand its production and operation, or be converted to the Company's increased capital. The reserve funds of the Company shall be used to: (i) cover losses, and the **discretionary reserve fund and statutory reserve fund shall be utilized first. Where they are not enough to cover such losses, the capital reserve fund may be utilized according to relevant requirements**. (ii) be converted into the increased capital. Where the statutory reserve fund is to be converted into capital by capitalization, the retained reserve fund may not fall below 25% of the registered capital of the Company before such conversion. (iii) expand production and operation of the Company.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 158 In the event of the merger or division of the Company, a plan shall be presented by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association, the Company shall then handle the relevant approval procedures according to the laws. A shareholder who objects to the plan of merger or division **shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire its shares at a fair price**. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.	**Article 158** In the event of the merger or division of the Company, a plan shall be presented by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association, the Company shall then handle the relevant approval procedures according to the laws. A shareholder who objects to the plan of merger or division **may request the Company to acquire its shares at a reasonable price**. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.
Article 159 The merger of the Company may take the form of either merger by absorption and merger by consolidation. A company that absorbs other company is known as merger by absorption whereby the company being absorbed shall be dissolved. The merger of two or more companies by the establishment of a new company is known as merger by the establishment of a new company whereby the merged companies shall be dissolved.	**Article 159** The merger of the Company may take the form of either merger by absorption and merger by consolidation. A company that absorbs other company is known as merger by absorption whereby the company being absorbed shall be dissolved. The merger of two or more companies by the establishment of a new company is known as merger by the establishment of a new company whereby the merged companies shall be dissolved. **Where the consideration of the merger of the Company does not exceed 10% of the net assets of the Company, it is not subject to a resolution of the general meeting. Where the merger of the Company is not subject to a resolution of the general meeting in accordance with the provisions of the preceding paragraph, it shall be subject to a resolution of the board of directors.**

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 160 In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of, and make announcement in the newspapers within thirty days of, the date of the Company's resolution for merger. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.	**Article 160** In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of, and make announcement in the newspapers **or through the National Enterprise Credit Information Publicity System** within thirty days of, the date of the Company's resolution for merger. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.
After merger, any creditor's rights and indebtedness of the merged parties shall be assumed by the Company which survives the merger or the newly established company.	After merger, any creditor's rights and indebtedness of the merged parties shall be assumed by the Company which survives the merger or the newly established company.
In the event of division of the Company, its assets shall be divided up accordingly.	In the event of division of the Company, its assets shall be divided up accordingly.
In the event of division of the Company, the parties to division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of, and make announcement in the newspapers within thirty days, of the date of the Company's division resolution.	In the event of division of the Company, the parties to division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of, and make announcement in the newspapers **or through the National Enterprise Credit Information Publicity System** within thirty days of, the date of the Company's division resolution.
Debts owed by the Company prior to the division shall be assumed by the companies upon the division according to the agreement entered into unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.	Debts owed by the Company prior to the division shall be **jointly and severally** assumed by the companies upon the division according to the agreement entered into unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 161 The Company must prepare a balance sheet and an inventory list of its assets when it intends to reduce its registered capital. The Company shall notify its creditors within ten days of, and make announcement in the newspapers within thirty days, of the date of the Company's resolution for reduction of capital. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt. **The Company's registered capital must not, after the reduction in capital, be less than the minimum amount required by law.**	**Article 161** The Company must prepare a balance sheet and an inventory list of its assets when it intends to reduce its registered capital. The Company shall notify its creditors within ten days of, and make announcement in the newspapers **or through the National Enterprise Credit Information Publicity System** within thirty days, of the date of the Company's resolution for reduction of capital. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt. **When the Company reduces its registered capital, it shall reduce its capital contribution or shares in proportion to the capital contributions or shares held by shareholders, except as otherwise provided by laws or the Articles of Association.**

