THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Unisound AI Technology Co., Ltd. (the "**Company**"), you should at once hand this circular, together with the enclosed proxy form 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.

UNISOUND AI TECHNOLOGY CO., LTD.
雲知聲智能科技股份有限公司

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

(Stock Code: 9678)

RESOLUTION ON THE ABOLITION OF THE SUPERVISORY COMMITTEE, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ANNEXES, AND THE INDUSTRIAL AND COMMERCIAL REGISTRATION OF THE CHANGES
RESOLUTION ON THE COMPANY'S WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024
RESOLUTION ON THE COMPANY'S WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR 2024
RESOLUTION ON THE COMPANY'S REPORT ON THE FINAL ACCOUNTS FOR THE YEAR 2024
RESOLUTION ON THE RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2025
RESOLUTION ON THE COMPANY'S PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024
RESOLUTION ON THE APPLICATION OF INTEGRATED BANK CREDIT FACILITIES
AND
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

The EGM of Unisound AI Technology Co., Ltd. will be held by way of on-site meeting at Second-floor conference room of Unisound AI Technology Co., Ltd. (Building N6, BBMG Intelligent Manufacturing Workshop, Jiancaicheng Zhonglu No. 27, Haidian District, Beijing, PRC) on Friday, October 17, 2025 at 10:00 a.m.. The notice of the EGM is set out on pages 213 to 214 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before Thursday, October 16, 2025 at 10:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

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

September 30, 2025

CONTENTS

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

"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board" or "Board of Directors"	the board of Directors of our Company
"Company" or "our Company" or "the Company"	Unisound AI Technology Co., Ltd. (雲知聲智能科技股份有限公司), a company initially established in the PRC with limited liability on June 29, 2012, and converted into a joint stock company with limited liability on June 24, 2019, and the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 9678) on June 30, 2025
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of our Company
"EGM"	the second extraordinary general meeting of 2025 of the Company to be held by way of on-site meeting at Second-floor conference room of Unisound AI Technology Co., Ltd. (Building N6, BBMG Intelligent Manufacturing Workshop, Jiancaicheng Zhonglu No. 27, Haidian District, Beijing, PRC) on Friday, October 17, 2025 at 10:00 a.m.
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC" or "China"	the People's Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedure for the Board of Directors"	the rules of procedure for the Board of Directors of the Company, as amended, supplemented or otherwise modified from time to time
"Rules of Procedure for General Meetings"	the rules of procedure for General Meetings of the Company, as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share in the share capital of the Company with a nominal value of RMB1.00 each, including H Share(s), Domestic Unlisted Share(s) and Unlisted Foreign Share(s)
"Shareholder(s)"	holder(s) of our Shares

UNISOUND AI TECHNOLOGY CO., LTD.
雲知聲智能科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9678)

Executive Directors:
Dr. Liang Jia'en
Dr. Huang Wei
Dr. Kang Heng
Mr. Li Xiaohan
Mr. Liu Shengping
Mr. Li Peng

Non-executive Directors:
Mr. Duane Kuang
Mr. Li Zhichao
Mr. Wang Cunfu
Mr. Li Ang

Independent Non-executive Directors:
Mr. Hu Jianjun
Mr. Fan Jian
Ms. Jin Huihua
Dr. Zhang Kun
Mr. Chen Hua

Registered Office:
No. 101, 1/F, Building One
Xisanqi Jiancaicheng
Haidian District, Beijing
PRC

Headquarter and Principal Place of Business in the PRC:
101–124, 1/F, Building N6
BBMG Intelligent Manufacturing Workshop
No. 27 Xisanqi Jiancaicheng Middle Road
Haidian District, Beijing
PRC

Principal Place of Business in Hong Kong:
Room 1915, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

September 30, 2025

To the Shareholders

Dear Sir or Madam,

RESOLUTION ON THE ABOLITION OF THE SUPERVISORY COMMITTEE, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ANNEXES, AND THE INDUSTRIAL AND COMMERCIAL REGISTRATION OF THE CHANGES
RESOLUTION ON THE COMPANY'S WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024
RESOLUTION ON THE COMPANY'S WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR 2024
RESOLUTION ON THE COMPANY'S REPORT ON THE FINAL ACCOUNTS FOR THE YEAR 2024
RESOLUTION ON THE RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2025
RESOLUTION ON THE COMPANY'S PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024
RESOLUTION ON THE APPLICATION OF INTEGRATED BANK CREDIT FACILITIES
AND
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and information on the resolutions to be considered at the EGM to enable you to make an informed decision on whether to vote for or against such resolutions at the EGM.

I. RESOLUTION ON THE ABOLITION OF THE SUPERVISORY COMMITTEE, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ANNEXES, AND THE INDUSTRIAL AND COMMERCIAL REGISTRATION OF THE CHANGES

A special resolution on the abolition of the Supervisory Committee, amendments to the Articles of Association and its annexes, and the industrial and commercial registration of the changes will be proposed to Shareholders for consideration and approval at the EGM.

Pursuant to the Company Law, the Transitional Arrangements for the Implementation of Supporting Systems and Rules for the New Company Law (《關於新<公司法>配套制度規則實施相關過渡期安排》) and other laws and regulations, as well as provisions for regulatory documents, the Company intends to abolish the Supervisory Committee and amend the Articles of Association and its annexes, taking into account the actual situation of the Company. Details are as follows:

1. ABOLITION OF THE SUPERVISORY COMMITTEE

The Company will cease to establish the Supervisory Committee or Supervisors, where Mr. Shan Bo, Mr. Hong Zhao, and Mr. Ren He will no longer serve as Supervisors of the Company, the Rules of Procedures for the Supervisory Committee of Unisound AI Technology Co., Ltd. (《雲知聲智能科技股份有限公司監事會議事規則》) shall be repealed accordingly, and the provisions concerning the Supervisory Committee and Supervisors as set out in the Company's various rules and regulations will no longer be applicable. The Company's Second Session of the Supervisory Committee and Supervisors will continue to perform their duties until the date on which such resolution is considered and approved at the EGM.

Prior to the above adjustment taking effect, the Company's Second Session of the Supervisory Committee and Supervisors will continue to perform their duties in accordance with the laws and regulations as well as the relevant provisions of the Articles of Association.

2. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE INDUSTRIAL AND COMMERCIAL REGISTRATION OF THE CHANGES

Pursuant to the Company Law, the Transitional Arrangements for the Implementation of Supporting Systems and Rules for the New Company Law and other laws and regulations, as well as provisions for regulatory documents, and taking into account the actual situation of the Company, the Company intends to amend the Articles of Association (the "Amendments to the Articles"). The Amendments to the Articles mainly include revising the registered capital of the Company in accordance with the Company's issuance and listing status, delegating the relevant duties of the Supervisory Committee to the Audit Committee, deleting the relevant descriptions of Supervisors, and revising "General Meetings (股東大會)" to "General Meetings (股東會)". Details of the Amendments to the Articles are set out in Appendix I to this circular.

In addition, the Board will propose to the EGM to authorize the Board and its authorized persons to promptly handle matters such as industrial and commercial registration of changes and the filing of the Articles of Association after such proposal is being reviewed and approved at the EGM. Specific changes are subject to the actual approval by and registration with the administration department for industry and commerce.

The aforementioned amendments to the Articles of Association will take effect after being reviewed and approved at the EGM. Prior to this, the existing Articles of Association will remain valid.

3. AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

Pursuant to the Company Law, the Transitional Arrangements for the Implementation of Supporting Systems and Rules for the New Company Law and other laws and regulations, as well as provisions for regulatory documents, and the actual situation of the Company, the Company intends to amend the Rules of Procedures for General Meetings (《股東會議事規則》). Details of the amendments to the Rules of Procedures for General Meetings are set out in Appendix II to this circular.

The aforementioned amendments to the Rules of Procedures for General Meetings will take effect after being reviewed and approved at the EGM. Prior to this, the existing Rules of Procedures for General meetings will remain valid.

4. AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

Pursuant to the Company Law, the Transitional Arrangements for the Implementation of Supporting Systems and Rules for the New Company Law and other laws and regulations, as well as provisions for regulatory documents, and the actual situation of the Company, the Company intends to amend the Rules of Procedures for the Board of Directors (《董事會議事規則》). Details of the amendments to the Rules of Procedures for the Board of Directors are set out in Appendix III to this circular.

The aforementioned amendments to the Rules of Procedures for the Board of Directors will take effect after being reviewed and approved at the EGM. Prior to this, the existing Rules of Procedures for the Board of Directors will remain valid.

II. RESOLUTION ON THE COMPANY'S WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024

An ordinary resolution on the Company's work report of the Board of Directors for the year 2024 will be proposed to Shareholders for consideration and approval at the EGM.

The Company's Board of Directors has prepared the Work Report of the Board of Directors of Unisound AI Technology Co., Ltd. for the Year 2024 (《雲知聲智能科技股份有限公司2024年度董事會工作報告》) pursuant to the Articles of Association, the Rules of Procedures for the Board of Directors and other relevant rules and regulations, details of which are set out in Appendix IV to this circular.

III. RESOLUTION ON THE COMPANY'S WORK REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR 2024

An ordinary resolution on the Company's work report of the independent non-executive directors for the year 2024 will be proposed to Shareholders for consideration and approval at the EGM.

The Company's independent non-executive directors have prepared the Work Report of the Independent Non-executive Directors of Unisound AI Technology Co., Ltd. for the Year 2024 (《雲知聲智能科技股份有限公司2024年度獨立非執行董事工作報告》) pursuant to the Articles of Association, the Rules of Procedures for the Board of Directors and other relevant rules and regulations, details of which are set out in Appendix V to this circular.

IV. RESOLUTION ON THE COMPANY'S REPORT ON THE FINAL ACCOUNTS FOR THE YEAR 2024

An ordinary resolution on the Company's report on the final accounts for the year 2024 will be proposed to Shareholders for consideration and approval at the EGM.

The Company has prepared the Report of Unisound AI Technology Co., Ltd. on the Final Accounts for the Year 2024 (《雲知聲智能科技股份有限公司2024年度財務決算報告》) pursuant to the relevant provisions of the Company Law and Articles of Association, details of which are set out in Appendix VI to this circular.

V. RESOLUTION ON THE RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2025

An ordinary resolution on the re-appointment of auditor for the year 2025 will be proposed to Shareholders for consideration and approval at the EGM.

In accordance with relevant laws and regulations and the relevant requirements of the Articles of Association, the Company has conducted an objective evaluation on the financial audit work of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP for the year 2024, and is of the view that PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP have carried out their audit work on the Company's financial reports has been conscientious and detailed. They have closely monitored issues identified within the Company, maintained clear and well-structured communication and reporting, and accurately addressed key matters, thereby providing an objective and fair opinion on the Company's financial position and operating results. Accordingly, the Board of Directors proposes to re-appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the financial auditors of the Company for the year 2025, for a term commencing from the date of approval by the EGM until the Company's next annual general meeting, and proposes to the EGM to authorize the Board to determine their remuneration.

VI. RESOLUTION ON THE COMPANY'S PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024

An ordinary resolution on the Company's profit distribution plan for the year 2024 will be proposed to Shareholders for consideration and approval at the EGM.

As the Company has not been profitable and has no distributable profits, it has been decided that no profit distribution will be made for the year 2024.

VII. RESOLUTION ON THE APPLICATION OF INTEGRATED BANK CREDIT FACILITIES

An ordinary resolution on the application of integrated bank credit facilities will be proposed to Shareholders for consideration and approval at the EGM.

In light of the Company's development needs, the Company intends to apply for integrated credit facilities from banks and other financial institutions, for the period from January 1, 2025, until the date of the Company's 2025 annual general meeting:

(1) The total credit facilities are planned to not exceed the equivalent of RMB2 billion.

(2) The credit lines apply to credit applications from banks and other financial institutions by the Company and its wholly-owned and controlling subsidiaries. The credit facilities include but are not limited to working capital loans, acceptance bills, bill discounting, trade financing, letters of credit, factoring, letters of guarantee and others. If banks and other financial institutions require the provision of guarantees, the Company and its wholly-owned and controlling subsidiaries may provide mortgages or pledges with their own assets. The credit line can be used on a revolving basis within the credit period.

(3) Authorize Mr. Liang Jia'en, Chairman of the Board, or his designated authorized agent to sign relevant agreements within the authorized limits.

(4) If the Company's actual application for the integrated credit facilities exceeds the above limits, it shall be subject to separate consideration. Within the aforementioned limits, the Company's applications for credit facilities from financial institutions are not subject to separate consideration.

(5) During the aforementioned period, the Company shall provide guarantees for bank loans or bank credit facilities of its wholly-owned and controlling subsidiaries, with a total amount not exceeding RMB2 billion (forms of guarantee include but are not limited to accounts receivable pledges, rights pledges, guarantee undertakings and others, with the term of each guarantee not exceeding two years). Guarantees provided outside the aforementioned period, as well as the total amount of guarantees provided by the Company to subsidiaries exceeding the above amount, shall be subject to separate consideration. Within the aforementioned limits and period, guarantees provided by the Company to subsidiaries are not subject to separate consideration.

VIII. THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

The EGM will be held by way of on-site meeting at Second-floor conference room of Unisound AI Technology Co., Ltd. (Building N6, BBMG Intelligent Manufacturing Workshop, Jiancaicheng Zhonglu No. 27, Haidian District, Beijing, PRC) on Friday, October 17, 2025 at 10:00 a.m. to consider and, if thought fit, to approve the resolutions in respect of the matters described above. The notice of the EGM is set out in this circular.

To determine the list of H Shareholders of the Company entitled to attend and vote at the forthcoming EGM, the register of members of H Shares has been closed from Saturday, September 27, 2025 to Friday, October 17, 2025, both days inclusive. During this period, no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company as of Friday, October 17, 2025 will be entitled to attend and vote at the EGM. To be eligible to attend and vote at the EGM, holders of H Shares of the Company must lodge all completed and signed transfer documents, together with the relevant share certificates and other appropriate documents, with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, September 26, 2025 for registration.

Completion and return of the proxy form(s) will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

The resolutions to be proposed at the EGM will be voted on by way of poll.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions set out in the notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Unisound AI Technology Co., Ltd.
Dr. Huang Wei
Executive Director and Chief Executive Officer

No.	Articles before Amendments	Proposed Amendments[1]
1	Article 1 The Articles of Association have been formulated and enacted in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the "Trial Measures"), the Guidelines on the Articles of Association of Listed Companies (the "Guidelines"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and other applicable regulations in order to safeguard the lawful rights and interests of Unisound AI Technology Co., Ltd. ("Company" or the "Company") and its shareholders and creditors and regulate the organization and conduct of the Company.	Article 1 The Articles of Association have been formulated and enacted in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the "Trial Measures"), the Guidelines on the Articles of Association of Listed Companies~~ (the "Guidelines")~~, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and other applicable regulations in order to safeguard the lawful rights and interests of Unisound AI Technology Co., Ltd. ("Company" or the "Company") and its shareholders**, employees** and creditors and regulate the organization and conduct of the Company.
2	Article 2 The Company is a joint stock company with limited liability established in accordance with the Company Law, the Trial Measures and other applicable laws, administrative regulations or normative documents of the People's Republic of China (the "PRC").	Article 2 The Company is a joint stock company with limited liability established in accordance with the Company Law, the Trial Measures and other applicable laws, administrative regulations or normative documents of the People's Republic of China (the "PRC").

1 In this comparison table, "<u>underline</u>" indicates that the position of the Article has been moved, **bold font** indicates that the content has been added or modified, and "~~strikethrough~~" indicates that the original contents of the Article have been deleted.

No.	Articles before Amendments	Proposed Amendments[1]
	The Company was converted into a joint stock company with limited liability, which was promoted and established by Beijing Unisound Information Technology Co., Ltd. ("Unisound Co., Ltd."). All the promoters of the Company converted the audited net assets of RMB681,877,569.91 of Unisound Co., Ltd. as at March 31, 2019 into ordinary shares of 60 million shares with a nominal value of RMB1.00 each and the Company was converted into a joint stock company with limited liability of which its establishment was promoted. The Company was approved by and registered with the Haidian Branch, Beijing Administration for Industry and Commerce on [•] [•], 2023 and obtained its business license with the unified social credit code of 91110108599663854W. The Company has a total of 29 promoters, including 2 natural person shareholders, i.e. Liang Jia'en and Kang Heng, respectively, and 27 non-natural person shareholders, i.e. Yunsi Shangyi (Tianjin) Enterprise Management Partnership (Limited Partnership) (雲思尚義(天津)企業管理合夥企業(有限合夥)), Ming Fu Investments Limited, TBP Sound Cloud Holdings (HK) Limited, Tianjin Heyi Guyu Equity Investment Partnership (Limited Partnership) (天津和易谷雨創業投資合夥企業(有限合夥)), China Internet Investment Fund (Limited Partnership) (中國互聯網投資基金(有限合夥)), Beijing Yunchuang Hudong Investment Management Consulting Partnership (Limited Partnership) (北京雲創互動投資管理諮詢合夥企業(有限合夥)), Beijing JD Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司), CLP Healthcare Big Data (Hangzhou) Equity Investment Fund Partnership (Limited Partnership) (中電健康醫療大數據(杭州)股權投資基金合夥企業(有限合夥)), Tianjin Qirui Tiancheng Equity Investment Center (Limited Partnership) (天津奇睿天成股權投資中心(有限合夥)), Qualcomm International Inc., CICC Jiatai Phase II (Tianjin) Equity Investment Fund Partnership (Limited Partnership) (中金佳泰貳期(天	The Company was converted into a joint stock company with limited liability, which was promoted and established by Beijing Unisound Information Technology Co., Ltd. ("Unisound Co., Ltd."). ~~All the promoters of the Company converted the audited net assets of RMB681,877,569.91 of Unisound Co., Ltd. as at March 31, 2019 into ordinary shares of 60 million shares with a nominal value of RMB1.00 each and the Company was converted into a joint stock company with limited liability of which its establishment was promoted.~~ The Company was approved by and registered with the Haidian Branch, Beijing Administration for Industry and Commerce ~~on [•] [•], 2023~~ and obtained its business license with the unified social credit code of 91110108599663854W. ~~The Company has a total of 29 promoters, including 2 natural person shareholders, i.e. Liang Jia'en and Kang Heng, respectively, and 27 non-natural person shareholders, i.e. Yunsi Shangyi (Tianjin) Enterprise Management Partnership (Limited Partnership) (雲思尚義(天津)企業管理合夥企業(有限合夥)), Ming Fu Investments Limited, TBP Sound Cloud Holdings (HK) Limited, Tianjin Heyi Guyu Equity Investment Partnership (Limited Partnership) (天津和易谷雨創業投資合夥企業(有限合夥)), China Internet Investment Fund (Limited Partnership) (中國互聯網投資基金(有限合夥)), Beijing Yunchuang Hudong Investment Management Consulting Partnership (Limited Partnership) (北京雲創互動投資管理諮詢合夥企業(有限合夥)), Beijing JD Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司), CLP Healthcare Big Data (Hangzhou) Equity Investment Fund Partnership (Limited Partnership) (中電健康醫療大數據(杭州)股權投資基金合夥企業(有限合夥)), Tianjin Qirui Tiancheng Equity Investment Center (Limited Partnership) (天津奇睿天成股權投資中心(有限合夥)), Qualcomm International Inc., CICC Jiatai Phase II (Tianjin) Equity Investment Fund Partnership (Limited Partnership) (中金佳泰貳期(天~~

No.	Articles before Amendments	Proposed Amendments[1]
	津)股權投資基金合夥企業(有限合夥)), Ningbo Lianchuang Cornerstone Investment Partnership (Limited Partnership) (寧波聯創基石投資合夥企業(有限合夥)), Ningbo Lianli Gongda Investment Management Partnership (Limited Partnership) (寧波聯利共達投資管理合夥企業(有限合夥)), Jiaxing Jiahuang Investment Partnership (Limited Partnership) (嘉興嘉皇投資合夥企業(有限合夥)), Ningbo Yingfeng Technology Industry Investment Partnership (Limited Partnership) (寧波盈峰科技產業投資合夥企業(有限合夥)), Ningbo Qianyi Pilot Tianquan Equity Investment Center (Limited Partnership) (寧波千意領航天權股權投資中心(有限合夥)), Ningbo Qianyi Pilot Tianji Equity Investment Center (Limited Partnership) (寧波千意領航天璣股權投資中心(有限合夥)), Hangzhou Haikun Jiayu Investment Partnership (Limited Partnership) (杭州海鯤嘉譽投資合夥企業(有限合夥)), Sichuan Innovation and Venture Capital Equity Investment Fund Partnership (Limited Partnership) (四川省創新創業股權投資基金合夥企業(有限合夥)), CICC Pucheng Investment Co., Ltd. (中金浦成投資有限公司), Shanghai Songyin Venture Capital Partnership (Limited Partnership) (上海淞銀創業投資合夥企業(有限合夥)), Haining Dongzheng Hande Investment Partnership (Limited Partnership) (海寧東證漢德投資合夥企業(有限合夥)), Ningbo Meishan Bonded Port Area Dongzheng Xiade Investment Partnership (Limited Partnership) (寧波梅山保税港區東證夏德投資合夥企業(有限合夥)), Zhuji Dongzheng Ruiyu Investment Center (Limited Partnership) (諸暨東證睿臾投資中心(有限合夥)), Nantong Dongzheng Fuxiang Equity Investment Center (Limited Partnership) (南通東證富象股權投資中心(有限合夥)), Shanghai Dongzheng Tengcong Investment Partnership (Limited Partnership) (上海東證騰驄投資合夥企業(有限合夥)) and Zhuji Dongzheng Zhizhen Investment Center (Limited Partnership) (諸暨東證致臻投資中心(有限合夥)), respectively.	~~津)股權投資基金合夥企業(有限合夥)), Ningbo Lianchuang Cornerstone Investment Partnership (Limited Partnership) (寧波聯創基石投資合夥企業(有限合夥)), Ningbo Lianli Gongda Investment Management Partnership (Limited Partnership) (寧波聯利共達投資管理合夥企業(有限合夥)), Jiaxing Jiahuang Investment Partnership (Limited Partnership) (嘉興嘉皇投資合夥企業(有限合夥)), Ningbo Yingfeng Technology Industry Investment Partnership (Limited Partnership) (寧波盈峰科技產業投資合夥企業(有限合夥)), Ningbo Qianyi Pilot Tianquan Equity Investment Center (Limited Partnership) (寧波千意領航天權股權投資中心(有限合夥)), Ningbo Qianyi Pilot Tianji Equity Investment Center (Limited Partnership) (寧波千意領航天璣股權投資中心(有限合夥)), Hangzhou Haikun Jiayu Investment Partnership (Limited Partnership) (杭州海鯤嘉譽投資合夥企業(有限合夥)), Sichuan Innovation and Venture Capital Equity Investment Fund Partnership (Limited Partnership) (四川省創新創業股權投資基金合夥企業(有限合夥)), CICC Pucheng Investment Co., Ltd. (中金浦成投資有限公司), Shanghai Songyin Venture Capital Partnership (Limited Partnership) (上海淞銀創業投資合夥企業(有限合夥)), Haining Dongzheng Hande Investment Partnership (Limited Partnership) (海寧東證漢德投資合夥企業(有限合夥)), Ningbo Meishan Bonded Port Area Dongzheng Xiade Investment Partnership (Limited Partnership) (寧波梅山保税港區東證夏德投資合夥企業(有限合夥)), Zhuji Dongzheng Ruiyu Investment Center (Limited Partnership) (諸暨東證睿臾投資中心(有限合夥)), Nantong Dongzheng Fuxiang Equity Investment Center (Limited Partnership) (南通東證富象股權投資中心(有限合夥)), Shanghai Dongzheng Tengcong Investment Partnership (Limited Partnership) (上海東證騰驄投資合夥企業(有限合夥)) and Zhuji Dongzheng Zhizhen Investment Center (Limited Partnership) (諸暨東證致臻投資中心(有限合夥)), respectively.~~

No.	Articles before Amendments	Proposed Amendments[1]
3	Article 3 The Company was approved by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on [•] [•], [•] to conduct its initial public offering of [•] ordinary shares to the public. All such ordinary shares are overseas listed foreign shares (hereinafter referred to as "H shares") and were listed on the Hong Kong Stock Exchange on [•] [•], [•].	Article 3 **The Company was registered with the China Securities Regulatory Commission (the "CSRC") on April 14, 2025 and** was approved by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on ~~[•] [•], [•]~~ **June 27, 2025** to conduct its initial public offering of ~~[•]~~ **1,795,120** ordinary shares to the public. All such ordinary shares are overseas listed foreign shares (hereinafter referred to as "H shares") and were listed on the Hong Kong Stock Exchange on ~~[•] [•], [•]~~ **June 30, 2025**.
4	Article 6 The registered capital of the Company is RMB[•].	Article 6 The registered capital of the Company is RMB~~[•]~~**71,187,593**.
5	Article 8 The Company is a joint stock limited company in perpetual existence. The Company is an independent corporate legal person with independent legal person properties and entitlements to legal person properties. The Company is entitled to civil rights and is subject to civil responsibility pursuant to the laws, and all acts of the Company shall comply with the laws, regulations and regulatory documents of the PRC and the lawful rights of the shareholders shall be protected. The Company is under the jurisdiction and protection of the laws, regulations and normative documents of the PRC.	**Article 7** The Company is a joint stock limited company in perpetual existence. ~~The Company is an independent corporate legal person with independent legal person properties and entitlements to legal person properties. The Company is entitled to civil rights and is subject to civil responsibility pursuant to the laws, and all acts of the Company shall comply with the laws, regulations and regulatory documents of the PRC and the lawful rights of the shareholders shall be protected. The Company is under the jurisdiction and protection of the laws, regulations and normative documents of the PRC.~~

No.	Articles before Amendments	Proposed Amendments[1]
6	Article 7 The chairman of the Board is the legal representative of the Company.	**Article 8** The chairman of the Board is the legal representative of the Company. **If a director who serves as the legal representative resigns, he/she shall be deemed to have resigned from the position of the legal representative at the same time.** **If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.**
7	/	(New Article) **Article 9** **The Company shall bear the legal consequences arising from civil acts conducted by the legal representative on behalf of the Company.** **Any restrictions on the powers of the legal representative stipulated in the Articles of Association or by the general meeting shall not be enforceable against bona fide counterparty.** **If a legal representative incurs damage on another person through the performance of his duties, the Company shall bear the civil liability. After the Company has assumed the civil liability, it may seek indemnity from the legal representative at fault in accordance with applicable laws or the provisions of the Articles of Association.**

No.	Articles before Amendments	Proposed Amendments[1]
8	Article 9 The entire assets of the Company are divided into equal shares, and the shareholders are liable for the Company to the extent of their subscribed shares, while the Company is liable for its debts to the extent of its entire assets.	**Article 10** The ~~entire assets of the Company are divided into equal shares, and the~~ shareholders are liable for the Company to the extent of their subscribed shares, while the Company is liable for its debts to the extent of its entire assets.
9	Article 10 The Articles of Association has been adopted by the general meeting of the Company. Upon filling for record by the relevant State authorities, the Articles of Association shall take effect as of the date on which the H shares are listed and traded on the Hong Kong Stock Exchange and replace the Articles of Association and its amendments originally filed with the Administration for Market Regulation.	~~Article 10~~ ~~The Articles of Association has been adopted by the general meeting of the Company. Upon filling for record by the relevant State authorities, the Articles of Association shall take effect as of the date on which the H shares are listed and traded on the Hong Kong Stock Exchange and replace the Articles of Association and its amendments originally filed with the Administration for Market Regulation.~~

No.	Articles before Amendments	Proposed Amendments[1]
10	Article 11 As of the date upon which the Articles of Association comes into effect, the Articles of Association shall become a legally binding document regulating the Company's organization and conduct, as well as the rights and obligations between the Company and each shareholder and between the shareholders. The Articles of Association shall be legally binding upon the Company, its shareholders, directors, supervisors, and senior management. All the above persons shall make claims about the rights related to the Company matters and undertake corresponding obligations in accordance with the Articles of Association. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders, shareholders may institute legal proceedings against directors, supervisors, and senior management of the Company, shareholders may institute legal proceedings against the Company, and the Company may institute legal proceedings against shareholders, directors, supervisors, the manager, and other senior management. "Legal proceedings" as referred to in the preceding paragraph include any legal action brought before a court or any arbitration application submitted to an arbitration institution.	Article 11 As of the date upon which the Articles of Association comes into effect, the Articles of Association shall become a legally binding document regulating the Company's organization and conduct, as well as the rights and obligations between the Company and each shareholder and between the shareholders**,**~~.~~ ~~The Articles of Association~~ it shall be legally binding upon the Company, its shareholders, directors, ~~supervisors,~~ and senior management. ~~All the above persons shall make claims about the rights related to the Company matters and undertake corresponding obligations in accordance with the Articles of Association.~~ Pursuant to the Articles of Association, shareholders may institute legal proceedings against ~~other~~ shareholders**,** shareholders may institute legal proceedings against directors~~,~~ ~~supervisors,~~ and senior management of the Company**,** shareholders may institute legal proceedings against the Company**,** and the Company may institute legal proceedings against shareholders, directors~~, supervisors,~~ ~~the manager,~~ and ~~other~~ senior management. ~~"Legal proceedings" as referred to in the preceding paragraph include any legal action brought before a court or any arbitration application submitted to an arbitration institution.~~

No.	Articles before Amendments	Proposed Amendments[1]
11	Article 14 The business purpose of the Company is as follows: Deeply integrating with the application scenarios of the real economy based on the independently-developed full-stack AI core technology, and contributing to the enhancement of the intelligent level of the industry and creating value for society with the "cloud+chip" integrated products and overall solutions. As registered in accordance with the law, the business scope of the Company is as follows: development of computer hardware and software and communications equipment technology, technical services, technical consulting, technology transfer, technology promotion; sales of self-developed software products, medical equipment Class II; computer system integration; arts and crafts design; computer animation design; economic and trade consulting; wholesales of computers, hardware and software and auxiliary equipment, communications equipment; import and export of goods, import and export of technology, and agent for import and export. (Market entities shall independently choose their business items and carry out business activities in accordance with the law. The enterprise was a domestic enterprise before March 19, 2014, and changed to a foreign-invested enterprise on March 19, 2014. For items subject to approval according to law, business activities shall be carried out in line with the items approved by relevant authorities. The enterprise is not allowed to engage in operations that are prohibited or restricted by industrial policies of the State and the city.) The above scope of business shall be subject to the items approved by the competent Administration for Market Regulation. The Company may, based on the changes in domestic and international markets, business development and its own capabilities, adjust its scope of business and complete the relevant formalities for changes according to law.	Article 14 The business purpose of the Company is as follows: Deeply integrating with the application scenarios of the real economy based on the independently-developed full-stack AI core technology, and contributing to the enhancement of the intelligent level of the industry and creating value for society with the "cloud+chip" integrated products and overall solutions. ~~As registered in accordance with the law, the business scope of the Company is as follows: development of computer hardware and software and communications equipment technology, technical services, technical consulting, technology transfer, technology promotion; sales of self-developed software products, medical equipment Class II; computer system integration; arts and crafts design; computer animation design; economic and trade consulting; wholesales of computers, hardware and software and auxiliary equipment, communications equipment; import and export of goods, import and export of technology, and agent for import and export. (Market entities shall independently choose their business items and carry out business activities in accordance with the law. The enterprise was a domestic enterprise before March 19, 2014, and changed to a foreign-invested enterprise on March 19, 2014. For items subject to approval according to law, business activities shall be carried out in line with the items approved by relevant authorities. The enterprise is not allowed to engage in operations that are prohibited or restricted by industrial policies of the State and the city.)~~ ~~The above scope of business shall be subject to the items approved by the competent Administration for Market Regulation. The Company may, based on the changes in domestic and international markets, business development and its own capabilities, adjust its scope of business and complete the relevant formalities for changes according to law.~~

No.	Articles before Amendments	Proposed Amendments[1]
12	/	(paragraphs 2 and 3 of the Article 14 of the original Articles of Association have been moved to this Article) **Article 15** **As registered in accordance with the law, the business scope of the Company is as follows: development of computer hardware and software and communications equipment technology, technical services, technical consulting, technology transfer, technology promotion; sales of self-developed software products, medical equipment Class II; computer system integration; arts and crafts design; computer animation design; economic and trade consulting; wholesales of computers, hardware and software and auxiliary equipment, communications equipment; import and export of goods, import and export of technology, and agent for import and export. (Market entities shall independently choose their business items and carry out business activities in accordance with the law. The enterprise was a domestic enterprise before March 19, 2014, and changed to a foreign-invested enterprise on March 19, 2014. For items subject to approval according to law, business activities shall be carried out in line with the items approved by relevant authorities. The enterprise is not allowed to engage in operations that are prohibited or restricted by industrial policies of the State and the city.)** **The above scope of business shall be subject to the items approved by the competent Administration for Market Regulation. The Company may, based on the changes in domestic and international markets, business development and its own capabilities, adjust its scope of business and complete the relevant formalities for changes according to law.**

No.	Articles before Amendments	Proposed Amendments[1]
13	Chapter 3 SHARES, REGISTERED CAPITAL AND TRANSFER OF SHARES Article 15 Shares of the Company are represented by registered share certificates. The shares issued by the Company shall have a nominal value of RMB1.00 for each share. The RMB as mentioned in the preceding paragraph refers to the legal currency of the PRC.	Chapter 3 SHARES~~, REGISTERED CAPITAL AND TRANSFER OF SHARES~~ **Article 16** Shares of the Company are represented by ~~registered~~ share certificates. ~~The shares issued by the Company shall have a nominal value of RMB1.00 for each share.~~ ~~The RMB as mentioned in the preceding paragraph refers to the legal currency of the PRC.~~
14	Article 16 The Company shall issue shares under the principles of openness, fairness and equality. Each share of the same class shall have the equal rights. For shares issued at the same time, each share shall be issued on the same conditions and at the same price. All entities or individuals subscribing for shares shall pay the same price for each share.	**Article 17** The Company shall issue shares under the principles of openness, fairness and equality. Each share of the same class shall have the equal rights. For shares **of the same class** issued at the same time, each share shall be issued on the same conditions and at the same price. ~~All entities or individuals~~ **The subscribers** subscribing for shares ~~shall~~ pay the same price for each share.

No.	Articles before Amendments	Proposed Amendments[1]
15	Article 17 The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as "domestic shares". The shares issued by the Company for the subscription of investors outside the People's Republic of China in a foreign currency shall be referred to as "foreign shares". Foreign shares listed outside the PRC shall be referred to as "H shares". A holder of domestic shares, a holder of foreign shares, and a holder of H shares are all holders of ordinary shares and shall have the same obligations and rights. The term "foreign currency" in the preceding paragraph shall refer to the legal currency freely convertible in other countries or regions (other than RMB), which is recognized by the State Administration of Foreign Exchange and can be used to pay for the shares to the Company. The term "foreign investors" in the preceding paragraph shall cover such investors from foreign countries or from Hong Kong, Macao or Taiwan as subscribe for shares issued by the Company, and the term "domestic investors" shall cover such investors within the territory of the PRC, excluding the abovementioned regions as subscribe for shares issued by the Company. The H shares issued by the Company which are listed in Hong Kong, namely, the RMB denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars.	**Article 18** **The face value of the par value shares issued by the Company shall be denominated in RMB.** The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as "domestic shares". The shares issued by the Company for the subscription of investors outside the People's Republic of China in a foreign currency shall be referred to as "foreign shares". Foreign shares listed outside the PRC shall be referred to as "H shares". A holder of domestic shares, a holder of foreign shares, and a holder of H shares are all holders of ordinary shares and shall have the same obligations and rights. The term "foreign currency" in the preceding paragraph shall refer to the legal currency freely convertible in other countries or regions (other than RMB), which is recognized by the State Administration of Foreign Exchange and can be used to pay for the shares to the Company. The term "foreign investors" in the preceding paragraph shall cover such investors from foreign countries or from Hong Kong, Macao or Taiwan as subscribe for shares issued by the Company, and the term "domestic investors" shall cover such investors within the territory of the PRC, excluding the abovementioned regions as subscribe for shares issued by the Company. The H shares issued by the Company which are listed in Hong Kong, namely, the RMB denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars.
16	Article 19 The total number of the Company's shares is [•] shares, and the Company's capital structure is [•] ordinary shares.	**Article 20** The ~~total~~ number of the ~~Company's~~ shares **issued** is ~~[•]~~**71,187,593** shares, and the Company's capital structure is ~~[•]~~**71,187,593** ordinary shares.

No.	Articles before Amendments	Proposed Amendments[1]
17	Article 20 The domestic shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited. The H Shares of the Company are mainly under the central depository's custody, which belongs to Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their own names. All transfers of H shares of the Company shall be effected by instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board (including the standard transfer form or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). Where the transferor or transferee is a recognized clearing house as defined by relevant ordinances in force from time to time in accordance with Hong Kong laws or its nominee, the instruments of transfer may be signed by hand or in a machine-imprinted format. All instruments of transfer shall be maintained at the legal address of the Company or such other places as the Board may specify from time to time.	(Article 21 of the original Articles of Association has been moved to the second paragraph of this Article) **Article 21** The domestic shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited. The H Shares of the Company are mainly under the central depository's custody, which belongs to Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their own names. **Unless otherwise specified in the laws, administration regulations, the listing rules in the place where the Company's shares are listed or the Articles of Association, the shares of the Company shall be freely transferable according to law and shall also be free from all liens. The transfer of shares shall be registered with the stock registration institution entrusted by the Company.** All transfers of H shares of the Company shall be effected by instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board (including the standard transfer form or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). Where the transferor or transferee is a recognized clearing house as defined by relevant ordinances in force from time to time in accordance with Hong Kong laws or its nominee, the instruments of transfer may be signed by hand or in a machine-imprinted format. All instruments of transfer shall be maintained at the legal address of the Company or such other places as the Board may specify from time to time.

No.	Articles before Amendments	Proposed Amendments[1]
18	Article 21 Unless otherwise specified in the laws, administration regulations, the listing rules in the place where the Company's shares are listed or the Articles of Association, the shares of the Company shall be freely transferable according to law and shall also be free from all liens. The transfer of shares shall be registered with the stock registration institution entrusted by the Company.	~~Article 21~~ ~~Unless otherwise specified in the laws, administration regulations, the listing rules in the place where the Company's shares are listed or the Articles of Association, the shares of the Company shall be freely transferable according to law and shall also be free from all liens. The transfer of shares shall be registered with the stock registration institution entrusted by the Company.~~
19	Article 23 The shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company. The shares of the Company issued prior to the public offer shall not be transferred within one year from the date when the Company's shares are listed for trading on a stock exchange. The directors, supervisors, and senior management of the Company shall declare the number of shares held by them and the relevant changes. The number of shares transferred each year during the term of office shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within 1 year as of the listing date of the shares of the Company. The aforesaid personnel shall not transfer any shares held by them within six months of their resignation. Where the listing rules of the stock exchange where the Company's shares are listed provide otherwise for restrictions on the transfer of H Shares, such provisions shall apply.	Article 23 ~~The shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company.~~ The shares of the Company issued prior to the public offer shall not be transferred within one year from the date when the Company's shares are listed for trading on a stock exchange. The directors ~~supervisors,~~ and senior management of the Company shall declare the number of shares held by them and the relevant changes. The number of shares transferred each year during the term of office **as determined at the time of taking office** shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within 1 year as of the listing date of the shares of the Company. The aforesaid personnel shall not transfer any shares held by them within six months of their resignation. Where the listing rules of the stock exchange where the Company's shares are listed provide otherwise for restrictions on the transfer of H Shares, such provisions shall apply.