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 163 The Company may be dissolved and go into liquidation in accordance with the laws in any of the following circumstances:	**Article 163** The Company may be dissolved and go into liquidation in accordance with the laws in any of the following circumstances:
(i) where the operation period provided herein expires or where any cause for dissolution provided herein occurs;	(i) where the operation period provided herein expires or where any cause for dissolution provided herein occurs;
(ii) where the general meeting has adopted a resolution for dissolution;	(ii) where the general meeting has adopted a resolution for dissolution;
(iii) where dissolution is required due to merger or division of the Company;	(iii) where dissolution is required due to merger or division of the Company;
(iv) where the Company is declared bankrupt in accordance with the law due to its inability to pay the debts that are due;	
(v) where the business license of the Company is revoked, or the Company is ordered to close down or cancelled in accordance with the laws;	**(iv)** where the business license of the Company is revoked, or the Company is ordered to close down or cancelled in accordance with the laws;
(vi) where the Company runs deep into difficulties in operation and management, its continuous existence may cause material losses to shareholders' interests, and such difficulties cannot be dealt with in other ways, the shareholders holding 10% or more of votes of all shareholders of the Company may file an application to the People's Court to dissolve the Company.	**(v) where the dissolution is requested by the People's Court in accordance with the Company Law.** **If the Company is dissolved upon the reasons stipulated in the preceding paragraph, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten days.**

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 164 In the circumstance as set out in the Item (i) of the preceding article, the Company may continue to exist by amending the Articles of Association; if this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting. Where the Company is dissolved pursuant to the items (i), (ii), (iv) and (v) of the preceding article, a liquidation team shall be established within 15 days and start to carry out liquidation. The liquidation team shall be composed of persons determined by directors or the general meeting.	**Article 164** In the circumstance as set out in the Item**s** (i) **and (ii)** of the preceding article **and that the assets have not been distributed to the shareholders**, the Company may continue to exist by amending the Articles of Association **or by way of resolution at the general meeting**; if this Articles of Association is amended subject to the aforesaid provisions **or by way of resolution at the general meeting**, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting. Where the Company is dissolved pursuant to the items (i), (ii), (iv) and (v) of the preceding article, a liquidation team shall be established within 15 days and start to carry out liquidation. The liquidation team shall be composed of persons determined by directors or the general meeting.
In case no liquidation team is established within the specified period to carry out liquidation, the **creditors** may file an application to the People's Court to designate relevant persons to form a liquidation team to carry out liquidation.	In case no liquidation team is established within the specified period to carry out liquidation **or liquidation is not carried out after a liquidation team has been established**, the **interested parties** may file an application to the People's Court to designate relevant persons to form a liquidation team to carry out liquidation.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 165 The liquidation team shall notify the creditors within 10 days of, and make announcements in the newspapers within 60 days, of the date of its establishment. A creditor shall, within 30 days of receipt of the notice, or in the case of failure to receive the notice, within 45 days of the date of the announcement, claim its rights to the liquidation team.	**Article 165** The liquidation team shall notify the creditors within 10 days of, and make announcements in the newspapers **or through the National Enterprise Credit Information Publicity System** within 60 days, of the date of its establishment. A creditor shall, within 30 days of receipt of the notice, or in the case of failure to receive the notice, within 45 days of the date of the announcement, claim its rights to the liquidation team.
In claiming its rights, the creditor shall explain the relevant issues on the creditor's rights, and provide evidential materials in respect thereof. The liquidation team shall register the creditor's rights in accordance with the relevant laws.	In claiming its rights, the creditor shall explain the relevant issues on the creditor's rights, and provide evidential materials in respect thereof. The liquidation team shall register the creditor's rights in accordance with the relevant laws.
In the course of claiming of creditors' rights, the liquidation team shall not make any repayment to creditors.	In the course of claiming of creditors' rights, the liquidation team shall not make any repayment to creditors.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 166 During the liquidation period, the liquidation team shall exercise the following functions and powers; (i) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively; (ii) to notify or make announcement to the creditors; (iii) to deal with and liquidate any outstanding businesses of the Company; (iv) to pay all outstanding taxes and taxes arising from the liquidation; (v) to settle creditor's rights and debts; (vi) to **deal with** the remaining assets after the Company's debts have been paid; (vii) to represent the Company in any civil proceedings.	**Article 166** During the liquidation period, the liquidation team shall exercise the following functions and powers; (i) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively; (ii) to notify or make announcement to the creditors; (iii) to deal with and liquidate any outstanding businesses of the Company; (iv) to pay all outstanding taxes and taxes arising from the liquidation; (v) to settle creditor's rights and debts; (vi) to **distribute** the remaining assets after the Company's debts have been paid; (vii) to represent the Company in any civil proceedings.
Article 168 After liquidation of the Company's assets and preparation of a balance sheet and an inventory of assets, the liquidation team discovers that the Company's assets are insufficient to pay the Company's debts in full, the liquidation team shall file an application to the People's Court for **declaration of bankruptcy** in accordance with laws. After **the Company** is **declared bankrupt pursuant to the adjudication of** the People's Court, the liquidation team shall transfer all matters relating to the liquidation to the People's Court.	**Article 168** After liquidation of the Company's assets and preparation of a balance sheet and an inventory of assets, the liquidation team discovers that the Company's assets are insufficient to pay the Company's debts in full, the liquidation team shall file an application to the People's Court for **bankruptcy liquidation** in accordance with laws. After **bankruptcy liquidation** is **accepted by** the People's Court, the liquidation team shall transfer all matters relating to the liquidation to **the bankruptcy administrator designated by** the People's Court.