No.	Articles before Amendments	Proposed Amendments[1]
20	Article 24 All or part of the domestic shares can be converted into overseas listed shares that can be listed and traded on overseas stock exchanges. Such shares listed and traded on overseas stock exchanges shall be subject to the regulatory procedures, rules and requirements of the foreign securities market. For conversion and/or transfer as well as the listing and trading of such shares on overseas stock exchanges, there is no need to hold a general meeting or general meeting of class shareholders for voting. After the conversion of domestic shares into overseas listed shares, it shall be in the same class of shares as the original overseas listed shares.	Article 24 All or part of the domestic shares can be converted into overseas listed shares that can be listed and traded on overseas stock exchanges. Such shares listed and traded on overseas stock exchanges shall be subject to the regulatory procedures, rules and requirements of the foreign securities market. For conversion and/or transfer as well as the listing and trading of such shares on overseas stock exchanges, there is no need to hold a general meeting or general meeting of class shareholders for voting. After the conversion of domestic shares into overseas listed shares, it shall be in the same class of shares as the original overseas listed shares.
21	Article 25 The Company or its subsidiaries (including affiliates of the Company) shall not provide assistance to purchasers or potential purchasers of the Company's shares by way of gift, advance, guarantee, compensation or loans.	Article 25 The Company or its subsidiaries (including affiliates of the Company) shall not provide assistance to ~~purchasers or potential purchasers of the Company's shares~~ **acquire shares of the Company or its parent company** by way of gift, advance, guarantee, ~~compensation or loans~~ **borrowings and other forms, except when the Company implements an employee stock ownership plan**. **In compliance with the relevant provisions of laws, administrative regulations and the listing rules of the stock exchange where the company's shares are listed, the Company may, in the interest of the Company, provide financial assistance for others to acquire shares of the Company or the parent company of the Company by a resolution of the general meeting or a resolution of the board of directors adopted as authorized by the Articles of Association or the general meeting, but the cumulative total of financial assistance shall not exceed 10% of the total issued share capital. The resolution of the board of directors shall be adopted by two-thirds or more of all the directors.**

No.	Articles before Amendments	Proposed Amendments[1]
22	Article 26 According to operational and development needs, the Company may, according to the laws and regulations and resolutions of general meetings, increase stock capital pursuant to relevant provisions of the Articles of Association. The Company may increase its capital in the following ways: (I) A public offering of shares; (II) Non-public offering of shares; (III) Allotment of bonus shares to its existing shareholders; (IV) Conversion of capital reserve into share capital; (V) Other methods permitted by the laws and administration regulations and approved by relevant regulatory authorities. The Company's increase in capital by issuing new shares shall be handled in accordance with the procedures provided for the relevant laws, administrative regulations of the PRC and the regulatory rules of the place where the Company's shares are listed after having been approved in accordance with the Articles of Association.	Article 26 According to operational and development needs, the Company may, according to the laws and regulations and resolutions of general meetings, increase stock capital pursuant to relevant provisions of the Articles of Association. The Company may increase its capital in the following ways: (I) ~~A public offering of shares~~ **Issue of shares to unspecified investors**; (II) ~~Non-public offering of shares~~ **Issue of shares to specific investors**; (III) Allotment of bonus shares to its existing shareholders; (IV) Conversion of capital reserve into share capital; (V) Other methods permitted by the laws and administration regulations and approved by relevant regulatory authorities. The Company's increase in capital by issuing new shares shall be handled in accordance with the procedures provided for the relevant laws, administrative regulations of the PRC and the regulatory rules of the place where the Company's shares are listed after having been approved in accordance with the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
23	Article 28 The Company shall not purchase its own shares, except in any of the following circumstances: (I) To decrease the registered capital of the Company; (II) To merge with other companies that hold shares in the Company; (III) To issue shares for employee shareholding schemes or as share incentives; (IV) To request the Company to acquire the shares from shareholders who have voted against the resolutions adopted at a general meeting of shareholders on the merger or division; (V) To satisfy the conversion of the convertible corporate bonds issued by the Company with shares; (VI) To safeguard corporate value and shareholders' equity as the Company deems necessary; (VII) Any other circumstance permitted by the laws, administrative regulations, listing rules of the stock exchange in the place where the listed Company's shares are listed.	Article 28 The Company shall not purchase its own shares, except in any of the following circumstances: (I) To decrease the registered capital of the Company; (II) To merge with other companies that hold shares in the Company; (III) To issue shares for employee shareholding schemes or as share incentives; (IV) To request the Company to acquire the shares from shareholders who have voted against the resolutions adopted at a general meeting of shareholders on the merger or division; (V) To satisfy the conversion of the convertible corporate bonds issued by the Company with shares; (VI) To safeguard corporate value and shareholders' equity as the Company deems necessary; (VII) Any other circumstance permitted by the laws, administrative regulations, listing rules of the stock exchange in the place where the listed Company's shares are listed.

No.	Articles before Amendments	Proposed Amendments[1]
24	Article 29 Where the Company repurchases its shares, a public and centralized trading method or other methods recognized by laws, administrative regulations and the CSRC shall be adopted. Where the Company intends to repurchase its own shares in the situations prescribed in Items (III), (V) and (VI) of paragraph 1 of Article 28 of the Articles of Association, the repurchase shall be conducted through public and centralized trading.	Article 29 Where the Company repurchases its shares, a public and centralized trading method or other methods recognized by laws, administrative regulations, ~~and~~ the CSRC **and securities regulatory authority where the company's shares are listed** shall be adopted. Where the Company intends to repurchase its own shares in the situations prescribed in Items (III), (V) and (VI) of paragraph 1 of Article 28 of the Articles of Association, the repurchase shall be conducted through public and centralized trading.
25	Article 30 Where the Company intends to repurchase its shares for the reasons set out in Items (I) and (II) of Article 28 of the Articles of Association, it shall be subject to the approval at the general meeting in accordance with the provisions of the Articles of Association. Where the Company intends to repurchase its shares for the reasons set out in Items (III), (V) and (VI) of Article 28 hereof, a resolution of the Board meeting attended by more than two-thirds of the directors may be made in accordance with the provisions of the Articles of Association or authorized by the general meeting.	Article 30 Where the Company intends to repurchase its shares for the reasons set out in Items (I) and (II) of Article 28 of the Articles of Association, it shall be subject to the approval at the general meeting in accordance with the provisions of the Articles of Association. Where the Company intends to repurchase its shares for the reasons set out in Items (III), (V) and (VI) of Article 28 hereof, a resolution of the Board meeting attended by more than two-thirds of the directors may be made in accordance with the provisions of the Articles of Association or authorized by the general meeting.

No.	Articles before Amendments	Proposed Amendments[1]
	Where the Company repurchases its shares under the circumstances set out in Item (I) of Article 28 of the Articles of Associations, it shall cancel the shares within ten days from the date of repurchase; where the Company repurchases its shares under the circumstances set out in Item (II) or (IV), it shall transfer or cancel the shares within six months from the date of repurchase. For shares repurchased according to Items (III), (V) or (VI) of Article 28 of the Articles of Associations, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by the Company, and the repurchased shares shall be transferred or canceled within 3 years. Where it is otherwise specified in provisions of the applicable laws, regulations, normative documents and the relevant rules of the securities regulator where the Company's shares are listed on the handling of the matters involved in the aforementioned share repurchase, such provisions shall prevail.	Where the Company repurchases its shares under the circumstances set out in Item (I) of Article 28 of the Articles of Associations, it shall cancel the shares within ten days from the date of repurchase; where the Company repurchases its shares under the circumstances set out in Item (II) or (IV), it shall transfer or cancel the shares within six months from the date of repurchase. For shares repurchased according to Items (III), (V) or (VI) of Article 28 of the Articles of Associations, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by the Company, and the repurchased shares shall be transferred or canceled within 3 years. Where it is otherwise specified in provisions of the applicable laws, regulations, normative documents and the relevant rules of the securities regulator where the Company's shares are listed on the handling of the matters involved in the aforementioned share repurchase, such provisions shall prevail.

No.	Articles before Amendments	Proposed Amendments[1]
26	Article 32 The Company shall have a register of shareholders in accordance with the certificates provided by the securities registration institution. The register of shareholders shall be the sufficient evidence proving the shareholders' holding of the Company's shares. Shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy the equal rights and assume the same obligations.	(Article 33 of the original Articles of Association has been moved to paragraphs 2 to 7 of this Article) Article 32 The Company shall have a register of shareholders in accordance with the certificates provided by the securities registration institution. The register of shareholders shall be the sufficient evidence proving the shareholders' holding of the Company's shares. Shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy the equal rights and assume the same obligations. **The Company may, in accordance with the understanding and agreement reached between the securities regulatory body under the State Council and the overseas securities regulatory authorities, keep the register of shareholders for H shares and appoint overseas agencies to maintain such register. The original register of shareholders of H shares listed in Hong Kong shall be maintained in Hong Kong.** **Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificates are lost, apply to the Company for a replacement share certificate in respect of such shares.** **Where a holder of H shares loses his/her share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of shareholders of overseas-listed shares is maintained.**

No.	Articles before Amendments	Proposed Amendments[1]
		The Company shall ensure that the register of shareholders of H shares is made available for check by shareholders free of charge during business hours of the overseas agent. However, the register of shareholders may be closed on terms equivalent to those set out in Section 632 of the Companies Ordinance. The register of shareholders of H shares may be closed at such time or for such period as determined by the Board, either in respect of the shares generally or any class of shares, after the publication of a notice by way of advertisement in a newspaper widely circulated in Hong Kong or any other newspaper stipulated by the stock exchange in the place where the Company is listed, or by electronic means in a manner accepted by the designated stock exchange, provided that the total closure shall not exceed 30 days each year. The Company shall maintain a duplicate of the register of shareholders of H shares at its place of domicile. The designated overseas agent(s) shall ensure consistency between the original version and the duplicate register of shareholders of H shares at all times. Where there is any inconsistency between the original and the duplicate register of shareholders of H shares, the original shall prevail.

No.	Articles before Amendments	Proposed Amendments[1]
27	Article 33 The Company may, in accordance with the understanding and agreement reached between the securities regulatory body under the State Council and the overseas securities regulatory authorities, keep the register of shareholders for H shares and appoint overseas agencies to maintain such register. The original register of shareholders of H shares listed in Hong Kong shall be maintained in Hong Kong. Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificates are lost, apply to the Company for a replacement share certificate in respect of such shares. Where a holder of H shares loses his/her share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of shareholders of overseas-listed shares is maintained. The Company shall ensure that the register of shareholders of H shares is made available for check by shareholders free of charge during business hours of the overseas agent. However, the register of shareholders may be closed on terms equivalent to those set out in Section 632 of the Companies Ordinance. The register of shareholders of H shares may be closed at such time or for such period as determined by the Board, either in respect of the shares generally or any class of shares, after the publication of a notice by way of advertisement in a newspaper widely circulated in Hong Kong or any other newspaper stipulated by the stock exchange in the place where the Company is listed, or by electronic means in a manner accepted by the designated stock exchange, provided that the total closure shall not exceed 30 days each year.	~~Article 33~~ ~~The Company may, in accordance with the understanding and agreement reached between the securities regulatory body under the State Council and the overseas securities regulatory authorities, keep the register of shareholders for H shares and appoint overseas agencies to maintain such register. The original register of shareholders of H shares listed in Hong Kong shall be maintained in Hong Kong.~~ ~~Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificates are lost, apply to the Company for a replacement share certificate in respect of such shares.~~ ~~Where a holder of H shares loses his/her share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of shareholders of overseas-listed shares is maintained.~~ ~~The Company shall ensure that the register of shareholders of H shares is made available for check by shareholders free of charge during business hours of the overseas agent. However, the register of shareholders may be closed on terms equivalent to those set out in Section 632 of the Companies Ordinance. The register of shareholders of H shares may be closed at such time or for such period as determined by the Board, either in respect of the shares generally or any class of shares, after the publication of a notice by way of advertisement in a newspaper widely circulated in Hong Kong or any other newspaper stipulated by the stock exchange in the place where the Company is listed, or by electronic means in a manner accepted by the designated stock exchange, provided that the total closure shall not exceed 30 days each year.~~

No.	Articles before Amendments	Proposed Amendments[1]
	The Company shall maintain a duplicate of the register of shareholders of H shares at its place of domicile. The designated overseas agent(s) shall ensure consistency between the original version and the duplicate register of shareholders of H shares at all times. Where there is any inconsistency between the original and the duplicate register of shareholders of H shares, the original shall prevail.	~~The Company shall maintain a duplicate of the register of shareholders of H shares at its place of domicile. The designated overseas agent(s) shall ensure consistency between the original version and the duplicate register of shareholders of H shares at all times.~~ ~~Where there is any inconsistency between the original and the duplicate register of shareholders of H shares, the original shall prevail.~~
28	Article 35 The registration of the change of register of shareholders due to share transfer shall not be conducted in 20 days prior to the general meeting or five days prior to the base date for the dividend distribution. Where the laws, regulations or the relevant stock exchanges or the securities regulators in the place where the Company's shares are listed have other provisions on the period during which the share transfer registration is suspended before the general meeting or before the base date on which the Company decides to distribute dividends, such provisions shall prevail.	**Article 34** ~~The registration of the change of register of shareholders due to share transfer shall not be conducted in 20 days prior to the general meeting or five days prior to the base date for the dividend distribution.~~ Where the laws, regulations or the relevant stock exchanges or the securities regulators in the place where the Company's shares are listed have other provisions on the period during which the share transfer registration is suspended before the general meeting or before the base date on which the Company decides to distribute dividends, such provisions shall prevail.
29	Article 34 When the Company intends to convene a general meeting, distribute dividends, enter into liquidation and engage in other activities that require determination of shareholdings, the Board or the convenor of a general meeting shall determine a specific date as equity determination date. The registered shareholders after the market close of the equity determination date shall be the shareholders entitled to the relevant rights and interests.	**Article 35** When the Company intends to convene a general meeting, distribute dividends, enter into liquidation and engage in other activities that require determination of shareholdings, the Board or the convenor of a general meeting shall determine a specific date as equity determination date. The registered shareholders after the market close of the equity determination date shall be the shareholders entitled to the relevant rights and interests.

No.	Articles before Amendments	Proposed Amendments[1]
30	Article 38 The ordinary shareholders of the Company shall be entitled to the following rights: (I) To receive dividends and other distributions in proportion to the number of shares held; (II) To request, convene, chair, attend and vote in person or appoint a proxy to attend and exercise the corresponding speaking and voting rights at general meetings in accordance with the law; (III) To supervise and control the Company's business activities, and make suggestions or inquiries; (IV) To transfer, bestow or pledge the shares they hold according to the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association; (V) To consult the Articles of Association, the register of shareholders, the Company's bond stubs, minutes of general meetings, resolutions of the Board meetings and meetings of the Supervisory Committees, and financial and accounting reports; (VI) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held; (VII) The shareholders disagreeing with the merger or separation resolution made by a general meeting are entitled to ask the Company to acquire their shares;	**Article 37** The ordinary shareholders of the Company shall be entitled to the following rights: (I) To receive dividends and other distributions in proportion to the number of shares held; (II) To request, convene, chair, attend and vote in person or appoint a proxy to attend and exercise the corresponding speaking and voting rights at general meetings in accordance with the law; (III) To supervise and control the Company's business activities, and make suggestions or inquiries; (IV) To transfer, bestow or pledge the shares they hold according to the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association; (V) To consult **and copy** the Articles of Association, the register of shareholders, ~~the Company's bond stubs,~~ minutes of general meetings, resolutions of the Board meetings ~~and meetings of the Supervisory Committees~~, and financial and accounting reports**. Shareholders complying with the provisions may inspect the Company's accounting books and accounting vouchers**; (VI) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held; (VII) The shareholders disagreeing with the merger or separation resolution made by a general meeting are entitled to ask the Company to acquire their shares;

No.	Articles before Amendments	Proposed Amendments[1]
	(VIII) Any other right conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed or the Articles of Association. The Company shall not exercise any power to freeze or otherwise impair the rights attached to any of its shares held by any person having a direct or indirect interest merely because he/she has not disclosed his/her interest to the Company.	(VIII) Any other right conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed or the Articles of Association. The Company shall not exercise any power to freeze or otherwise impair the rights attached to any of its shares held by any person having a direct or indirect interest merely because he/she has not disclosed his/her interest to the Company.
31	Article 39 Any shareholder requesting for check of the relevant information as set forth in the preceding paragraph or for obtaining information shall furnish with the Company written document evidencing the class and quantity of shares he/she holds in the Company and the Company shall comply with such shareholder's request upon verification of his/her shareholder capacity. Shareholders shall keep confidential the Company's trade secrets and make reasonable use of the Company's information in the exercise of the above right to know. Shareholders shall be liable for compensation where they violate their confidentiality obligations and cause damages to the Company.	**Article 38** Any shareholder requesting for ~~check of~~ **inspecting or copying** the relevant **materials of the Company** ~~information as set forth in the preceding paragraph or for obtaining information~~ shall **abide by the provisions of the Company Law, the Securities Law and other laws and administrative regulations, and shall** furnish with the Company written document evidencing the class and quantity of shares he/she holds in the Company ~~and the Company shall comply with such shareholder's request upon verification of his/her shareholder capacity~~. Shareholders shall keep confidential the Company's trade secrets and make reasonable use of the Company's information in the exercise of the above right to know. Shareholders shall be liable for compensation where they violate their confidentiality obligations and cause damages to the Company.

No.	Articles before Amendments	Proposed Amendments[1]
32	Article 40 Shareholders are entitled to request the people's court to invalidate the resolutions of a general meeting or a Board meeting that violates the laws or administrative regulations. Where the convening procedure or voting method of a general meeting or Board meeting contravenes the laws, administrative regulations or the Articles of Association, or the contents of the resolutions contravene the Articles of Association, shareholders shall have the right to request a people's court to cancel them within 60 days as of the date the resolutions are made.	**Article 39** Shareholders are entitled to request the people's court to invalidate the resolutions of a general meeting or a Board meeting that violates the laws or administrative regulations. Where the convening procedure or voting method of a general meeting or Board meeting contravenes the laws, administrative regulations or the Articles of Association, or the contents of the resolutions contravene the Articles of Association, shareholders shall have the right to request a people's court to cancel them within 60 days as of the date the resolutions are made**, except under the circumstances that the convening procedures or voting methods of a general meeting or a meeting of the board of directors only have minor flaws, without causing a substantive impact on the resolution**. **Where the board of directors, shareholders and other relevant parties have disputes over the validity of the resolutions of a general meeting, they shall institute an action with the people's court in a timely manner. Before the people's court renders a judgment or ruling such as cancellation resolution, the relevant party shall implement the resolution of the general meeting. The Company, its directors and senior executives shall diligently perform their duties to ensure the normal operation of the Company.** **Where the people's court renders a judgment or ruling on relevant matters, the Company shall fulfill the obligation of information disclosure in accordance with laws, administrative regulations, and the rules of the CSRC and the stock exchange where the Company's shares are listed.**

No.	Articles before Amendments	Proposed Amendments[1]
33	/	(New Article) **Article 40** **Under any of the following circumstances, a resolution of the general meeting or the meeting of the board of directors of the Company shall not be formed:** **(I) A resolution is adopted without holding a general meeting or a meeting of the board of directors;** **(II) The matters to be resolved are not voted on at a general meeting or a meeting of the board of directors;** **(III) The number of persons present at a meeting or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in Company Law or these Articles of Association;** **(IV) The number of persons voting for the matters to be resolved or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or these Articles of Association.**

No.	Articles before Amendments	Proposed Amendments[1]
34	Article 41 In the event of a violation of laws, administrative regulations or the provisions under the Articles of Association by a director or senior management in performing his/her duties resulting in loss suffered by the Company, the shareholders that solely or collectively hold 1% or more shares of the Company for a continuous period of 180 days shall have the right to make a written request to the Supervisory Committees to file a litigation with a people's court. In the event of a violation of laws, administrative regulations or the provisions under the Articles of Association by supervisors in performing his or her duties that has led to loss and damage suffered by the Company, the shareholders shall have the right to make a written request to the Supervisory Committee to file a litigation with a people's court. Where the Supervisory Committee or the Board refuses to file a lawsuit after receiving shareholders' written request as prescribed in the preceding paragraph, or fails to file a lawsuit within 30 days as of the date of receiving the request, or the situation is so urgent that filing no immediate lawsuit will result in irreparable losses to the Company, shareholders as prescribed in the previous paragraph shall have the right to, in his/her name, directly file a lawsuit to a people's court for the interests of the Company. In the event that any person infringes the lawful interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this Article may file a lawsuit to a people's court in accordance with the provisions of the preceding two paragraphs.	Article 41 In the event of a violation of laws, administrative regulations or the provisions under the Articles of Association by a director or senior management in performing his/her duties resulting in loss suffered by the Company, the shareholders that solely or collectively hold 1% or more shares of the Company for a continuous period of 180 days shall have the right to make a written request to the ~~Supervisory Committees~~ **Audit Committee** to file a litigation with a people's court. In the event of a violation of laws, administrative regulations or the provisions under the Articles of Association by ~~supervisors~~ **the members of the Audit Committee** in performing his or her duties that has led to loss and damage suffered by the Company, the shareholders shall have the right to make a written request to the ~~Supervisory Committee~~ **Board** to file a litigation with a people's court. Where the ~~Supervisory Committee~~ **Audit Committee** or the Board refuses to file a lawsuit after receiving shareholders' written request as prescribed in the preceding paragraph, or fails to file a lawsuit within 30 days as of the date of receiving the request, or the situation is so urgent that filing no immediate lawsuit will result in irreparable losses to the Company, shareholders as prescribed in the previous paragraph shall have the right to, in his/her name, directly file a lawsuit to a people's court for the interests of the Company. In the event that any person infringes the lawful interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this Article may file a lawsuit to a people's court in accordance with the provisions of the preceding two paragraphs.

No.	Articles before Amendments	Proposed Amendments[1]
		Where a director, supervisor, or senior executive of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the provisions of these Articles of Association in execution of his or her functions, causing losses to the Company, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary of the Company, causing losses, a shareholder holding alone or shareholders holding in aggregate 1% or more of the shares of the Company for more than 180 consecutive days may, in accordance with the first three paragraphs of Article 189 of the Company Law, request in writing the board of supervisors or the board of directors of a wholly-owned subsidiary to institute an action in a people's court, or directly institute an action in a people's court in the name of the shareholder or shareholders.
35	Article 43 Shareholders of ordinary shares of the Company shall assume the following obligations: (I) To comply with the laws, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association; (II) To pay subscription moneys for the shares subscribed for in accordance with the agreed manner of payment; (III) No withdrawal from the Company except for the circumstances set out in the relevant laws and administrative regulations;	Article 43 Shareholders of ordinary shares of the Company shall assume the following obligations: (I) To comply with the laws, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association; (II) To pay subscription moneys for the shares subscribed for in accordance with the agreed manner of payment; (III) ~~No withdrawal from the Company except for the circumstances set out in the relevant laws and administrative regulations~~ **Not to withdraw contributions for shares, except as permitted by laws or regulations**;

No.	Articles before Amendments	Proposed Amendments[1]
	(IV) Not to abuse shareholder's rights to damage the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company; (V) To assume other obligations required by the laws, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association. A shareholder of the Company who abuses the rights of shareholders to cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Where any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damages the interests of the creditors of the Company, such shareholder shall bear joint liability for the debts of the Company. Shareholders shall not be liable for making any additional contributions to the share capital other than according to the terms agreed as the subscriber of the shares at the time of subscription.	(IV) Not to abuse shareholder's rights to damage the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company; (V) To assume other obligations required by the laws, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association. A shareholder of the Company who abuses the rights of shareholders to cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Where any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damages the interests of the creditors of the Company, such shareholder shall bear joint liability for the debts of the Company. Shareholders shall not be liable for making any additional contributions to the share capital other than according to the terms agreed as the subscriber of the shares at the time of subscription.
36	Chapter 7 GENERAL MEETINGS Section 1 General Provisions of General Meetings Article 45 The general meeting is the authoritative organization of the Company and shall exercise its power in accordance with law.	Chapter 7 GENERAL MEETINGS Section 1 General Provisions of General Meetings Article 45 The general meeting is the authoritative organization of the Company and shall exercise its power in accordance with law.

No.	Articles before Amendments	Proposed Amendments[1]
37	Article 46 The general meeting shall exercise the following power: (I) To decide on the operating policies and investment plans of the Company; (II) To elect and replace directors and supervisors who are not staff representatives, and to decide on matters relating to their remuneration; (III) To review and approve reports of the Board; (IV) To review and approve reports of the Supervisory Committee; (V) To review and approve the annual financial budgets and final accounts of the Company; (VI) To review and approve the profit distribution plans and loss recovery plans of the Company; (VII) To adopt resolutions on the increase or decrease of the registered capital of the Company; (VIII) To adopt resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company; (IX) To make resolutions on the issuance of corporate bonds or other securities and the public listing plans; (X) To adopt resolutions on the engagement, renewal or non-renewal, or change of accounting firms by the Company; (XI) To amend the Articles of Association;	Article 46 The general meeting shall exercise the following power: ~~(I) To decide on the operating policies and investment plans of the Company;~~ **(I)** To elect and replace directors ~~and supervisors~~ who are not staff representatives, and to decide on matters relating to their remuneration; **(II)** To review and approve reports of the Board; ~~(IV) To review and approve reports of the Supervisory Committee;~~ ~~(V) To review and approve the annual financial budgets and final accounts of the Company;~~ **(III)** To review and approve the profit distribution plans and loss recovery plans of the Company; **(IV)** To adopt resolutions on the increase or decrease of the registered capital of the Company; **(V)** To adopt resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company; **(VI)** To make resolutions on the issuance of corporate bonds or other securities and the public listing plans; **(VII)** To adopt resolutions on the engagement, renewal or non-renewal, or change of accounting firms by the Company; **(VIII)** To amend the Articles of Association;

No.	Articles before Amendments	Proposed Amendments[1]
	(XII) To review and approve the guarantees set out in Article 47 of the Articles of Association; (XIII) To review the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company; (XIV) To review and approve the changes in the use of proceeds; (XV) To review the equity incentive scheme and employee shareholding plan; (XVI) To review other matters to be resolved at the general meeting as required by the law, administrative regulations, department regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed or as prescribed by the Articles of Association. The aforesaid power of the general meeting shall not be exercised by the Board, other organizations or individuals through authorization.	**(IX)** To review and approve the guarantees set out in Article 47 of the Articles of Association; **(X)** To review the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company; **(XI)** To review and approve the changes in the use of proceeds; **(XII)** To review the equity incentive scheme and employee shareholding plan; **(XIII)** To review other matters to be resolved at the general meeting as required by the law, administrative regulations, department regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed or as prescribed by the Articles of Association. **The general meeting may authorize the board of directors to adopt a resolution regarding an offering of corporate bonds.** **Except as otherwise provided by laws, administrative regulations, and rules of the CSRC and the stock exchange where the Company's shares are listed,** the aforesaid power of the general meeting shall not be exercised by the Board, other organizations or individuals through authorization.

No.	Articles before Amendments	Proposed Amendments[1]
38	Article 47 The following external guarantees made by the Company shall be considered and approved by the general meeting. (I) Any guarantee provided after the total amount of the external guarantees provided by the Company and its holding subsidiary exceeds 50% of the audited net assets for the latest period; (II) Any guarantee provided after the total amount of the external guarantees provided by the Company exceeds 30% of the audited total assets for the latest period; (III) The guarantee with its amount provided by the Company within one year exceeds 30% of the Company's audited total assets for the latest period; (IV) The provision of guarantee to anyone whose liability-asset ratio exceeds 70%; (V) The provision of a single guarantee the amount of which exceeds 10% of the latest audited net assets; (VI) The provision of guarantee to shareholders, actual controllers and their connected parties.	Article 47 The following external guarantees made by the Company shall be considered and approved by the general meeting. (I) Any guarantee provided after the total amount of the external guarantees provided by the Company and its holding subsidiary exceeds 50% of the audited net assets for the latest period; (II) Any guarantee provided after the total amount of the external guarantees provided by the Company exceeds 30% of the audited total assets for the latest period; (III) The guarantee with its amount provided by the Company within one year exceeds 30% of the Company's audited total assets for the latest period; (IV) The provision of guarantee to anyone whose liability-asset ratio exceeds 70%; (V) The provision of a single guarantee the amount of which exceeds 10% of the latest audited net assets; (VI) The provision of guarantee to shareholders, actual controllers and their connected parties.
39	Article 48 General meetings include annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and shall be held within six months after the end of the preceding fiscal year.	Article 48 General meetings include annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and shall be held within six months after the end of the preceding fiscal year.

No.	Articles before Amendments	Proposed Amendments[1]
40	Article 49 An extraordinary general meeting shall be convened within two months of the occurrence of any of the following circumstances: (I) The number of directors is less than the number specified in the Company Law or two-thirds of the number as required by the Articles of Association; (II) When the unrecovered losses of the Company have reached one-third of the Company's total amount of paid-up share capital; (III) When shareholders who individually or jointly hold more than 10% of the Company's Shares with voting rights request in writing to convene an extraordinary general meeting; (IV) When the Board deems it necessary to convene the meeting; (V) When the Supervisory Committee proposes to convene a meeting; (VI) When two or more independent directors propose to hold a meeting; (VII) Any other circumstance required by the laws, administrative regulations, departmental rules, rules of the stock exchange where the Company's shares are listed or the Articles of Association.	Article 49 An extraordinary general meeting shall be convened within two months of the occurrence of any of the following circumstances: (I) The number of directors is less than the number specified in the Company Law or two-thirds of the number as required by the Articles of Association; (II) When the unrecovered losses of the Company have reached one-third of the Company's total amount of paid-up share capital; (III) When shareholders who individually or jointly hold more than 10% of the Company's Shares with voting rights request in writing to convene an extraordinary general meeting; (IV) When the Board deems it necessary to convene the meeting; (V) When the ~~Supervisory Committee~~ **Audit Committee** proposes to convene a meeting; (VI) When ~~two or more~~ **more than half of** independent directors propose to hold a meeting; (VII) Any other circumstance required by the laws, administrative regulations, departmental rules, rules of the stock exchange where the Company's shares are listed or the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
41	Article 50 The venue of convening a general meeting of the Company shall be the domicile of the Company or other specific location notified by the convener of the general meeting. A general meeting shall usually be in the form of the physical meeting to be held on-site. However, so far as permitted by the securities regulatory authority, such meeting may also be held in such other manners as shall be recognized or required by the securities regulatory authority. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.	Article 50 The venue of convening a general meeting of the Company shall be the domicile of the Company or other specific location notified by the convener of the general meeting. ~~A general meeting shall usually be in the form of the physical meeting to be held on-site. However, so far as permitted by the securities regulatory authority, such meeting may also be held in such other manners as shall be recognized or required by the securities regulatory authority. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.~~
42	/	(New Article) **Article 51** **The general meeting should normally be held in the form of on-site meetings, but with the permission of the securities regulatory authorities, it may also be held by other electronic means such as telephone conferences, video conferences, online conferences, etc. approved or required by the securities regulatory authorities. When a company convenes a general meeting electronically, it must ensure that participating shareholders can engage in real-time communication and discussion and vote through modern information technology, such as online voting platforms. Shareholders participating in the general meeting through these means will be deemed present.**

No.	Articles before Amendments	Proposed Amendments[1]
43		(New Article) **Article 52** **If, in accordance with the regulations of the securities regulatory authority where the Company's shares are listed, the Company should hold a general meeting of class shareholders for individual major matters, the procedures for convening and voting at the relevant general meeting of class shareholders shall be implemented in accordance with the relevant provisions of the general meeting of shareholders in this Chapter.**
44	Section 2 Proposing and Convening of General Meeting Article 51 An extraordinary general meeting (EGM) may be convened upon proposal by independent non-executive directors to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal. When agreeing to convene an extraordinary general meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. Where the Board does not agree to convene such meeting, the reasons shall be stated and announced.	Section 2 Proposing and Convening of General Meeting **Article 53** **The board of directors shall convene general meetings on time within the prescribed time limit.** **With the consent of more than half of all independent non-executive directors, an** extraordinary general meeting (EGM) may be convened upon proposal by independent non-executive directors to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal. When agreeing to convene an extraordinary general meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. Where the Board does not agree to convene such meeting, the reasons shall be stated and announced.

No.	Articles before Amendments	Proposed Amendments[1]
45	Article 52 The Supervisory Committee shall be entitled to make a proposal in writing to the Board on convening an extraordinary general meeting. The Board shall, in accordance with the law, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal. Where the Board agrees to convene the extraordinary general meeting, it shall serve a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original request in the notice shall be agreed by the Supervisory Committee. Where the Board disagrees to convene such a meeting, or fails to reply within 10 days upon receipt of the proposal, it shall be deemed that the Board cannot or does not perform its duty of convening the general meeting, and the Supervisory Committee may convene and preside over it by itself.	**Article 54** The ~~Supervisory Committee~~ **Audit Committee** shall be entitled to make a proposal in writing to the Board on convening an extraordinary general meeting. The Board shall, in accordance with the law, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal. Where the Board agrees to convene the extraordinary general meeting, it shall serve a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original request in the notice shall be agreed by the ~~Supervisory Committee~~ **Audit Committee**. Where the Board disagrees to convene such a meeting, or fails to reply within 10 days upon receipt of the proposal, it shall be deemed that the Board cannot or does not perform its duty of convening the general meeting, and the ~~Supervisory Committee~~ **Audit Committee** may convene and preside over it by itself.
46	Article 53 Shareholders individually or jointly holding 10% or more of the voting shares of the Company (on a one share for one vote basis) shall have the right to request the Board to convene an EGM, and shall make such request to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, and the Articles of Association, give a written reply on whether to convene the EGM or not within 10 days after receipt of the proposal.	**Article 55** Shareholders individually or jointly holding 10% or more of the voting shares of the Company (on a one share for one vote basis) shall have the right to request the Board to convene an EGM, and shall make such request to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, and the Articles of Association, give a written reply on whether to convene the EGM or not within 10 days after receipt of the proposal.

No.	Articles before Amendments	Proposed Amendments[1]
	Where the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original proposal in the notice shall be agreed by the relevant shareholders. Where the Board disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting. Where the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receiving the request. Any change made to the original proposal in the notice shall be agreed by the relevant Shareholders. Where the Supervisory Committee fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the Supervisory Committee does not convene and preside over the general meeting, and Shareholders holding individually or in aggregate more than 10% of the Shares of the Company for more than 90 consecutive days can convene and preside over the general meeting by themselves.	Where the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original proposal in the notice shall be agreed by the relevant shareholders. Where the Board disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the ~~Supervisory Committee~~ **Audit Committee** in writing to convene an extraordinary general meeting. Where the ~~Supervisory Committee~~ **Audit Committee** agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receiving the request. Any change made to the original proposal in the notice shall be agreed by the relevant Shareholders. Where the ~~Supervisory Committee~~ **Audit Committee** fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the ~~Supervisory Committee~~ **Audit Committee** does not convene and preside over the general meeting, and Shareholders holding individually or in aggregate more than 10% of the Shares of the Company for more than 90 consecutive days can convene and preside over the general meeting by themselves.

No.	Articles before Amendments	Proposed Amendments[1]
47	Article 54 Where the Supervisory Committee or shareholders convenes a meeting by themselves in accordance with the provisions of this section, a written notice shall be submitted to the Board. The Board and the secretary to the Board shall cooperate in terms of such meetings. The Board shall provide the register of shareholders on the date of equity registration. Before the announcement of the resolution of the general meeting is made, the shareholders convening the meeting shall hold not less than 10% of the shares. Where the Supervisory Committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.	**Article 56** Where the ~~Supervisory Committee~~ **Audit Committee** or shareholders convenes a meeting by themselves in accordance with the provisions of this section, a written notice shall be submitted to the Board. The Board and the secretary to the Board shall cooperate in terms of such meetings. The Board shall provide the register of shareholders on the date of equity registration. Before the announcement of the resolution of the general meeting is made, the shareholders convening the meeting shall hold not less than 10% of the shares. Where the ~~Supervisory Committee~~ **Audit Committee** or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.
48	Section 3 Proposals and Notices of General Meetings Article 55 The contents of the proposals to be raised shall be within the terms of reference of the general meeting. It shall have definite topics to discuss and specific matters to resolve, and shall be in compliance with relevant requirements of the laws, administrative regulations, the listing rules of the place where the Company's shares are listed, and the Articles of Association.	Section 3 Proposals and Notices of General Meetings **Article 57** The contents of the proposals to be raised shall be within the terms of reference of the general meeting. It shall have definite topics to discuss and specific matters to resolve, and shall be in compliance with relevant requirements of the laws, administrative regulations, the listing rules of the place where the Company's shares are listed, and the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
49	Article 56 When the Company intends to convene a general meeting, the Board of Directors, the Supervisory Committee, and the shareholder(s) individually or jointly holding not less than 1% of the shares with voting rights of the Company shall have the right to make proposals to the Company. The shareholders individually or jointly holding not less than 1% of the Company's shares with voting rights may raise ad hoc proposals and submit them to the convenor in writing ten days before the general meeting is held. The convenor shall issue a supplemental notice of general meeting and make a public announcement of the contents of such extempore motion within 2 days after receipt of the motion. The contents of such extempore motion shall fall within the terms of reference of the general meeting, with definite topics to discuss and specific matters to resolve. Except as provided in the preceding paragraph, the convenor, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals. The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or those not in conformity with Article 53 of the Articles of Association.	**Article 58** When the Company intends to convene a general meeting, the Board of Directors, the ~~Supervisory Committee~~ **Audit Committee**, and the shareholder(s) individually or jointly holding not less than 1% of the shares with voting rights of the Company shall have the right to make proposals to the Company. The shareholders individually or jointly holding not less than 1% of the Company's shares with voting rights may raise ad hoc proposals and submit them to the convenor in writing ten days before the general meeting is held. The convenor shall issue a supplemental notice of general meeting and make a public announcement of the contents of such extempore motion within 2 days after receipt of the motion. The contents of such extempore motion shall fall within the terms of reference of the general meeting, with definite topics to discuss and specific matters to resolve. Except as provided in the preceding paragraph, the convenor, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals. The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or those not in conformity with ~~Article 53~~ **Article 57** of the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
50	Article 57 Where an annual general meeting is convened by the Company, it shall issue a notice 20 days prior to the convening of the meeting to all registered shareholders. Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 days prior to the convening of the meeting to all registered shareholders. When calculating the starting date, the date of the meeting shall be excluded.	**Article 59** Where an annual general meeting is convened by the Company, it shall issue a notice 20 days prior to the convening of the meeting to all registered shareholders. Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 days prior to the convening of the meeting to all registered shareholders. When calculating the starting date, the date of the meeting shall be excluded.
51	Article 58 A notice of general meeting shall include the following: (I) the time, venue and date of the meeting; (II) the matters and proposals to be considered at the meeting; (III) a conspicuous statement that all ordinary shareholders are entitled to attend the general meeting and may appoint in writing proxies to attend and vote at the meeting on his/her behalf and such proxies need not be shareholders of the Company; (IV) the date of equity registration for shareholders who are entitled to attend the general meeting; (V) the names and telephone numbers of the permanent contact persons for the matters of the general meeting; (VI) the time and procedure for online voting or other means of voting at the meeting.	**Article 60** A notice of general meeting shall include the following: (I) the time, venue and date of the meeting; (II) the matters and proposals to be considered at the meeting; (III) a conspicuous statement that all ordinary shareholders are entitled to attend the general meeting and may appoint in writing proxies to attend and vote at the meeting on his/her behalf and such proxies need not be shareholders of the Company; (IV) the date of equity registration for shareholders who are entitled to attend the general meeting; (V) the names and telephone numbers of the permanent contact persons for the matters of the general meeting; (VI) the time and procedure for online voting or other means of voting at the meeting.