Existing Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 169 Upon completion of the liquidation, the liquidation team shall prepare a liquidation report and submit it to the general meeting or the People's Court for confirmation, and shall submit the same to the company registration authority and apply for cancellation of registration of the Company**, and make announcement relating to the termination of the Company**.	**Article 169** Upon completion of the liquidation, the liquidation team shall prepare a liquidation report and submit it to the general meeting or the People's Court for confirmation, and shall submit the same to the company registration authority and apply for cancellation of registration of the Company.
Article 170 Members of the liquidation team shall **faithfully perform their duties and perform their liquidation obligations in accordance with the law**. Members of the liquidation team **may not, by abusing their authorities, accept bribes or receive other illegal income, nor misappropriate the Company's assets**. Any member of the liquidation team who causes losses to the Company or its creditors due to his/her intentional misconduct or gross negligence shall be liable for damages.	**Article 170** Members of the liquidation team shall **perform their liquidation obligations and hold fiduciary and diligence obligations**. Members of the liquidation team **who neglect to perform their liquidation duties and cause loss to the Company shall be liable for compensation**. Any member of the liquidation team who causes losses to the Company or its creditors due to his/her intentional misconduct or gross negligence shall be liable for damages.
Save for the amendments to the above articles and the unified adjustment of the expression "general meeting" to "general meeting" in line with the wording of the New Company Law and the adjustments to the numbering of other articles and the numbering of the quoted articles (if any) due to the deletion of some articles, the other contents of the Articles of Association remain unchanged.	

The relevant amendments shall take effect from the date of consideration and approval by the general meeting of the Company by special resolution. At the same time, the general meeting is requested to authorize the management of the Company and its authorized persons to handle all specific matters such as changes in industrial and commercial registration in relation to this amendment to the Articles of Association, and the final contents of the changes and amendments to the Articles of Association shall be subject to the approval of the relevant administrative authorities.

Existing Articles of the Rules of Procedures for the General Meeting	Amended Articles of the Rules of Procedures for the General Meeting
Article 5 The shareholders' general meeting shall be the organ of power of the Company and shall exercise the following duties and powers according to law:	**Article 5** The shareholders' general meeting shall be the organ of power of the Company and shall exercise the following duties and powers according to law:
(i) to decide on the operating guidelines and investment plans of the Company;	
(ii) to elect and replace the directors and decide on matters relating to the remuneration of the directors;	**(i)** to elect and replace the directors and decide on matters relating to the remuneration of the directors;
(iii) to elect and replace the supervisors who are not representatives of the staff, and decide on matters relating to the remuneration of supervisors;	**(ii)** to elect and replace the supervisors who are not representatives of the staff, and decide on matters relating to the remuneration of supervisors;
(iv) to consider and approve reports of the board of directors;	**(iii)** to consider and approve reports of the board of directors;
(v) to consider and approve reports of the board of supervisors;	**(iv)** to consider and approve reports of the board of supervisors;
(vi) to consider and approve the Company's annual financial budgets and final accounts;	
(vii) to consider and approve the Company's profit distribution plans and plans for making up losses;	**(v)** to consider and approve the Company's profit distribution plans and plans for making up losses;
(viii) to decide on increases or reductions in the Company's registered capital;	**(vi)** to decide on increases or reductions in the Company's registered capital;
(ix) to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;	**(vii)** to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;
(x) to decide on the issuance of bonds, other securities by the Company and on the listing;	**(viii)** to decide on the issuance of bonds, other securities by the Company and on the listing;