No.	Articles before Amendments	Proposed Amendments[1]
52	Article 59 For matters regarding the election of directors and supervisors, the notice of general meeting shall adequately disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following: (I) Personal particulars on education, working experience, any part-time job, etc.; (II) Whether there are any connected relationships between the Company and its controlling shareholders and de facto controller; (III) Disclosure of the shareholdings in the Company; (IV) Whether or not they have been penalized by CSRC or other relevant authorities or disciplinary actions by any stock exchange. Apart from directors and supervisors elected through the cumulative voting system, each candidate of director or supervisor shall be separately proposed.	**Article 61** For matters regarding the election of **non-employee representative** directors ~~and supervisors~~, the notice of general meeting shall adequately disclose the detailed information of the candidates ~~for such directors and supervisors~~, which shall at least include the following: (I) Personal particulars on education, working experience, any part-time job, etc.; (II) Whether there are any connected relationships between the Company and its controlling shareholders and de facto controller; (III) Disclosure of the shareholdings in the Company; (IV) Whether or not they have been penalized by CSRC or other relevant authorities or disciplinary actions by any stock exchange. Apart from directors ~~and supervisors~~ elected through the cumulative voting system, each candidate of director ~~or supervisor~~ shall be separately proposed.

No.	Articles before Amendments	Proposed Amendments[1]
53	Article 60 Notices of general meetings shall be delivered to the shareholders (regardless of whether they are entitled to vote at such meetings) either in person or by prepaid mail to the addresses recorded in the register of shareholders. Subject to compliance with applicable laws, regulations and the listing rules, such notices may also be published on the Company's website, on the website designated by the stock exchange in the place where the Company's shares are listed, or in designated newspapers. Once published, such notices shall be deemed to have been received by all holders of H shares. For holders of domestic shares, such notices may also be given by publishing an announcement. If the securities regulatory authority and the stock exchange in the place where the Company's shares are listed require the Company to send, mail, distribute, issue, publish or otherwise provide corporate communications in both English and Chinese, the Company may, subject to compliance with applicable laws and regulations and provided that appropriate arrangements have been made to ascertain whether its shareholders wish to receive the English version only or the Chinese version only, send to such shareholders the English version only or the Chinese version only of such corporate communications (including but not limited to notices of general meetings, shareholder circulars, annual reports, interim reports and quarterly reports) (in accordance with their stated preference).	**Article 62** Notices of general meetings shall be delivered to the shareholders (regardless of whether they are entitled to vote at such meetings) either in person or by prepaid mail to the addresses recorded in the register of shareholders. Subject to compliance with applicable laws, regulations and the listing rules, such notices may also be published on the Company's website, on the website designated by the stock exchange in the place where the Company's shares are listed, or in designated newspapers. Once published, such notices shall be deemed to have been received by all holders of H shares. For holders of domestic shares, such notices may also be given by publishing an announcement. If the securities regulatory authority and the stock exchange in the place where the Company's shares are listed require the Company to send, mail, distribute, issue, publish or otherwise provide corporate communications in both English and Chinese, the Company may, subject to compliance with applicable laws and regulations and provided that appropriate arrangements have been made to ascertain whether its shareholders wish to receive the English version only or the Chinese version only, send to such shareholders the English version only or the Chinese version only of such corporate communications (including but not limited to notices of general meetings, shareholder circulars, annual reports, interim reports and quarterly reports) (in accordance with their stated preference).

No.	Articles before Amendments	Proposed Amendments[1]
54	Article 61 After the notices of general meetings are given, the general meetings shall not be postponed or canceled, and the proposals set out in the notices shall not be canceled, without proper reason. In the event of any postponement or cancellation of a general meeting, the convenor shall make an announcement at least two working days prior to the originally scheduled date of the meeting and shall explain the reasons therefor. Where the listing rules of the stock exchange in the place where the Company's shares are listed contain other provisions in respect of the foregoing matters, such provisions shall prevail.	**Article 63** After the notices of general meetings are given, the general meetings shall not be postponed or canceled, and the proposals set out in the notices shall not be canceled, without proper reason. In the event of any postponement or cancellation of a general meeting, the convenor shall make an announcement at least two working days prior to the originally scheduled date of the meeting and shall explain the reasons therefor. Where the listing rules of the stock exchange in the place where the Company's shares are listed contain other provisions in respect of the foregoing matters, such provisions shall prevail.
55	Section 4 Convening of General Meetings Article 63 The Board of Directors of the Company and other convenors shall take necessary measures to ensure the proper order of the general meetings. Any acts that disrupt the general meetings, provoke disturbances, or infringe upon the legitimate rights and interests of shareholders shall be dealt with by taking appropriate measures to stop them and shall be promptly reported to the relevant authorities for investigation and handling.	Section 4 Convening of General Meetings **Article 65** The Board of Directors of the Company and other convenors shall take necessary measures to ensure the proper order of the general meetings. Any acts that disrupt the general meetings, provoke disturbances, or infringe upon the legitimate rights and interests of shareholders shall be dealt with by taking appropriate measures to stop them and shall be promptly reported to the relevant authorities for investigation and handling.

No.	Articles before Amendments	Proposed Amendments[1]
56	Article 64 All the shareholders registered on the date of equity registration shall be entitled to attend the general meeting and exercise his/her voting right in accordance with relevant laws, regulations, the listing rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons as his/her proxies to attend, speak and vote on his/her behalf. Every shareholder shall be entitled to appoint a proxy who needs not necessarily be a member of the Company; every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person (Where the shareholder is a recognised clearing house (or its nominee) as defined by the relevant ordinance or statute from time to time in Hong Kong, he/she may appoint one or more persons). A corporation may execute a form of proxy under the hand of a duly authorized officer.	**Article 66** All the shareholders registered on the date of equity registration shall be entitled to attend the general meeting and exercise his/her voting right in accordance with relevant laws, regulations, the listing rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons as his/her proxies to attend, speak and vote on his/her behalf. Every shareholder shall be entitled to appoint a proxy who needs not necessarily be a member of the Company; every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person (Where the shareholder is a recognised clearing house (or its nominee) as defined by the relevant ordinance or statute from time to time in Hong Kong, he/she may appoint one or more persons). A corporation may execute a form of proxy under the hand of a duly authorized officer.

No.	Articles before Amendments	Proposed Amendments[1]
	Where such shareholder is a Recognized Clearing House (or its nominee) as defined in the relevant ordinances or regulations made in Hong Kong from time to time, it may authorize one or more persons or corporate representatives as it deems fit to act as its representative(s) at any general meeting, creditors meeting, or any class meeting, provided that, if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect to which person is so authorized, and shall be signed by the authorized persons of the Recognized Clearing House. A person so authorized may act on behalf of the Recognized Clearing House (or its nominee) to attend the meeting (without the need to produce share certificates, notarized authorizations and/or further evidence to prove his or her formal authorization), speak at the meeting and exercise rights as if such person were an individual shareholder of the Company.	Where such shareholder is a Recognized Clearing House (or its nominee) as defined in the relevant ordinances or regulations made in Hong Kong from time to time, it may authorize one or more persons or corporate representatives as it deems fit to act as its representative(s) at any general meeting, creditors meeting, or any class meeting, provided that, if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect to which person is so authorized, and shall be signed by the authorized persons of the Recognized Clearing House. A person so authorized may act on behalf of the Recognized Clearing House (or its nominee) to attend the meeting (without the need to produce share certificates, notarized authorizations and/or further evidence to prove his or her formal authorization), speak at the meeting and exercise rights as if such person were an individual shareholder of the Company.
57	Article 65 Individual shareholders attending the meeting in person should present their personal ID card or other valid documents or proof capable of indicating their identity, and their stock account card; Where a proxy is appointed to attend the meeting, the proxy shall present his/her own valid identification documents and the appointing shareholder's proxy form. Corporate shareholders shall be represented at the meeting by their legal representative or a proxy authorized by the legal representative. If the legal representative attends the meeting, he/she shall present his/her personal ID card and valid proof of his/her qualification as the legal representative; if a proxy attends the meeting, the proxy shall present his/her own personal ID card and a written proxy form lawfully issued by the legal representative of the corporate shareholder entity (excluding Recognized Clearing House or its nominee).	**Article 67** Individual shareholders attending the meeting in person should present their personal ID card or other valid documents or proof capable of indicating their identity~~, and their stock account card~~; Where a proxy is appointed to attend the meeting, the proxy shall present his/her own valid identification documents and the appointing shareholder's proxy form. Corporate shareholders shall be represented at the meeting by their legal representative or a proxy authorized by the legal representative. If the legal representative attends the meeting, he/she shall present his/her personal ID card and valid proof of his/her qualification as the legal representative; if a proxy attends the meeting, the proxy shall present his/her own personal ID card and a written proxy form lawfully issued by the legal representative of the corporate shareholder entity (excluding Recognized Clearing House or its nominee).

No.	Articles before Amendments	Proposed Amendments[1]
58	Article 66 The appointment of a proxy shall be in writing and signed by the appointing shareholder or his/her attorney duly authorized in writing; where the appointing shareholder is a legal person, such appointment shall be affixed with its seal or signed by its director or attorney duly authorized. The proxy form issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information: (I) Name of the proxy; (II) Whether the proxy has the voting right; (III) Indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of the general meeting; (IV) Date of signing and term of validity of the proxy form; (V) Signature (or seal) of the principal; where the appointing shareholder is a legal person, such appointment shall be affixed with its seal or signed by its director or attorney duly authorized; (VI) Number of shares of the principal represented by the proxy; (VII) Where several persons are appointed as proxies, the proxy form should specify the number of shares represented by each proxy.	**Article 68** The appointment of a proxy shall be in writing and signed by the appointing shareholder or his/her attorney duly authorized in writing; where the appointing shareholder is a legal person, such appointment shall be affixed with its seal or signed by its director or attorney duly authorized. The proxy form issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information: **(I) The name or title of the principal, the class and number of company shares held;** **(II)** Name **or title** of the proxy; ~~(II) Whether the proxy has the voting right;~~ (III) **Specific instructions from shareholders, including instructions on whether to vote in favor, against, or abstain on** ~~Indication of consent, objection or abstention concerning~~ each proposal to be resolved on the agenda of the general meeting; (IV) Date of signing and term of validity of the proxy form; (V) Signature (or seal) of the principal; where the appointing shareholder is a legal person, such appointment shall be affixed with its seal or signed by its director or attorney duly authorized; ~~(VI) Number of shares of the principal represented by the proxy;~~ ~~(VII) Where several persons are appointed as proxies, the proxy form should specify the number of shares represented by each proxy.~~

No.	Articles before Amendments	Proposed Amendments[1]
59	Article 67 Where the proxy form for proxy voting is signed by a person authorized by the principal to do so, the letter of authorization for such signing or other authorizing documents shall be notarized. The notarized letter of authorization or other authorizing documents, along with the proxy form, shall be kept at the Company's registered address or another location specified in the notice convening the meeting twenty-four hours before the relevant meeting or twenty-four hours before the appointed voting time. Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.	**Article 69** Where the proxy form for proxy voting is signed by a person authorized by the principal to do so, the letter of authorization for such signing or other authorizing documents shall be notarized. The notarized letter of authorization or other authorizing documents, along with the proxy form, shall be kept at the Company's registered address or another location specified in the notice convening the meeting twenty-four hours before the relevant meeting or twenty-four hours before the appointed voting time. Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.
60	Article 71 Where a director, supervisor or senior management is required to attend a general meeting, such director, supervisor or senior management shall attend the meeting and answer the inquiries from shareholders.	**Article 73** Where a director~~, supervisor~~ or senior management is required to attend a general meeting, such director~~, supervisor~~ or senior management shall attend the meeting and answer the inquiries from shareholders.

No.	Articles before Amendments	Proposed Amendments[1]
61	Article 72 The general meeting shall be convened and presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his/her duties for any reason, the deputy chairman of the Board shall preside over the meeting (if the Company has two or more deputy chairmen, the deputy chairman elected by more than half of the directors shall preside over the meeting). If the Company has no deputy chairman, or the deputy chairman is unable or fails to perform his/her duties, a director elected by more than half of the directors shall preside over the meeting. A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, the deputy chairman of the Supervisory Committee shall preside over the meeting. If the deputy chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall preside over the meeting. If a general meeting is convened by the shareholders, the convenor shall elect a representative to preside over the meeting. During the course of a general meeting, if the meeting chairperson violates the procedural rules so that the meeting cannot proceed, upon approval by the shareholders present at the meeting holding more than half of the voting rights, the meeting may elect one person to act as the chairperson to continue the meeting.	**Article 74** The general meeting shall be convened and presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his/her duties for any reason, the deputy chairman of the Board shall preside over the meeting (if the Company has two or more deputy chairmen, the deputy chairman elected by more than half of the directors shall preside over the meeting). If the Company has no deputy chairman, or the deputy chairman is unable or fails to perform his/her duties, a director elected by more than half of the directors shall preside over the meeting. A general meeting convened by the ~~Supervisory Committee~~ **Audit Committee** shall be presided over by the chairman of the ~~Supervisory Committee~~ **Audit Committee**. If the chairman of the ~~Supervisory Committee~~ **Audit Committee** is unable or fails to perform his/her duties, the deputy chairman of the ~~Supervisory Committee~~ **Audit Committee** shall preside over the meeting. If the deputy chairman of the ~~Supervisory Committee~~ **Audit Committee** is unable or fails to perform his/her duties, a ~~supervisor~~ **member of the Audit Committee** elected by more than half of the ~~supervisors~~ **members of the Audit Committee** shall preside over the meeting. If a general meeting is convened by the shareholders, the convenor shall elect a representative to preside over the meeting. During the course of a general meeting, if the meeting chairperson violates the procedural rules so that the meeting cannot proceed, upon approval by the shareholders present at the meeting holding more than half of the voting rights, the meeting may elect one person to act as the chairperson to continue the meeting.

No.	Articles before Amendments	Proposed Amendments[1]
62	Article 73 The Company shall formulate rules of procedure for the general meeting, and specify the convening and voting procedures of the general meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and announcement thereof, as well as the principle of authorization of the general meeting to the Board. The content of authorization shall be clear and specific. The rules of procedure for the general meeting shall be drafted by the Board and approved by the general meeting.	**Article 75** The Company shall formulate rules of procedure for the general meeting, and specify the convening and voting procedures of the general meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and announcement thereof, as well as the principle of authorization of the general meeting to the Board. The content of authorization shall be clear and specific. The rules of procedure for the general meeting shall be drafted by the Board and approved by the general meeting.
63	Article 74 At the annual general meeting, the Board and the Supervisory Committee shall report on their work for the past year to the general meeting. Each independent non-executive director shall also present a work report.	**Article 76** At the annual general meeting, the Board ~~and the Supervisory Committee~~ shall report on their work for the past year to the general meeting. Each independent non-executive director shall also present a work report.
64	Article 75 Directors, supervisors and senior management shall provide explanations regarding and answer the inquiries and suggestions from shareholders at the general meeting.	**Article 77** Directors~~, supervisors~~ and senior management shall provide explanations regarding and answer the inquiries and suggestions from shareholders at the general meeting.

No.	Articles before Amendments	Proposed Amendments[1]
65	Article 77 Minutes shall be prepared for general meetings by the secretary to the Board. The meeting minutes shall consist of the following: (I) Time, venue and agenda of the meeting and name of the convenor; (II) The name of the chairman of the meeting and the names of the directors, supervisors and senior management attending or present at the meeting; (III) The numbers of shareholders (including holders of domestic shares and H shares (if any)) and proxies attending the meeting, total number of shares with voting rights they represent and their respective percentage to the total shares of the Company; (IV) The process of review and discussion, summary of any speech and voting results of each proposal; (V) Shareholders' questions, opinions or suggestions and corresponding answers or explanations; (VI) Names of vote counters and scrutinizers of the voting; (VII) Other contents to be included as specified in the Articles of Association.	**Article 79** Minutes shall be prepared for general meetings by the secretary to the Board. The meeting minutes shall consist of the following: (I) Time, venue and agenda of the meeting and name of the convenor; (II) The name of the chairman of the meeting and the names of the directors~~,~~ ~~supervisors~~ and senior management attending or present at the meeting; (III) The numbers of shareholders (including holders of domestic shares and H shares (if any)) and proxies attending the meeting, total number of shares with voting rights they represent and their respective percentage to the total shares of the Company; (IV) The process of review and discussion, summary of any speech and voting results of each proposal; (V) Shareholders' questions, opinions or suggestions and corresponding answers or explanations; (VI) Names of vote counters and scrutinizers of the voting; (VII) Other contents to be included as specified in the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
66	Article 78 The convenor shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, supervisors, secretary of the Board, convenor or their representative who attended the meeting, and he chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the proxy form for attendance, and the valid data for the on-line and other forms of voting for a period of not less than ten years.	**Article 80** The convenor shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, ~~supervisors,~~ secretary of the Board, convenor or their representative who attended the meeting, and he chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the proxy form for attendance, and the valid data for the on-line and other forms of voting for a period of not less than ten years.
67	Article 79 The convenor shall ensure that the general meeting is conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure and other special causes, the convenor shall take necessary measures to resume the meeting or directly terminate that meeting as soon as practicable followed by a timely public announcement and report in accordance with the laws, regulations or listing rules of the stock exchange in the place where the shares of the Company are listed.	**Article 81** The convenor shall ensure that the general meeting is conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure and other special causes, the convenor shall take necessary measures to resume the meeting or directly terminate that meeting as soon as practicable followed by a timely public announcement and report in accordance with the laws, regulations or listing rules of the stock exchange in the place where the shares of the Company are listed.

No.	Articles before Amendments	Proposed Amendments[1]
68	Section 5 Voting and Resolutions at General Meetings Article 80 Resolutions of a general meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of a general meeting shall be adopted by more than half of the voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions of a general meeting shall be adopted by more than two-thirds of the voting rights held by the shareholders (including their proxies) attending the meeting.	Section 5 Voting and Resolutions at General Meetings **Article 82** Resolutions of a general meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of a general meeting shall be adopted by more than half of the voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions of a general meeting shall be adopted by more than two-thirds of the voting rights held by the shareholders (including their proxies) attending the meeting.
69	Article 81 Shareholders (including their proxies) shall have the right to speak at general meetings and, when voting at general meetings, exercise their voting rights by the number of shares with voting rights they represent. Each share shall carry one voting right. On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his/her votes in the same way. The Company's shares held by any company have no voting rights, and such shares are not included in the total number of shares with voting rights present at general meetings. Subject to and conditional upon compliance with applicable laws, regulations or requirements of the listing rules of the stock exchange in the place where the shares of the Company are listed, the Board, independent non-executive directors and other shareholders who qualify with relevant specified conditions may solicit for the voting rights from shareholders.	**Article 83** Shareholders (including their proxies) shall have the right to speak at general meetings and, when voting at general meetings, exercise their voting rights by the number of shares with voting rights they represent. Each share shall carry one voting right. On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his/her votes in the same way. The Company's shares held by any company have no voting rights, and such shares are not included in the total number of shares with voting rights present at general meetings. Subject to and conditional upon compliance with applicable laws, regulations or requirements of the listing rules of the stock exchange in the place where the shares of the Company are listed, the Board, independent non-executive directors and other shareholders who qualify with relevant specified conditions may solicit for the voting rights from shareholders.

No.	Articles before Amendments	Proposed Amendments[1]
	When the general meeting considers matters (e.g. related party transactions, or when certain shareholders have a material interest in the matters to be considered), the relevant shareholders shall not participate in voting, and the number of shares with voting rights they represent shall not be counted in the total number of valid votes if so specified in the applicable laws, regulations, or the listing rules of the stock exchange in the place where the Company's shares are listed. The announcement on resolutions of the general meeting shall fully disclose the voting results of such relevant shareholders. If, in accordance with applicable laws and regulations and the listing rules of the stock exchange in the place where the Company's shares are listed, any shareholder is required to abstain from voting or is restricted to voting for or against any individual resolution, any vote cast by the shareholder (or his/her proxy) in contravention thereof shall not be counted in the voting results.	When the general meeting considers matters (e.g. related party transactions, or when certain shareholders have a material interest in the matters to be considered), the relevant shareholders shall not participate in voting, and the number of shares with voting rights they represent shall not be counted in the total number of valid votes if so specified in the applicable laws, regulations, or the listing rules of the stock exchange in the place where the Company's shares are listed. The announcement on resolutions of the general meeting shall fully disclose the voting results of such relevant shareholders. If, in accordance with applicable laws and regulations and the listing rules of the stock exchange in the place where the Company's shares are listed, any shareholder is required to abstain from voting or is restricted to voting for or against any individual resolution, any vote cast by the shareholder (or his/her proxy) in contravention thereof shall not be counted in the voting results.

No.	Articles before Amendments	Proposed Amendments[1]
70	Article 82 The following matters shall be resolved by way of an ordinary resolution of the general meeting: (I) Work reports of the Board and the Supervisory Committee; (II) Profit distribution proposals and proposals for making up losses formulated by the Board; (III) The appointment and removal of non-employee representative supervisors among members of the Board and members of the Supervisory Committee; (IV) Remuneration of the members of the Board and the Supervisory Committee and the payment method of their remuneration; (V) Annual budget plan and final accounts plan of the Company; (VI) Annual report of the Company; (VII) Matters other than those requiring the approval by way of special resolutions according to laws, administrative regulations, listing rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association.	**Article 84** The following matters shall be resolved by way of an ordinary resolution of the general meeting: (I) Work reports of the Board~~ and the Supervisory Committee~~; (II) Profit distribution proposals and proposals for making up losses formulated by the Board; **(III) The appointment and removal of non-employee representative directors, and the remuneration and payment methods of such directors;** ~~(III) The appointment and removal of non-employee representative supervisors among members of the Board and members of the Supervisory Committee;~~ ~~(IV) Remuneration of the members of the Board and the Supervisory Committee and the payment method of their remuneration;~~ ~~(V) Annual budget plan and final accounts plan of the Company;~~ ~~(VI) Annual report of the Company;~~ **(IV)** Matters other than those requiring the approval by way of special resolutions according to laws, administrative regulations, listing rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
71	Article 83 The following matters shall be resolved by way of a special resolution of the general meeting: (I) Increase or reduction of the Company's registered capital; (II) Division, spin-off, merger, dissolution and liquidation or change of the organizational form of the Company; (III) Amendment to the Articles of Association; (IV) Purchase or disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company; (V) Equity incentive scheme; (VI) Other matters required by laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association, and those that the general meeting by way of an ordinary resolution deems to have a significant impact on the Company and require adoption by way of a special resolution.	**Article 85** The following matters shall be resolved by way of a special resolution of the general meeting: (I) Increase or reduction of the Company's registered capital; (II) Division, spin-off, merger, dissolution and liquidation or change of the organizational form of the Company; (III) Amendment to the Articles of Association; (IV) Purchase or disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company; (V) Equity incentive scheme; (VI) Other matters required by laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association, and those that the general meeting by way of an ordinary resolution deems to have a significant impact on the Company and require adoption by way of a special resolution.
72	Article 84 Unless the Company is in danger or under other special circumstances, the Company shall not, without the approval of general meeting by way of a special resolution, make and enter into contracts with persons other than directors, general manager or other senior officers granting such persons the responsibility for managing all or part of the Company's material business.	**Article 86** Unless the Company is in danger or under other special circumstances, the Company shall not, without the approval of general meeting by way of a special resolution, make and enter into contracts with persons other than directors, general manager or other senior officers granting such persons the responsibility for managing all or part of the Company's material business.

No.	Articles before Amendments	Proposed Amendments[1]
73	Article 85 The list of candidates for directors and supervisors shall be submitted to the general meeting for voting by way of proposal. When the general meeting votes on the election of directors or supervisors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. The term "cumulative voting system" mentioned in the preceding paragraph refers to the system where each share shall be entitled to vote equivalent to the number of directors or supervisors to be elected at the general meetings and shareholders may consolidate their voting rights when casting a vote. The Board shall announce to shareholders the resumes and basic information of candidate directors and supervisors.	**Article 87** The list of candidates for **non-employee representative** directors ~~and supervisors~~ shall be submitted to the general meeting for voting by way of proposal. When the general meeting votes on the election of directors ~~or supervisors~~, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. The term "cumulative voting system" mentioned in the preceding paragraph refers to the system where each share shall be entitled to vote equivalent to the number of directors ~~or supervisors~~ to be elected at the general meetings and shareholders may consolidate their voting rights when casting a vote. The Board shall announce to shareholders the resumes and basic information of candidate directors ~~and supervisors~~.
74	Article 86 Except for the cumulative voting system, the general meeting will vote on all proposals one by one. If there are different proposals on the same matter, they will be voted on in the order they were proposed. Unless suspended or prevented from passing resolutions due to force majeure or other exceptional circumstances, the general meeting shall not defer or decline to vote on proposals.	**Article 88** Except for the cumulative voting system, the general meeting will vote on all proposals one by one. If there are different proposals on the same matter, they will be voted on in the order they were proposed. Unless suspended or prevented from passing resolutions due to force majeure or other exceptional circumstances, the general meeting shall not defer or decline to vote on proposals.
75	Article 87 When the general meeting deliberates on proposals, it will not amend the proposals; otherwise, the relevant changes shall be deemed as a new proposal and cannot be voted on at the current general meeting.	**Article 89** When the general meeting deliberates on proposals, it will not amend the proposals; otherwise, the relevant changes shall be deemed as a new proposal and cannot be voted on at the current general meeting.

No.	Articles before Amendments	Proposed Amendments[1]
76	/	(New Article) **Article 91** **The general meeting shall vote by open ballot.**
77	Article 89 The general meeting shall vote by open ballot. Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder is connected with the matters to be considered, such shareholder and its proxy shall not participate in the counting or scrutinizing of votes. When proposals are to be voted at the general meeting, the counting of votes and scrutinizing of the voting shall be conducted by shareholder representatives and supervisor representatives. The voting results shall be announced on the spot. The voting results on resolutions shall be recorded in the meeting minutes. The shareholders of the Company or their proxies who cast votes by online voting or other means shall be entitled to check their own voting results through corresponding voting systems or with other methods.	**Article 92** ~~The general meeting shall vote by open ballot.~~ Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder is connected with the matters to be considered, such shareholder and its proxy shall not participate in the counting or scrutinizing of votes. When proposals are to be voted at the general meeting, the ~~counting of votes and scrutinizing of the voting shall be conducted by shareholder representatives and supervisor representatives. The~~ voting results shall be announced on the spot. The voting results on resolutions shall be recorded in the meeting minutes. The shareholders of the Company or their proxies who cast votes by online voting or other means shall be entitled to check their own voting results through corresponding voting systems or with other methods.
78	Article 90 The on-site voting shall not end earlier than the network voting or any other method of voting at the general meeting. The meeting chairperson shall announce details of voting in connection with each proposal and the voting result, and announce whether the proposal is passed based on the voting results. The Company, vote counter and scrutineer, major shareholders and network service providers involved in on-site, online or other voting methods for the general meeting shall not disclose the voting results to any other party before such results are officially announced.	**Article 93** The on-site voting shall not end earlier than the network voting or any other method of voting at the general meeting. The meeting chairperson shall announce details of voting in connection with each proposal and the voting result, and announce whether the proposal is passed based on the voting results. The Company, vote counter and scrutineer, major shareholders and network service providers involved in on-site, online or other voting methods for the general meeting shall not disclose the voting results to any other party before such results are officially announced.

No.	Articles before Amendments	Proposed Amendments[1]
79	Article 91 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: for, against, or abstention. This excludes cases where a securities registration and clearing institution, as the nominee holder of shares under the Stock Connect mechanism between Mainland China and Hong Kong stock markets, declares according to the intentions of the actual holders. Blank, incorrectly filled, or illegible ballot papers, and ballot papers not cast, are all deemed as the voter abstaining from their voting rights, and the voting result for the number of shares they hold shall be counted as "abstention".	**Article 94** Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: for, against, or abstention. This excludes cases where a securities registration and clearing institution, as the nominee holder of shares under the Stock Connect mechanism between Mainland China and Hong Kong stock markets, declares according to the intentions of the actual holders. Blank, incorrectly filled, or illegible ballot papers, and ballot papers not cast, are all deemed as the voter abstaining from their voting rights, and the voting result for the number of shares they hold shall be counted as "abstention".
80	Article 92 If the meeting chairperson has any doubt about the result of a resolution submitted for voting, he/she may organize a recount of the votes cast. If the meeting chairperson has not conducted a recount, and shareholders or their proxies attending the meeting object to the result announced by the meeting chairperson, they have the right to demand a recount immediately after the announcement of the voting result, and the meeting chairperson shall immediately organize a recount. If a proposal is not passed, or if the current general meeting changes a resolution of a previous general meeting, a special note shall be made in the announcement of the general meeting resolution.	**Article 95** If the meeting chairperson has any doubt about the result of a resolution submitted for voting, he/she may organize a recount of the votes cast. If the meeting chairperson has not conducted a recount, and shareholders or their proxies attending the meeting object to the result announced by the meeting chairperson, they have the right to demand a recount immediately after the announcement of the voting result, and the meeting chairperson shall immediately organize a recount. If a proposal is not passed, or if the current general meeting changes a resolution of a previous general meeting, a special note shall be made in the announcement of the general meeting resolution.
81	Article 93 If the general meeting passes a proposal concerning the election of directors or supervisors, the new directors or supervisors shall take office on the day the resolution is made by the general meeting.	**Article 96** If the general meeting passes a proposal concerning the election of directors ~~or supervisors~~, the new directors ~~or supervisors~~ shall take office on the day the resolution is made by the general meeting.

No.	Articles before Amendments	Proposed Amendments[1]
82	Article 94 If the general meeting passes a proposal concerning dividend distribution, bonus share issuance, or capitalization of capital reserves into share capital, the Company will implement the specific plan within two months after the end of the general meeting.	**Article 97** If the general meeting passes a proposal concerning dividend distribution, bonus share issuance, or capitalization of capital reserves into share capital, the Company will implement the specific plan within two months after the end of the general meeting.
83	Article 95 Any natural person may not serve as a director of the Company if he/she: (I) has no civil capacity or has limited civil capacity; (II) has been subject to criminal penalties due to corruption, bribery, embezzlement or misappropriation of property or sabotaging the socialist market economic order, or has been deprived of his/her political rights due to any crime conviction, where no more than five years have elapsed since the date of completion of the execution of such penalty or deprivation; (III) has served as a former director, the factory chief, or the manager of a company or enterprise bankrupt or liquidated, and was held personally liable for the bankruptcy, and three years have not elapsed since the date of completion of the bankruptcy or liquidation of such company or enterprise; (IV) has served as the legal representative of a company or enterprise whose business license was revoked or which is ordered to close down due to any violation of law, and was held personally liable for the revocation, and three years have not elapsed since the date of the revocation;	**Article 98** Any natural person may not serve as a director of the Company if he/she: (I) has no civil capacity or has limited civil capacity; (II) has been subject to criminal penalties due to corruption, bribery, embezzlement or misappropriation of property or sabotaging the socialist market economic order, or has been deprived of his/her political rights due to any crime conviction, where no more than five years have elapsed since the date of completion of the execution of such penalty or deprivation; **and in the case of a probation, where no more than two years have elapsed since the date of completion of the probationary period;** (III) has served as a former director, the factory chief, or the manager of a company or enterprise bankrupt or liquidated, and was held personally liable for the bankruptcy, and three years have not elapsed since the date of completion of the bankruptcy or liquidation of such company or enterprise; (IV) has served as the legal representative of a company or enterprise whose business license was revoked or which is ordered to close down due to any violation of law, and was held personally liable for the revocation, and three years have not elapsed since the date of the revocation;

No.	Articles before Amendments	Proposed Amendments[1]
	(V) has defaulted on a personal debt in a significant amount; (VI) other circumstances stipulated by laws, administrative regulations, departmental rules and the listing rules of stock exchange in the place where the Company's shares are listed. In the case of an election or appointment of a director that violates this Article, such election, appointment or employment shall be invalid. Should any of the circumstances prescribed in this Article arises during the term of office of a director, the Company shall dismiss the director.	(V) has defaulted on a personal debt in a significant amount **and is designated as a discredited person subject to enforcement by the people's court**; (VI) other circumstances stipulated by laws, administrative regulations, departmental rules and the listing rules of stock exchange in the place where the Company's shares are listed. In the case of an election or appointment of a director that violates this Article, such election, appointment or employment shall be invalid. Should any of the circumstances prescribed in this Article arises during the term of office of a director, the Company shall dismiss the director **with his/her duties ceased**.
84	Article 96 Directors shall be elected or replaced by the general meeting and may be removed from office by the general meeting before the expiration of their term of office. Each term of office shall not exceed three years. A director may serve consecutive terms if re-elected upon the expiry of his term, unless it is otherwise stipulated by the relevant laws, regulations, the Articles of Association and listing rules of the stock exchange in the place where the Company's shares are listed. The term of office of directors shall commence from the date they take office and end upon the expiration of the current term of office for the Board. Where re-election is not carried out in a timely manner upon the expiration of the directors' term of office, the original director shall, before the newly elected director takes office, still perform the duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules, the listing rules in the place where the Company's shares are listed and the Articles of Association.	**Article 99** **Non-employee representative** directors shall be elected or replaced by the general meeting and may be removed from office by the general meeting before the expiration of their term of office. Each term of office shall not exceed three years. A director may serve consecutive terms if re-elected upon the expiry of his term, unless it is otherwise stipulated by the relevant laws, regulations, the Articles of Association and listing rules of the stock exchange in the place where the Company's shares are listed. The term of office of directors shall commence from the date they take office and end upon the expiration of the current term of office for the Board. Where re-election is not carried out in a timely manner upon the expiration of the directors' term of office, the original director shall, before the newly elected director takes office, still perform the duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules, the listing rules in the place where the Company's shares are listed and the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
	A general manager or any other senior management member may concurrently serve as a director, provided that the total number of the directors concurrently serving as managers or other senior management member does not exceed 50% of the total number of the Company's directors. Subject to applicable laws and regulations and the regulatory rules in the place where the Company's shares are listed, if the Board appoints a new director to fill a casual vacancy on the Board or increase the number of members of the Board, such appointed director shall hold office until the first AGM of the Company after his/her acceptance of the appointment and shall then be eligible for re-election. Directors are not required to hold shares in the Company.	~~A general manager or any other~~ A senior management member may concurrently serve as a director, provided that the total number of the directors concurrently serving as ~~managers or other~~ senior management members **and directors who are employee representatives** do not exceed 50% of the total number of the Company's directors. Subject to applicable laws and regulations and the regulatory rules in the place where the Company's shares are listed, if the Board appoints a new director to fill a casual vacancy on the Board or increase the number of members of the Board, such appointed director shall hold office until the first AGM of the Company after his/her acceptance of the appointment and shall then be eligible for re-election. Directors are not required to hold shares in the Company.
85	Article 97 Directors shall comply with laws, administrative regulations and the Articles of Association, and shall assume the obligation of loyalty to the Company as follows: (I) not to take advantage of their positions and powers to give or accept bribes or other illegal income; not to embezzle the property of the Company; (II) not to misappropriate the funds of the Company;	**Article 100** Directors shall comply with **the provisions of** laws, administrative regulations and the Articles of Association, **assume the obligation of loyalty to the Company, and shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their powers to seek improper interests.** **Directors** shall assume the obligation of loyalty to the Company as follows: (I) ~~not to take advantage of their positions and powers to give or accept bribes or other illegal income;~~ not to embezzle the property of the Company **or misappropriate the funds of the Company**; ~~(II) not to misappropriate the funds of the Company;~~

No.	Articles before Amendments	Proposed Amendments[1]
	(III) not to deposit funds of the Company into accounts under their own names or the names of other individuals; (IV) not to lend the Company's funds to others or provide guarantees for others with the Company's property in violation of the Articles of Association or without approval of the general meeting or the Board; (V) not to enter into contracts or deal with the Company in violation of the Articles of Association or without the approval of the general meeting;	**(II)** not to deposit funds of the Company into accounts under their own names or the names of other individuals; **(III) not to take advantage of their positions and powers to bribe or accept other illegal income;** ~~(IV) not to lend the Company's funds to others or provide guarantees for others with the Company's property in violation of the Articles of Association or without approval of the general meeting or the Board;~~ **(IV)** not to enter into contracts or deal**, directly and indirectly,** with the Company ~~in violation of the Articles of Association or without the approval of the general meeting~~ **without reporting to the Board or the general meeting and without being passed by the Board or the general meeting by way of resolutions in accordance with the provisions of the Articles of Association**; **(V)** not to take advantage of his/her position to seek any business opportunity that belongs to the Company for himself/herself or for any other person ~~or engage in any business that is similar to that of the Company for himself/herself or for any other person~~**, but except those which have been reported to the Board or at the general meeting and passed by resolutions of the general meeting, or the Company cannot make use of such business opportunity in accordance with the provisions of laws, administrative regulations or the Articles of Association;**

No.	Articles before Amendments	Proposed Amendments[1]
	(VI) not to take advantage of his/her position to seek any business opportunity that belongs to the Company for himself/herself or for any other person or engage in any business that is similar to that of the Company for himself/herself or for any other person;	**(VI) not to engage in any business that is similar to that of the Company for himself/herself or for any other person without reporting to the Board or the general meeting and without being passed by resolutions of the general meeting;**
	(VII) not to possess commissions for transactions conducted with the Company;	(VII) not to possess commissions for transactions conducted ~~with~~ **between other parties and** the Company;
	(VIII) not to disclose the business secret of the Company without authorization;	(VIII) not to disclose the business secret of the Company without authorization;
	(IX) not to damage the interests of the Company by taking advantage of his/her related-party relationship;	(IX) not to damage the interests of the Company by taking advantage of his/her related-party relationship;
	(X) other obligations of loyalty stipulated by laws, administrative regulations, department rules or the Articles of Association.	(X) other obligations of loyalty stipulated by laws, administrative regulations, department rules or the Articles of Association.
	The income derived by any director in violation of this Article hereof shall belong to the Company, and shall be liable for compensation if such violation causes any loss to the Company.	The income derived by any director in violation of this Article hereof shall belong to the Company, and shall be liable for compensation if such violation causes any loss to the Company.
		The provisions of item (4) of paragraph 2 of this Article shall apply to contracts or deals entered into by close relatives of directors and members of senior management, enterprises directly or indirectly controlled by directors, members of senior management or their close relatives, and connected persons with whom the directors or members of senior management have other related relationships.