Existing Articles of the Rules of Procedures for the General Meeting	Amended Articles of the Rules of Procedures for the General Meeting
(xi) to decide on the Company's appointment and removal of accounting firms;	**(ix)** to decide on the Company's appointment and removal of accounting firm **which undertakes the audit work of the Company**;
(xii) to amend the Articles of Association;	**(x)** to amend the Articles of Association;
(xiii) to examine the proposals of the shareholders, individually or in the aggregate, holding **3**% or more of the voting shares of the Company;	**(xi)** to examine the proposals of the shareholders, individually or in the aggregate, holding **1**% or more of the voting shares of the Company;
(xiv) to consider any matters on the acquisition or disposal of a substantial asset or provision of a guarantee during a year, which involves an amount exceeding 30% of the latest audited total assets of the Company for the most recent period;	**(xii)** to consider any matters on the acquisition or disposal of a substantial asset or provision of a guarantee during a year, which involves an amount exceeding 30% of the latest audited total assets of the Company for the most recent period;
(xv) to examine other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, to be resolved by the general meeting.	**(xiii)** to examine other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, to be resolved by the shareholders' general meeting.
Matters that should be decided at a shareholders' general meeting as prescribed by the laws, administrative regulations and the Articles of Association must be reviewed at the shareholders' general meeting so as to protect the right of the shareholders of the Company to decide on those matters. In circumstances where it is deemed necessary and reasonable, for specific matters relating to matters that are subject to be resolved but cannot be immediately decided on at the shareholders' general meeting, the shareholders' general meeting may authorize the board of directors to decide upon such matters within the scope of authorization granted at the shareholders' general meeting to the extent allowed by the applicable laws, regulations and the Articles of Association.	Matters that should be decided at a shareholders' general meeting as prescribed by the laws, administrative regulations and the Articles of Association must be reviewed at the shareholders' general meeting so as to protect the right of the shareholders of the Company to decide on those matters. In circumstances where it is deemed necessary and reasonable, for specific matters relating to matters that are subject to be resolved but cannot be immediately decided on at the shareholders' general meeting, the shareholders' general meeting may authorize the board of directors to decide upon such matters within the scope of authorization granted at the shareholders' general meeting to the extent allowed by the applicable laws, regulations and the Articles of Association.

Existing Articles of the Rules of Procedures for the General Meeting	Amended Articles of the Rules of Procedures for the General Meeting
Article 8 The general meeting shall be chaired and presided over by the chairman; if the chairman cannot or fails to perform his/her duties, the general meeting shall be chaired and presided over by a director co-elected by **more than half** of the directors, except otherwise provided by laws or the Articles of Association. A general meeting convened by the board of supervisors on their own shall be chaired and presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor elected as the chairman of the meeting by **more than half** of the supervisors shall preside over the meeting. A general meeting convened by the shareholders on their own shall be chaired and presided over by a representative elected as the chairman of the meeting by the convener.	**Article 8** The general meeting shall be chaired and presided over by the chairman; if the chairman cannot or fails to perform his/her duties, the general meeting shall be chaired and presided over by a director co-elected by **a majority** of the directors, except otherwise provided by laws or the Articles of Association. A general meeting convened by the board of supervisors on their own shall be chaired and presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor elected as the chairman of the meeting by **a majority** of the supervisors shall preside over the meeting. A general meeting convened by the shareholders on their own shall be chaired and presided over by a representative elected as the chairman of the meeting by the convener.

Existing Articles of the Rules of Procedures for the General Meeting	Amended Articles of the Rules of Procedures for the General Meeting
Article 16 When the Company convenes the general meeting, the board of directors, the board of supervisors and shareholders, individually or in aggregate, holding more than **3**% of shares of the Company shall have the right to propose proposals. The contents of the proposal shall **fall within the terms of reference of the general meeting and** have specified subjects and specific resolutions**, in further compliance with the laws and regulations and the Articles of Association**. Shareholders individually or in the aggregate holding more than **3**% of the shares of the Company may propose and submit a temporary proposal to the convener in writing ten days prior to date of the meeting; the convener shall issue a supplementary notice of general meeting within two days after receipt of the said temporary proposal, to notify other shareholders and to submit the said temporary proposal to the general meeting for consideration. The contents of the temporary proposal shall fall within the terms of reference of the general meeting and have specified subjects and specific resolutions. The general meeting shall not vote and adopt a resolution on any proposal that is not listed in the notice of the general meeting or that is inconsistent with this Article.	**Article 16** When the Company convenes the general meeting, the board of directors, the board of supervisors and shareholders, individually or in aggregate, holding more than **1**% of shares of the Company shall have the right to propose proposals. **However, this does not apply if the temporary proposal violates laws, administrative regulations or the provisions of the Articles of Association or is not within the terms of reference of the general meeting.** The contents of the proposal shall have specified subjects and specific resolutions. Shareholders individually or in the aggregate holding more than **1**% of the shares of the Company may propose and submit a temporary proposal to the convener in writing ten days prior to date of the meeting; the convener shall issue a supplementary notice of general meeting within two days after receipt of the said temporary proposal, to notify other shareholders and to submit the said temporary proposal to the general meeting for consideration. The contents of the temporary proposal shall fall within the terms of reference of the general meeting and have specified subjects and specific resolutions. The general meeting shall not vote and adopt a resolution on any proposal that is not listed in the notice of the general meeting or that is inconsistent with this Article.

Existing Articles of the Rules of Procedures for the General Meeting	Amended Articles of the Rules of Procedures for the General Meeting
Article 21 All holders of ordinary shares (including holders of preference shares with their voting rights restored) whose names appear on the register of members on the record date or their proxies shall have the right to attend a general meeting and to exercise their right to speak and right to vote in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend general meetings in person or, appoint a proxy (whether such person is a shareholder or not) to attend and vote at the meeting on their behalf.	**Article 21** All holders of ordinary shares (including holders of preference shares with their voting rights restored) whose names appear on the register of members on the record date or their proxies shall have the right to attend a general meeting and to exercise their right to speak and right to vote in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend general meetings in person or, appoint a proxy (whether such person is a shareholder or not) to attend and vote at the meeting on their behalf **within the scope of authorization**. .....
Article 39 The following matters shall be resolved by an ordinary resolution at a general meeting: (i) work reports of the board of directors and the board of supervisors; (ii) profit distribution plans and plans to cover losses to be formulated by the board of directors; (iii) election, **removal** of members of board of directors and non-employee representative supervisors, their remuneration and manner of payment**;** **(iv) annual budgets and final accounts, balance sheet, income statement, and other financial statements of the Company;** and **(v)** other matters other than those which are required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be adopted by special resolution.	**Article 39** The following matters shall be resolved by an ordinary resolution at a general meeting: (i) work reports of the board of directors and the board of supervisors; (ii) profit distribution plans and plans to cover losses to be formulated by the board of directors; (iii) election, **dismissal** of members of board of directors and non-employee representative supervisors, their remuneration and manner of payment**;** and **(iv)** other matters other than those which are required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be adopted by special resolution.

Existing Articles of the Rules of Procedures for the General Meeting	Amended Articles of the Rules of Procedures for the General Meeting
Save for the amendments to the above articles and the uniform adjustment of the expression "general meeting" to "general meeting" in the Rules of Procedures for the General Meeting (including the name of the Rules of Procedures) in line with the wording of the New Company Law and the proposed amendments to the Articles of Association, the other contents of these rules remain unchanged.	

The relevant amendments shall be considered and approved by an ordinary resolution of the general meeting of the Company, and shall take effect from the date of consideration and approval by the general meeting.

Existing Articles of the Rules of Procedures for the Board	Amended Articles of the Rules of Procedures for the Board
Article 3 Directors shall be elected at the general meeting and a director's term of office shall be three years. The term of office of a Director may be renewed upon reelection when it expires. The chairman of board of directors shall be elected and **removed** by a majority of all directors, and term of office thereof shall be three years, and may be renewed upon reelection when it expires. It is unnecessary for directors to hold shares of the Company.	**Article 3** Directors shall be elected at the general meeting and a director's term of office shall be three years. The term of office of a Director may be renewed upon reelection when it expires. The chairman of board of directors shall be elected and **dismissed** by a majority of all directors, and term of office thereof shall be three years, and may be renewed upon reelection when it expires. It is unnecessary for directors to hold shares of the Company.
Article 5 A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the board of directors. If no reelection is made timely upon expiration of the term of office of a director, or the number of members of the board of directors is less than the quorum due to any director's resignation during his/her term of office, before the reelected director takes office, the original director shall still perform his/her duties as a director in accordance with the laws, administrative regulations and the Articles of Association. Subject to the relevant regulations and regulatory rules of the place where the Company is listed, if the board of directors appoints a new director to fill up the temporary vacancy of the board of director or add the number of directors, the term of office of the director so appointed shall end only upon the next annual general meeting of the Company, and the said director shall be qualified for reelection and renewal.	**Article 5** A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the board of directors. **Except as otherwise provided in the Articles of Association and laws and regulations, the resignation of a director shall take effect on the date of receipt of the written resignation report by the board of directors.** If no reelection is made timely upon expiration of the term of office of a director, or the number of members of the board of directors is less than the quorum due to any director's resignation during his/her term of office, before the reelected director takes office, the original director shall still perform his/her duties as a director in accordance with the laws, administrative regulations and the Articles of Association. Subject to the relevant regulations and regulatory rules of the place where the Company is listed, if the board of directors appoints a new director to fill up the temporary vacancy of the board of director or add the number of directors, the term of office of the director so appointed shall end only upon the next annual general meeting of the Company, and the said director shall be qualified for reelection and renewal.