No.	Articles before Amendments	Proposed Amendments[1]
86	Article 98 Directors shall comply with laws, administrative regulations and the Articles of Association, and shall assume the obligation of diligence to the Company as follows: (I) to exercise the rights granted by the Company prudently, conscientiously, and diligently to ensure that the Company's business conduct complies with national laws, administrative regulations, and various national economic policies, and that business activities do not exceed the scope of business specified in the business license; (II) to treat all shareholders fairly; (III) to promptly understand the Company's business operations and management status; (IV) to sign a written confirmation opinion on the Company's periodic reports and ensure the disclosure made by the Company is true, accurate and complete; (V) to report to the Supervisory Committee truthfully and not to hinder the Supervisory Committee or the supervisors from performing their duty; (VI) other obligations of diligence stipulated by laws, administrative regulations, department rules and the Articles of Association.	**Article 101** Directors shall comply with **the provisions of** laws, administrative regulations and the Articles of Association, **assume the obligation of diligence to the Company, and perform duties with reasonable care generally exercised by the management in the best interests of the Company.** **Directors** shall assume the obligation of diligence to the Company as follows: (I) to exercise the rights granted by the Company prudently, conscientiously, and diligently to ensure that the Company's business conduct complies with national laws, administrative regulations, and various national economic policies, and that business activities do not exceed the scope of business specified in the business license; (II) to treat all shareholders fairly; (III) to promptly understand the Company's business operations and management status; (IV) to sign a written confirmation opinion on the Company's periodic reports and ensure the disclosure made by the Company is true, accurate and complete; (V) to report to the ~~Supervisory Committee~~ **Audit Committee** truthfully and not to hinder the ~~Supervisory Committee or the supervisors~~ **Audit Committee** from performing their duty; (VI) other obligations of diligence stipulated by laws, administrative regulations, department rules and the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
87	Article 100 The notice concerning proposed the nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a minimum term of 7 days. The starting date for the above-mentioned term shall not be earlier than the first day upon the issue of the notice for convening the general meeting for that purpose, and the closing date for this term shall not be later than 7 days prior to the date of convening the general meeting. Subject to the provisions of the relevant laws, regulations, and the listing rules of the stock exchange in the place where the Company's shares are listed, any director whose term of office has not expired may be removed from office by an ordinary resolution of the general meeting. Such removal does not prejudice the director's claim for damages pursuant to any contract.	**Article 103** ~~The notice concerning proposed the nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a minimum term of 7 days. The starting date for the above-mentioned term shall not be earlier than the first day upon the issue of the notice for convening the general meeting for that purpose, and the closing date for this term shall not be later than 7 days prior to the date of convening the general meeting.~~ Subject to the provisions of the relevant laws, regulations, and the listing rules of the stock exchange in the place where the Company's shares are listed, any director whose term of office has not expired may be removed from office by an ordinary resolution of the general meeting. Such removal does not prejudice the director's claim for damages pursuant to any contract.
88	Article 101 Where a director fails to personally attend two successive Board meetings, and does not appoint other directors to attend them on his/her behalf, he/she shall be deemed unable to carry out his duties. The Board shall propose to the general meeting to replace him/her.	**Article 104** Where a director fails to personally attend two successive Board meetings, and does not appoint other directors to attend them on his/her behalf, he/she shall be deemed unable to carry out his duties. The Board shall propose to the general meeting to replace him/her.

No.	Articles before Amendments	Proposed Amendments[1]
89	Article 103 When a director's resignation takes effect or his/her term of office expires, the director shall complete all transfer procedures with the Board. His/her obligation of loyalty towards the Company and the shareholders do not necessarily cease after the end of his/her term of office and shall still be in effect for a period of two years. The obligation of confidentiality in respect of trade secrets of the Company survives his resignation or expiry of his term of office, until such trade secrets become publicly available information. The duration of other obligations shall be determined based on the principle of fairness, depending on the time lapse between the departure and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.	**Article 106** When a director's resignation takes effect or his/her term of office expires, the director shall complete all transfer procedures with the Board. His/her obligation of loyalty towards the Company and the shareholders do not necessarily cease after the end of his/her term of office and shall still be in effect for a period of two years. The obligation of confidentiality in respect of trade secrets of the Company survives his resignation or expiry of his term of office, until such trade secrets become publicly available information. The duration of other obligations shall be determined based on the principle of fairness, depending on the time lapse between the departure and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated. **The responsibilities that a director assumes due to the performance of his/her duties during his/her term of office shall not be relieved or terminated by his/her departure from office.**
90	/	(New Article) **Article 107** **The general meeting may remove any director by a resolution, which shall come into effect from the date on which such resolution is made.** **Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.**

No.	Articles before Amendments	Proposed Amendments[1]
91	Article 105 Where a director violates the provisions of laws, administrative regulations, departmental rules and regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association while performing the duties for the Company and causing losses to the Company, he/she shall be liable to make indemnification.	**Article 109** **Where a director causes damage to others when carrying out his/her duties, the Company shall be liable for compensation. Where a director acts in willful or gross negligence, he/she shall also be liable for compensation.** Where a director violates the provisions of laws, administrative regulations, departmental rules and regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association while performing the duties for the Company and causing losses to the Company, he/she shall be liable to make indemnification.
92	Article 106 The Company shall set up a board of directors which shall be accountable to the general meetings.	**Article 110** The Company shall set up a board of directors which shall be accountable to the general meetings.
93	Article 107 The Board of Directors shall consist of 15 directors. The number of independent non-executive Directors shall not be less than three and shall represent more than one-third of the total number of the Board of Directors.	**Article 111** The Board of Directors shall consist of 15 directors**, and when a company has more than 300 employees, it shall include a director who is a employee representative of the Company**. The number of independent non-executive Directors shall not be less than three and shall represent more than one-third of the total number of the Board of Directors. **The employee representative director on the Board of Directors shall be elected by the Company's employees at the employee representatives' meeting, employee meeting or other ways of democratic election.**

No.	Articles before Amendments	Proposed Amendments[1]
94	Article 108 The Board of Directors shall exercise the following power: (I) to be responsible for convening general meetings and report to the general meetings; (II) to implement resolutions of the general meetings; (III) to determine on the Company's business plans and investment plans; (IV) to formulate the annual financial budgets and final accounts of the Company; (V) to formulate the Company's profit distribution plans and plans for recovery of losses of the Company; (VI) to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities of the Company and the listing; (VII) to draft proposals for the Company's merger, division, dissolution or change of corporate form; (VIII) to draft proposals for the Company's major assets acquisitions and sale, and repurchase of Shares of the Company; (IX) within the scope authorized by the general meeting, to decide the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions and external donations, etc.; (X) to decide on establishment of internal management structure of the Company;	**Article 112** The Board of Directors shall exercise the following power: (I) to be responsible for convening general meetings and report to the general meetings; (II) to implement resolutions of the general meetings; (III) to determine on the Company's business plans and investment plans; ~~(IV) to formulate the annual financial budgets and final accounts of the Company;~~ **(IV)** to formulate the Company's profit distribution plans and plans for recovery of losses of the Company; **(V)** to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities of the Company and the listing; **(VI)** to draft proposals for the Company's merger, division, dissolution or change of corporate form; **(VII)** to draft proposals for the Company's major assets acquisitions and sale, and repurchase of Shares of the Company; **(VIII)** within the scope authorized by the general meeting, to decide the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions and external donations, etc.; **(IX)** to decide on establishment of internal management structure of the Company;

No.	Articles before Amendments	Proposed Amendments[1]
	(XI) to decide the establishment of committees of the Board of Directors; appoint or remove the chairman (convenor) of the committees of the Board of Directors; (XII) to appoint or remove the Company's general manager and secretary of the Board of Directors, company secretary and other senior management, and to determine their emoluments, rewards and penalties; to appoint or remove senior management including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to determine their emoluments, rewards and penalties; (XIII) to establish the basic management system of the Company; (XIV) to formulate proposals for the amendment to the Articles of Association; (XV) to formulate proposals to adopt the share incentive plan of the Company; (XVI) to manage the information disclosures of the Company; (XVII) to propose to the general meeting the appointment or change of the accounting firm that provides audit services to the Company; (XVIII) to review work reports submitted by the general manager of the Company and examine his/her work;	**(X)** to decide the establishment of committees of the Board of Directors; appoint or remove the chairman (convenor) of the committees of the Board of Directors; **(XI)** to appoint or remove the Company's general manager and secretary of the Board of Directors, company secretary and other senior management, and to determine their emoluments, rewards and penalties; to appoint or remove senior management including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to determine their emoluments, rewards and penalties; **(XII)** to establish the basic management system of the Company; **(XIII)** to formulate proposals for the amendment to the Articles of Association; **(XIV)** to formulate proposals to adopt the share incentive plan of the Company; **(XV)** to manage the information disclosures of the Company; **(XVI)** to propose to the general meeting the appointment or change of the accounting firm that provides audit services to the Company; **(XVII)** to review work reports submitted by the general manager of the Company and examine his/her work;

No.	Articles before Amendments	Proposed Amendments[1]
	(XIX) to decide material matters and administrative matters other than those matters requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, departmental rules, the Article of Association and the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed; (XX) other duties and powers stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed and the Articles of Association, and conferred at general meetings. Should the foregoing exercise of such functions and powers by the Board of Directors, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed, such shall be submitted to the general meeting for consideration and review. Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.	**(XVIII)** to decide material matters and administrative matters other than those matters requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, departmental rules, the Article of Association and the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed; **(XIX)** other duties and powers stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed and the Articles of Association, and conferred at general meetings. Should the foregoing exercise of such functions and powers by the Board of Directors, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed, such shall be submitted to the general meeting for consideration and review. Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.

No.	Articles before Amendments	Proposed Amendments[1]
95	Article 109 The Board of Directors of the Company has established an Audit Committee and has established the relevant special committees for strategy, nomination, remuneration and evaluation as needed. The special committees are responsible to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals shall be submitted to the Board of Directors for consideration and decision. All the members of the special committees shall be Directors, among whom the independent Directors shall constitute a majority in the Audit Committee, Nomination Committee and Remuneration and Appraisal Committee and act as conveners, and the convener of the Audit Committee shall be an accounting professional. The Board of Directors is responsible for formulating the working procedures of the special committees and standardizing the operation of the special committees.	**Article 113** The Board of Directors of the Company has established **relevant special committees including** ~~an~~ **the** Audit Committee ~~and has established the relevant special committees for strategy, nomination, remuneration and evaluation as needed~~**, Nomination Committee and Remuneration Committee**. The special committees are responsible to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals shall be submitted to the Board of Directors for consideration and decision. All the members of the special committees shall be Directors, among whom the independent Directors shall constitute a majority in the Audit Committee, Nomination Committee and Remuneration ~~and Appraisal~~ Committee and act as conveners, and the convener of the Audit Committee shall be an accounting professional. The Board of Directors is responsible for formulating the working procedures of the special committees and standardizing the operation of the special committees.
96	Article 110 The Board of Directors shall provide explanation to the general meeting with respect to the non-standard audit opinion, issued by a certified public accountant, regarding the Company's financial statements.	**Article 114** The Board of Directors shall provide explanation to the general meeting with respect to the non-standard audit opinion, issued by a certified public accountant, regarding the Company's financial statements.

No.	Articles before Amendments	Proposed Amendments[1]
97	Article 111 The Board of Directors shall formulate the rules of procedures for the Board of Directors to ensure implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the Board of Directors stipulate the procedures for holding the Board meetings and voting at the Board meeting, being formulated by the Board of Directors and approved by the general meeting.	**Article 115** The Board of Directors shall formulate the rules of procedures for the Board of Directors to ensure implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the Board of Directors stipulate the procedures for holding the Board meetings and voting at the Board meeting, being formulated by the Board of Directors and approved by the general meeting.
98	Article 112 The Board of Directors shall determine the authority of external investment, acquisition and sale of assets, mortgage of assets, external guarantee matters, entrusted wealth management, related party transactions and external donations, and establish strict review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and submitted to the general meeting for approval.	**Article 116** The Board of Directors shall determine the authority of external investment, acquisition and sale of assets, mortgage of assets, external guarantee matters, entrusted wealth management, related party transactions and external donations, and establish strict review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and submitted to the general meeting for approval.

No.	Articles before Amendments	Proposed Amendments[1]
99	Article 114 The chairman of the Board shall exercise the following power: (I) to preside over general meetings and to convene and preside over Board meetings; (II) to supervise and check the implementation of resolutions of the Board; (III) other functions and powers as prescribed by laws, administrative regulations, departmental rules and regulations, the listing rules of the place where the Company's Shares are listed or the Articles of Association and conferred upon by the Board. The vice chairman shall assist the chairman of the Board in work. Should the chairman be unable to or fail to carry out his duties, the vice chairman shall carry out the duties of the chairman (and if the Company has two or more vice chairmen, the vice chairman nominated by more than one half of the directors shall carry out the duties of the chairman). Where the position of vice chairman does not exist, or where the vice chairman is unable to or fails to carry out his duties, more than one half of the Directors shall jointly nominate a Director to carry out such duties.	**Article 118** The chairman of the Board shall exercise the following power: (I) ~~to preside over general meetings and~~ to convene and preside over Board meetings; (II) to supervise and check the implementation of resolutions of the Board; (III) other functions and powers as prescribed by laws, administrative regulations, departmental rules and regulations, the listing rules of the place where the Company's Shares are listed or the Articles of Association and conferred upon by the Board. The vice chairman shall assist the chairman of the Board in work. Should the chairman be unable to or fail to carry out his duties, the vice chairman shall carry out the duties of the chairman (and if the Company has two or more vice chairmen, the vice chairman nominated by more than one half of the directors shall carry out the duties of the chairman). Where the position of vice chairman does not exist, or where the vice chairman is unable to or fails to carry out his duties, more than one half of the Directors shall jointly nominate a Director to carry out such duties.

No.	Articles before Amendments	Proposed Amendments[1]
100	Article 115 The Board meeting includes regular meetings and extraordinary meetings. The Board of Directors shall hold a regular meeting at least four times a year, convened by the chairman of the Board and notices of the regular meeting and meeting documents shall be sent to all Directors and Supervisors at least 14 days prior to the date of the meeting. Any shareholder holding more than one-tenth of the voting rights, more than one-third of the Directors or the Supervisory Committee may propose the holding of an extraordinary meeting of the Board of Directors. The chairman of the Board of Directors shall convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give written notice to all directors and supervisors 3 days before the meeting is held. In case of urgency, the extraordinary board meeting may be held upon approval by the chairman of the Board, not being subject to the requirement of meeting notice as set out in this Article, provided that reasonable notice shall be given to Directors, Supervisors and the general manager.	**Article 119** The Board meeting includes regular meetings and extraordinary meetings. The Board of Directors shall hold a regular meeting at least four times a year, convened by the chairman of the Board and notices of the regular meeting ~~and meeting documents~~ shall be sent to all Directors ~~and Supervisors~~ at least 14 days prior to the date of the meeting**. Meeting agenda and meeting documents shall be sent to all Directors at least 3 days prior to the date of the meeting**. Any shareholder holding more than one-tenth of the voting rights, more than one-third of the Directors or the ~~Supervisory Committee~~ **Audit Committee** may propose the holding of an extraordinary meeting of the Board of Directors. The chairman of the Board of Directors shall convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give written notice to all directors ~~and supervisors~~ 3 days before the meeting is held. In case of urgency, the extraordinary board meeting may be held upon approval by the chairman of the Board, not being subject to the requirement of meeting notice as set out in this Article, provided that reasonable notice shall be given to Directors~~, Supervisors~~ and the general manager.

No.	Articles before Amendments	Proposed Amendments[1]
	Board meetings may be convened by means of telephone conference, video conference, circulation of documents, facsimile, etc. provided that Directors can fully express their views, and all Directors who participate in Board meetings held in such forms shall be deemed to have attended the meeting in person. For a Board meeting which is held by means of telecommunication, the notice of meeting shall set out the details of the resolutions of the meeting, and shall state the deadline date for voting. The Directors who participate in such meeting shall express their votes to the Company by the deadline date for such voting as stated in the notice of meeting, and the original copy of such voting decision, which shall be signed by such Directors themselves, shall be sent to the Board of Directors of the Company. If there exists a conflict of interests deemed to be material by the Board found in the matters to be considered by Directors at the Board, the relevant matters shall be handled by means of holding a Board meeting (but not written resolutions). Independent non-executive Directors themselves and their associates, have no material interest in the transaction should be present at such Board meeting.	Board meetings may be convened by means of telephone conference, video conference, circulation of documents, facsimile, etc. provided that Directors can fully express their views, and all Directors who participate in Board meetings held in such forms shall be deemed to have attended the meeting in person. For a Board meeting which is held by means of telecommunication, the notice of meeting shall set out the details of the resolutions of the meeting, and shall state the deadline date for voting. The Directors who participate in such meeting shall express their votes to the Company by the deadline date for such voting as stated in the notice of meeting, and the original copy of such voting decision, which shall be signed by such Directors themselves, shall be sent to the Board of Directors of the Company. If there exists a conflict of interests deemed to be material by the Board found in the matters to be considered by Directors at the Board, the relevant matters shall be handled by means of holding a Board meeting (but not written resolutions). Independent non-executive Directors themselves and their associates, have no material interest in the transaction should be present at such Board meeting.

No.	Articles before Amendments	Proposed Amendments[1]
101	Article 119 If any director is associated with the enterprises that are involved in the matters to be resolved at the meeting of the Board of Directors, he or she shall not exercise his/her voting rights for such matters, nor shall such director exercise voting rights on behalf of other directors. Such meeting of the Board of Directors may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the Board of Directors shall be passed by more than half of the directors without a connected relationship. If the number of non-connected directors present at such meeting is less than three, the matter shall be submitted to the general meeting for consideration. Except for the circumstances allowed by the Hong Kong Stock Exchange, a Director shall not exercise the voting right on any Board resolutions in relation to any contract or arrangement or any other suggestions where he/she or any of his/her close associates (as defined in the Listing Rules) is materially interested, nor shall he/she exercise the voting right on behalf of other Directors. The Board meeting can be held with the attendance of more than half of the non-connected Directors (such Director shall not be counted in the quorum of the relevant meeting). The resolutions of the Board meeting shall be passed by more than half of the non-connected Directors. Where the number of non-connected Directors attending a Board meeting is less than three, such matter shall be submitted to the general meeting for consideration.	**Article 123** If any director is associated with the enterprises that are involved in the matters to be resolved at the meeting of the Board of Directors, he or she shall not exercise his/her voting rights for such matters, nor shall such director exercise voting rights on behalf of other directors. Such meeting of the Board of Directors may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the Board of Directors shall be passed by more than half of the directors without a connected relationship. If the number of non-connected directors present at such meeting is less than three, the matter shall be submitted to the general meeting for consideration. Except for the circumstances allowed by the Hong Kong Stock Exchange, a Director shall not exercise the voting right on any Board resolutions in relation to any contract or arrangement or any other suggestions where he/she or any of his/her close associates (as defined in the Listing Rules) is materially interested, nor shall he/she exercise the voting right on behalf of other Directors. The Board meeting can be held with the attendance of more than half of the non-connected Directors (such Director shall not be counted in the quorum of the relevant meeting). The resolutions of the Board meeting shall be passed by more than half of the non-connected Directors. Where the number of non-connected Directors attending a Board meeting is less than three, such matter shall be submitted to the general meeting for consideration.