Existing Articles of the Rules of Procedures for the Board	Amended Articles of the Rules of Procedures for the Board
Article 6 Any director whose term of office has not expired shall be liable for any loss of the Company arising from his/her leaving office without authorization. The general meeting may, subject to compliance with relevant laws and administrative regulations, by way of ordinary resolution, **remove** any director whose term of office has not expired, without prejudice to the director's claim for damages available under any contract. In case a director has failed to be present in person twice consecutively, nor authorized 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 of directors shall accordingly suggest the general meeting making replacement.	**Article 6** Any director whose term of office has not expired shall be liable for any loss of the Company arising from his/her leaving office without authorization. The general meeting may, subject to compliance with relevant laws and administrative regulations, by way of ordinary resolution, **dismiss** any director whose term of office has not expired, without prejudice to the director's claim for damages available under any contract. In case a director has failed to be present in person twice consecutively, nor authorized 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 of directors shall accordingly suggest the general meeting making replacement.
Article 21 The chairman of the board of directors shall convene and preside over meetings of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, a director elected by **more than half** of the directors shall convene and preside over such meetings.	**Article 21** The chairman of the board of directors shall convene and preside over meetings of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, a director elected by **a majority** of the directors shall convene and preside over such meetings.
Save for the amendments to the above articles and the uniform adjustment of the expression "general meeting" to "general meeting" in the Rules of Procedures for the Board in line with the wording of the New Company Law and the proposed amendments to the Articles of Association, the other contents of these rules remain unchanged.	

The relevant amendments shall be considered and approved by an ordinary resolution of the general meeting of the Company, and shall take effect from the date of consideration and approval by the general meeting.

Existing Articles of the Rules of Procedures for the Board of Supervisors	Amended Articles of the Rules of Procedures for the Board of Supervisors
Article 2 The Company shall have the board of supervisors in accordance with the law. The board of supervisors shall consist of 3 supervisors including 2 shareholder supervisors and 1 employee supervisor. One supervisor shall be the chairman of the board of supervisors. Each supervisor shall serve for a term of three years, renewable upon reelection upon expiration. The chairman of the board of supervisors shall be elected by a majority of all supervisors. The shareholder supervisors shall be elected and **removed** by the general meeting, and the employee supervisor shall be elected by the employees of the Company through employee meetings, employee representative meetings or other democratic forms. The Board of Supervisors is delegated by the general meeting to supervise the operations and management of the Company, and is the supervisory body of the Company. It shall be accountable to the general meeting, and shall exercise**s** its powers in accordance with the Articles of Association.	**Article 2** The Company shall have the board of supervisors in accordance with the law. The board of supervisors shall consist of 3 supervisors including 2 shareholder supervisors and 1 employee supervisor. One supervisor shall be the chairman of the board of supervisors. Each supervisor shall serve for a term of three years, renewable upon reelection upon expiration. The chairman of the board of supervisors shall be elected by a majority of all supervisors. The shareholder supervisors shall be elected and **dismissed** by the general meeting, and the employee supervisor shall be elected by the employees of the Company through employee meetings, employee representative meetings or other democratic forms. The Board of Supervisors is delegated by the general meeting to supervise the operations and management of the Company, and is the supervisory body of the Company. It shall be accountable to the general meeting, and shall exercise its powers in accordance with the Articles of Association.
Article 6 Meetings of the board of supervisors shall be convened and presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform the duties, **more than half** of supervisors shall jointly elect a supervisor to convene and preside over such meetings.	**Article 6** Meetings of the board of supervisors shall be convened and presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform the duties, **a majority** of supervisors shall jointly elect a supervisor to convene and preside over such meetings.
Article 10 The meeting of the board of supervisors shall only be held when **more than half** of the supervisors attend **at** the meeting.	**Article 10** The meeting of the board of supervisors shall only be held when **a majority** of the supervisors attend the meeting.

Existing Articles of the Rules of Procedures for the Board of Supervisors	Amended Articles of the Rules of Procedures for the Board of Supervisors
Article 13 Voting at the meetings of the board of supervisors shall be conducted on a one-vote-per-member basis, by a show of hands or by open ballot. Each supervisor shall cast his/her vote as "for", "against" or "abstain". Each attending supervisor must select one of the aforesaid options. Where a supervisor fails to select or selects more than one option, the one who presides over the meeting shall require such supervisor to select again. A supervisor who refuses to select shall be deemed to have abstained. A supervisor who leaves the meeting venue and does not return without selecting shall also be deemed to have abstained. A resolution of the board of supervisors must be passed by **more than half** of the members of the board of supervisors.	**Article 13** Voting at the meetings of the board of supervisors shall be conducted on a one-vote-per-member basis, by a show of hands or by open ballot. Each supervisor shall cast his/her vote as "for", "against" or "abstain". Each attending supervisor must select one of the aforesaid options. Where a supervisor fails to select or selects more than one option, the one who presides over the meeting shall require such supervisor to select again. A supervisor who refuses to select shall be deemed to have abstained. A supervisor who leaves the meeting venue and does not return without selecting shall also be deemed to have abstained. A resolution of the board of supervisors must be passed by **a majority** of the members of the board of supervisors.
Save for the amendments to the above articles and the uniform adjustment of the expression "general meeting" to "general meeting" in the Rules of Procedures for the Board of Supervisors in line with the wording of the New Company Law and the proposed amendments to the Articles of Association, the other contents of these rules remain unchanged.	

The relevant amendments shall be considered and approved by an ordinary resolution of the general meeting of the Company, and shall take effect from the date of consideration and approval by the general meeting.

Existing Article of the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and Its Related Parties/Connected Persons	Amended Article of the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and Its Related Parties/Connected Persons
Article 16 Where any director, supervisor or senior management officer of the Company assists in or connives at the misappropriation of the Company's funds or assets by the controlling shareholder and its related parties/connected persons, the board of directors or the board of supervisors of the Company shall, depending on the seriousness of the circumstances, impose disciplinary sanctions on the directly responsible person(s) and propose to the general meeting the **removal** of any director or supervisor bearing material responsibility.	**Article 16** Where any director, supervisor or senior management officer of the Company assists in or connives at the misappropriation of the Company's funds or assets by the controlling shareholder and its related parties/connected persons, the board of directors or the board of supervisors of the Company shall, depending on the seriousness of the circumstances, impose disciplinary sanctions on the directly responsible person(s) and propose to the general meeting the **dismissal** of any director or supervisor bearing material responsibility.
Save for the amendment to the above article, the uniform adjustment of the expression "general meeting" to "general meeting" in these regulations in line with the wording of the New Company Law and the proposed amendments to the Articles of Association, the other contents of these regulations remain unchanged.	

The relevant amendment shall be considered and approved by an ordinary resolution of the general meeting of the Company, and shall take effect from the date of consideration and approval by the general meeting.

Existing Article of the Profit Distribution Management System	Amended Article of the Profit Distribution Management System
Article 6 The reserve funds of the Company shall be used to cover Company's losses, expand its production and operation, or be converted to the Company's increased capital. **However, the capital reserve funds shall not be used to cover Company's losses.**	**Article 6** The reserve funds of the Company shall be used to cover Company's losses, expand its production and operation, or be converted to the Company's increased capital. **The discretionary reserve fund and statutory reserve fund shall be utilized first to cover the losses. Where they are not enough to cover such losses, the capital reserve fund may be utilized according to relevant requirements.** .....
Save for the amendment to the above article and the uniform adjustment of the expression "general meeting" to "general meeting" in this system in line with the wording of the New Company Law and the proposed amendments to the Articles of Association, the other contents of this system remain unchanged.	

The relevant amendment shall be considered and approved by an ordinary resolution of the general meeting of the Company, and shall take effect from the date of consideration and approval by the general meeting.

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Shanghai Henlius Biotech, Inc.
上海復宏漢霖生物技術股份有限公司

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

(Stock Code: 2696)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Shanghai Henlius Biotech, Inc. (the "**Company**") will be held at Conference Room, 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC on Friday, 29 August 2025 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 August 2025:

ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in relation to the re-appointment and appointment of Directors of the fourth session of the Board:

   1.1 the re-appointment of Dr. Jun Zhu, being the current executive Director, as the executive Director of the fourth session of the Board;

   1.2 the re-appointment of Mr. Wenjie Zhang, being a current non-executive Director, as a non-executive Director of the fourth session of the Board;

   1.3 the re-appointment of Mr. Qiyu Chen, being a current non-executive Director, as a non-executive Director of the fourth session of the Board;

   1.4 the re-appointment of Ms. Xiaohui Guan, being a current non-executive Director, as a non-executive Director of the fourth session of the Board;

   1.5 the re-appointment of Dr. Xingli Wang, being a current non-executive Director, as a non-executive Director of the fourth session of the Board;

1.6 the re-appointment of Mr. Tak Young So, being a current independent non-executive Director, as an independent non-executive Director of the fourth session of the Board;

1.7 the re-appointment of Dr. Lik Yuen Chan, being a current independent non-executive Director, as an independent non-executive Director of the fourth session of the Board;

1.8 the re-appointment of Dr. Ruilin Song, being a current independent non-executive Director, as an independent non-executive Director of the fourth session of the Board;

1.9 the appointment of Mr. Yuqing Chen as a non-executive Director of the fourth session of the Board;

1.10 the appointment of Dr. Yi Liu as a non-executive Director of the fourth session of the Board; and

1.11 the appointment of Mr. Yihao Zhang as an independent non-executive Director of the fourth session of the Board.

2. To consider and approve the resolutions in relation to the re-appointment of Shareholder representative Supervisors of the fourth session of the Board of Supervisors:

2.1 the re-appointment of Ms. Rongli Feng, being a current Shareholder representative Supervisor, as a Shareholder representative Supervisor of the Company; and

2.2 the re-appointment of Mr. Deli Kong, being a current Shareholder representative Supervisor, as a Shareholder representative Supervisor of the Company.

3. To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedures for the General Meeting, which will take effect immediately upon approval at the EGM.

4. To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedures for the Board, which will take effect immediately upon approval at the EGM.

5. To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedures for the Board of Supervisors, which will take effect immediately upon approval at the EGM.

6. To consider and approve the resolution in relation to the proposed amendment to the Regulations for Preventing the Misappropriation of the Company's Funds by the Controlling Shareholder and its Related Parties/Connected Persons, which will take effect immediately upon approval at the EGM.

7. To consider and approve the resolution in relation to the proposed amendment to the Profit Distribution Management System, which will take effect immediately upon approval at the EGM.

SPECIAL RESOLUTION

8. To consider and approve the resolution in relation to the proposed amendments to the Articles of Association, which will take effect immediately upon approval at the EGM.

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Wenjie ZHANG
Chairman

Hong Kong, 12 August 2025

As at the date of this notice, the board of directors of the Company comprises Mr. Wenjie Zhang as the chairman and non-executive director, Dr. Jun Zhu as the executive director, Mr. Qiyu Chen, Mr. Yifang Wu, Ms. Xiaohui Guan, Mr. Deyong Wen and Dr. Xingli Wang as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song as the independent non-executive directors.

Notes:

(1) All resolutions at the EGM will be taken by poll pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Hong Kong Listing Rules.

(2) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy if he/she holds more than one share) to attend and on a poll, vote on his/her behalf. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll, every shareholder presents in person or by proxy shall be entitled to one vote for each share held by him.

(3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be delivered to the Company's Board secretary office (for holders of Unlisted Shares), at 10th Floor, B8 Building, No. 188 Yizhou Road, Xuhui District, Shanghai, PRC or the Company's H share registrar in Hong Kong (for holders of H shares), 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 appointed for the EGM (i.e. not later than 4:00 p.m. on Thursday, 28 August 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

(4) In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Wednesday, 27 August 2025 to Friday, 29 August 2025 (both dates inclusive), during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the registers of members of the Company on Friday, 29 August 2025 shall be entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Wednesday, 27 August 2025.

(5) Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.

(6) References to time and dates in this notice are to Beijing time and dates.