No.	Articles before Amendments	Proposed Amendments[1]
102	Article 122 The minutes of the Board shall consist of the following: (I) date and venue of the meeting and the name of the convener; (II) the name of the Director present and name of Director being appointed to attend on the other's behalf (proxy); (III) the agenda; (IV) the main points of Directors' speeches; (V) the voting method of each resolution and the result (and the result shall specify the number of votes for, against and abstaining from such resolution).	**Article 126** The minutes of the Board shall consist of the following: (I) date and venue of the meeting and the name of the convener; (II) the name of the Director present and name of Director being appointed to attend on the other's behalf (proxy); (III) the agenda; (IV) the main points of Directors' speeches **(including any concerns raised or dissenting views expressed by directors)**; (V) the voting method of each resolution and the result (and the result shall specify the number of votes for, against and abstaining from such resolution).
103	Article 128 The circumstances under which a person shall not serve as a director as stipulated in Article 93 of the Articles of Association shall also apply to senior management. The provisions on the fiduciary duties of directors in Article 95 of the Articles of Association, and the provisions on diligence duties in Article 96 (10), (11), and (12) shall also apply to senior management.	**Article 132** The circumstances under which a person shall not serve as a director as stipulated in **Article 98** of the Articles of Association shall also apply to senior management. The provisions on the fiduciary duties of directors in **Article 100** of the Articles of Association, and the provisions on diligence duties in **Article 101** shall also apply to senior management.

No.	Articles before Amendments	Proposed Amendments[1]
104	Article 131 The general manager shall be accountable to the Board of Directors and exercise the following functions and powers: (I) to be in charge of the production, operation and management of the Company, and to report his/her works to the Board of Directors; (II) to organize the implementation of the resolutions of the Board of Directors; (III) to organize the implementation of the Company's annual business plans and investment plans formulated by the Board of Directors; (IV) to draft plans for the establishment of the Company's internal management organization; (V) to draft plans for the establishment of the Company's branches; (VI) to draft the Company's basic management system; (VII) to formulate the Company's basic regulations; (VIII) to propose to the Board of Directors the appointment or removal of the Company's deputy general manager, person in charge of finance or other senior management; (IX) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors; (X) such other powers conferred by the Articles of Association and the Board of Directors.	**Article 135** The general manager shall be accountable to the Board of Directors and exercise the following functions and powers: (I) to be in charge of the production, operation and management of the Company, and to report his/her works to the Board of Directors; (II) to organize the implementation of the resolutions of the Board of Directors; (III) to organize the implementation of the Company's annual business plans and investment plans~~ formulated by the Board of Directors~~; (IV) to draft plans for the establishment of the Company's internal management organization; ~~(V) to draft plans for the establishment of the Company's branches;~~ (V) to draft the Company's basic management system; (VI) to formulate the Company's ~~basic~~ **specific** regulations; (VII) to propose to the Board of Directors the appointment or removal of the Company's deputy general manager, person in charge of finance or other senior management; (VIII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors; (IX) such other powers conferred by the Articles of Association and the Board of Directors.

No.	Articles before Amendments	Proposed Amendments[1]
105	Article 134 The Company shall appoint a secretary of the Board, who shall be responsible for preparing general meetings and Board meetings, maintaining documents, managing shareholder information of the Company, and handling information disclosure matters. The secretary of the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the Articles of Association, and the listing rules of the stock exchange where the Company's shares are listed.	**Article 138** The Company shall appoint a secretary of the Board, who shall be responsible for preparing general meetings and Board meetings, maintaining documents, managing shareholder information of the Company, and handling information disclosure matters. The secretary of the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the Articles of Association, and the listing rules of the stock exchange where the Company's shares are listed.
106	Chapter 11 Supervisory Committee	(This chapter will be deleted in its entirety)
107	Article 161 Where the Company distributes its after-tax profits for a given year, it shall allocate 10% of the profits to its statutory reserve. The Company shall no longer be required to make allocations to its statutory reserve once the aggregate amount of such reserve reaches at least 50% of its registered capital. If the Company's statutory reserve is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory reserve in accordance with the preceding paragraph. After making the allocation from its after-tax profits to its statutory reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary reserve.	**Article 147** Where the Company distributes its after-tax profits for a given year, it shall allocate 10% of the profits to its statutory reserve. The Company shall no longer be required to make allocations to its statutory reserve once the aggregate amount of such reserve reaches at least 50% of its registered capital. If the Company's statutory reserve is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory reserve in accordance with the preceding paragraph. After making the allocation from its after-tax profits to its statutory reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary reserve.

No.	Articles before Amendments	Proposed Amendments[1]
	After the Company has made up its losses and made allocations to its reserves, the remaining after-tax profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless otherwise specified by the Articles of Association. If the general meeting or the Board of Directors breaches the provisions of the preceding paragraphs by distributing profits to shareholders before the Company has made up its losses and made allocations to the statutory reserve, the shareholders must return to the Company the profits that were distributed in breach of the said provisions. Shares of the Company that are held by the Company itself shall not participate in the distribution of profits.	After the Company has made up its losses and made allocations to its reserves, the remaining after-tax profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless otherwise specified by the Articles of Association. If the general meeting or the Board of Directors breaches ~~the provisions of the preceding paragraphs~~ **the Company Law** by distributing profits to shareholders ~~before the Company has made up its losses and made allocations to the statutory reserve~~, the shareholders ~~must~~**shall** return to the Company the profits that were distributed in breach of the said provisions**; in case of losses caused to the Company, shareholders along with responsible directors and senior management shall be liable for compensation**. Shares of the Company that are held by the Company itself shall not participate in the distribution of profits.
108	Article 162 The reserve of the Company is used to make up for the Company's losses, expand the production operation of the Company or increase the Company's capital. However, capital reserve shall not be used to make up for the Company's losses. When statutory common reserve is converted into capital, the remaining balance of such reserve shall not be less than 25% of the registered capital of the Company before the conversion.	**Article 148** The reserve of the Company is used to make up for the Company's losses, expand the production operation of the Company or increase the Company's capital. ~~However, capital reserve shall not be used to make up for the Company's losses.~~ **When the reserve is used to make up for the Company's losses, the discretionary reserve and statutory reserve shall be utilised first. If the losses still cannot be made up, the capital reserve may be used according to the regulations.** When statutory common reserve is converted into capital, the remaining balance of such reserve shall not be less than 25% of the registered capital of the Company before the conversion.

No.	Articles before Amendments	Proposed Amendments[1]
109	Article 163 After the general meeting of the Company has resolved on the plan to allocate profits, the Board shall complete the distribution of dividends (or dividend shares) within 2 months after the meeting is convened.	**Article 149** After the general meeting of the Company has resolved on the plan to allocate profits, the Board shall complete the distribution of dividends (or dividend shares) within 2 months after the meeting is convened.
110	Article 167 The Company shall engage an independent accounting firm that complies with the Securities Law and the relevant provisions of the State to audit the annual reports and other financial reports of the Company. The engagement period shall be one year and may be renewed. The term of engagement of an accounting firm engaged by the Company shall commence from the conclusion of the current annual general meeting to and until the conclusion of the next annual general meeting.	**Article 153** The Company shall engage an independent accounting firm that complies with the Securities Law and the relevant provisions of the State to audit the annual reports and other financial reports of the Company. The engagement period shall be one year and may be renewed. The term of engagement of an accounting firm engaged by the Company shall commence from the conclusion of the current annual general meeting to and until the conclusion of the next annual general meeting.
111	Article 168 The appointment of the accounting firm by the Company must be determined by the general meeting. The Board may not appoint an accounting firm before it is approved by the general meeting. The appointment of the accounting firm by the Company must be determined by the general meeting. The Board may not appoint an accounting firm before it is approved by the general meeting.	**Article 154** The appointment of the accounting firm by the Company must be determined by the general meeting. The Board may not appoint an accounting firm before it is approved by the general meeting. ~~The appointment of the accounting firm by the Company must be determined by the general meeting. The Board may not appoint an accounting firm before it is approved by the general meeting.~~

No.	Articles before Amendments	Proposed Amendments[1]
112	Article 170 The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by an ordinary resolution of the general meeting. The audit fees of the accounting firm shall be determined by the general meetings.	**Article 156** The amount of remuneration of an accounting firm~~ or the manner in which the remuneration is determined~~ shall be decided upon by an ordinary resolution of the general meeting. The audit fees of the accounting firm shall be determined by the general meetings.
113	Article 171 The appointment, dismissal or no re-appointment of an accounting firm by the Company shall be decided upon by an ordinary resolution of the general meeting.	**Article 157** The appointment, dismissal or no re-appointment of an accounting firm by the Company shall be decided upon by an ordinary resolution of the general meeting.

No.	Articles before Amendments	Proposed Amendments[1]
	Where it is intended to pass a resolution at a general meeting to appoint an accounting firm which is not holding a currency position to fill any vacancy of the position of the accounting firm, or to reappoint a retiring accounting firm that has been appointed by the Board of Directors to fill a casual vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions: (I) Before dispatch of the general meeting notice, the proposal on the appointment or dismissal is delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leaving office shall include the dismissal, resignation and retirement for an accounting firm. (II) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures: (1) Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement; and (2) Copies of such a statement as the annex to the notice shall be sent to shareholders in such manner set forth in the Articles of Association. (III) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.	Where it is intended to pass a resolution at a general meeting to appoint an accounting firm which is not holding a currency position to fill any vacancy of the position of the accounting firm, or to reappoint a retiring accounting firm that has been appointed by the Board of Directors to fill a casual vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions: (I) Before dispatch of the general meeting notice, the proposal on the appointment or dismissal is delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leaving office shall include the dismissal, resignation and retirement for an accounting firm. (II) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures: (1) Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement; and (2) Copies of such a statement as the annex to the notice shall be sent to shareholders in such manner set forth in the Articles of Association. (III) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.

No.	Articles before Amendments	Proposed Amendments[1]
	(IV) The accounting firm to leave office is entitled to attend the following meetings: (1) the general meeting at which its term of office shall expire; (2) the general meeting at which the corresponding vacancy caused by its dismissal shall be filled; and (3) the general meeting convened for the resignation that it takes initiative to render. The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to speak at the foregoing meetings regarding such matters related to it as the former accounting firm of the Company.	(IV) The accounting firm to leave office is entitled to attend the following meetings: (1) the general meeting at which its term of office shall expire; (2) the general meeting at which the corresponding vacancy caused by its dismissal shall be filled; and (3) the general meeting convened for the resignation that it takes initiative to render. The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to speak at the foregoing meetings regarding such matters related to it as the former accounting firm of the Company.

No.	Articles before Amendments	Proposed Amendments[1]
114	Article 172 Where the Company dismisses or no longer reappoint an accounting firm, it shall notify the accounting firm in advance. The accounting firm is entitled to present its views to the general meeting. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any irregularities in the Company. (I) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements: (1) in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or (2) any other such occasions that shall be presented. (II) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. If the notice contains the statements referred to in paragraph (1) 2. of this Article, the Company shall keep a copy of such statements at the Company for inspection by shareholders.	**Article 158** Where the Company dismisses or no longer reappoint an accounting firm, it shall notify the accounting firm in advance. The accounting firm is entitled to present its views to the general meeting. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any irregularities in the Company. (I) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements: (1) in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or (2) any other such occasions that shall be presented. (II) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. If the notice contains the statements referred to in paragraph (1) 2. of this Article, the Company shall keep a copy of such statements at the Company for inspection by shareholders.

No.	Articles before Amendments	Proposed Amendments[1]
	The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of H shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the Company website or such site specified by the stock exchange(s) of the place(s) where the Company's Shares are listed. (III) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.	The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of H shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the Company website or such site specified by the stock exchange(s) of the place(s) where the Company's Shares are listed. (III) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.
115	/	(paragraphs 1 and 2 of the Article 173 of the original Articles of Association have been moved to this Article) **Article 159** **The merger of a company may be effected by way of a merger or a new consolidation.** **When a company merges with other companies, it is a merger, and the merged companies shall be dissolved. When two or more companies merge to form a new company, it is a new consolidation, and all parties to the merger shall be dissolved.**

No.	Articles before Amendments	Proposed Amendments[1]
116	Article 173 The merger of a company may be effected by way of a merger or a new consolidation. When a company merges with other companies, it is a merger, and the merged companies shall be dissolved. When two or more companies merge to form a new company, it is a new consolidation, and all parties to the merger shall be dissolved. As for a merger, both parties to the merger shall enter into an agreement of merger with each other and prepare the balance sheets and checklists of properties. The Company shall notify the creditors according to the Company Law, and shall make a public announcement on newspaper recognized by the stock exchange of the place where the Company's Shares are listed within thirty days. Creditors who receive the notice may, within thirty days from the date of receipt, and creditors who do not receive the notice may, within forty-five days from the date of the announcement, require the Company to clear off its debts or provide corresponding guarantees. In the case of a merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company upon the merger.	**Article 160** ~~The merger of a company may be effected by way of a merger or a new consolidation.~~ ~~When a company merges with other companies, it is a merger, and the merged companies shall be dissolved. When two or more companies merge to form a new company, it is a new consolidation, and all parties to the merger shall be dissolved.~~ As for a merger, both parties to the merger shall enter into an agreement of merger with each other and prepare the balance sheets and checklists of properties. The Company shall notify the creditors according to the Company Law, and shall make a public announcement on newspaper recognized by the stock exchange of the place where the Company's Shares are listed **or on the National Enterprise Credit Information Publicity System** within thirty days. Creditors who receive the notice may, within thirty days from the date of receipt, and creditors who do not receive the notice may, within forty-five days from the date of the announcement, require the Company to clear off its debts or provide corresponding guarantees. ~~In the case of a merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company upon the merger.~~
117	/	(paragraph 4 of the Article 173 of the original Articles of Association has been moved to this Article) **Article 161** <u>**In the case of a merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company upon the merger.**</u>

No.	Articles before Amendments	Proposed Amendments[1]
118	Article 174 As for the division of a company, the properties thereof shall be divided accordingly. As for the division of a company, the parties to the division shall enter into a division agreement, and the balance sheets and checklists of properties shall be prepared. The Company shall notify the creditors according to the Company Law, and shall make a public announcement on newspaper recognized by the stock exchange of the place where the Company's Shares are listed within thirty days. Debts owed by the Company prior to the division shall be jointly assumed by the existing companies upon the division, save as otherwise agreed by written agreement with the company and the creditors prior to the division.	**Article 162** As for the division of a company, the properties thereof shall be divided accordingly. As for the division of a company, ~~the parties to the division shall enter into a division agreement, and~~ the balance sheets and checklists of properties shall be prepared. The Company shall notify the creditors according to the Company Law, and shall make a public announcement on newspaper recognized by the stock exchange of the place where the Company's Shares are listed **or on the National Enterprise Credit Information Publicity System** within thirty days. ~~Debts owed by the Company prior to the division shall be jointly assumed by the existing companies upon the division, save as otherwise agreed by written agreement with the company and the creditors prior to the division.~~
119	/	(paragraph 3 of the Article 174 of the original Articles of Association has been moved to this Article) **Article 163** **Debts owed by the Company prior to the division shall be jointly and severally assumed by the existing companies upon the division, save as otherwise agreed by written agreement with the company and the creditors prior to the division.**

No.	Articles before Amendments	Proposed Amendments[1]
120	Article 175 When the Company needs to reduce its registered capital, it must prepare a balance sheet and checklists of properties. The Company shall notify its creditors within ten days from the date of adopting the resolution to reduce registered capital, and make a public announcement in a newspaper recognized by the stock exchange where the Company's Shares are listed within thirty days. Creditors who receive the notice shall have such right, within thirty days from the date of receipt, and creditors who do not receive the notice may, within forty-five days from the date of the announcement, to require the Company to clear off its debts or provide corresponding guarantees. The registered capital of the Company after the capital reduction shall not be lower than the statutory minimum amount.	**Article 164** When the Company needs to reduce its registered capital, it must prepare a balance sheet and checklists of properties. The Company shall notify its creditors within ten days from the date of adopting the resolution to reduce registered capital, and make a public announcement in a newspaper recognized by the stock exchange where the Company's Shares are listed **or on the National Enterprise Credit Information Publicity System** within thirty days. Creditors who receive the notice shall have such right, within thirty days from the date of receipt, and creditors who do not receive the notice may, within forty-five days from the date of the announcement, to require the Company to clear off its debts or provide corresponding guarantees. **When the Company reduces its registered capital, it shall reduce the amount of capital contributions or shares in proportion to the shareholders' shareholdings, unless otherwise stipulated in the laws or the Articles of Association.** The registered capital of the Company after the capital reduction shall not be lower than the statutory minimum amount.

No.	Articles before Amendments	Proposed Amendments[1]
121	/	(New Article) **Article 165** **If the Company still has losses after making up losses in accordance with the provisions of paragraph 2 of Article 148 of the Articles of Association, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.** **Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 164 of the Articles of Association shall not apply. However, the Company shall make a public announcement on newspaper recognized by the stock exchange of the place where the Company's Shares are listed or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the general meeting passes a resolution to reduce the registered capital.** **After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.**

No.	Articles before Amendments	Proposed Amendments[1]
122	/	(New Article) **Article 166** **If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reversed to the original state. In case of losses caused to the Company, the shareholders and responsible directors and senior management shall be liable for compensation.**
123	/	(New Article) **Article 167** **When the Company issues new shares to increase its registered capital, shareholders do not have pre-emptive rights, unless otherwise stipulated in the Articles of Association or a resolution of the general meeting grants shareholders pre-emptive rights.**

No.	Articles before Amendments	Proposed Amendments[1]
124	Article 177 The Company shall be dissolved and liquidated pursuant to laws should the Company be under any of the following circumstances: (I) The business term stipulated in the Articles of Association expires; or any of the causes for dissolution as stipulated in the Articles of Association is present; (II) The general meeting revolves to dissolve it; (III) It is necessary to be dissolved due to merger or division of the Company; (IV) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or (V) In the event that the Company has encountered serious difficulties in operation and management and that the interests of the shareholders of the Company are caused to suffer from substantial loss due to the continuing existence of the Company while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's court to dissolve the Company pursuant to laws.	**Article 169** The Company shall be dissolved and liquidated pursuant to laws should the Company be under any of the following circumstances: (I) The business term stipulated in the Articles of Association expires; or any of the causes for dissolution as stipulated in the Articles of Association is present; (II) The general meeting revolves to dissolve it; (III) It is necessary to be dissolved due to merger or division of the Company; (IV) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or (V) In the event that the Company has encountered serious difficulties in operation and management and that the interests of the shareholders of the Company are caused to suffer from substantial loss due to the continuing existence of the Company while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the **voting rights** ~~of all the shareholders~~ of the Company may file an application with the people's court to dissolve the Company ~~pursuant to laws~~. **Where the Company encounters any cause for dissolution specified in the preceding paragraph, it shall make public the cause of dissolution through the National Enterprise Credit Information Publicity System within ten days.**

No.	Articles before Amendments	Proposed Amendments[1]
125	Article 178 If the Company encounters the circumstances specified in Article 175 (1) of the Articles of Association, it may continue to exist by amending the Articles of Association. Any amendment to the Articles of Association in accordance with the preceding paragraph shall require the approval of more than two-thirds of the voting rights held by shareholders present at the general meeting.	**Article 170** If the Company encounters the circumstances specified in **Article 169 (1) and (2)** of the Articles of Association, **and if no asset has been distributed to shareholders,** it may continue to exist by amending the Articles of Association. Any amendment to the Articles of Association **or a resolution of the general meeting** in accordance with the preceding paragraph shall require the approval of more than two-thirds of the voting rights held by shareholders present at the general meeting.
126	Article 179 Where the Company is dissolved according to the provisions of Article 175 (1), (2), (4) or (5) of the Articles of Association, a liquidation team shall be formed within 15 days of the occurrence of the causes of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or any other people as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people's court to designate relevant persons to form a liquidation team to carry out liquidation.	**Article 171** Where the Company is dissolved according to the provisions of **Article 169** (1), (2), (4) or (5) of the Articles of Association, **it shall be liquidated. Directors shall be the liquidation obligors of the Company, and** a liquidation team shall be formed within ~~15~~ **fifteen** days of the occurrence of the causes of dissolution, to carry out liquidation. ~~The liquidation team shall be composed of the directors or any other people as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people's court to designate relevant persons to form a liquidation team to carry out liquidation.~~ **The liquidation team shall be composed of directors, except as otherwise provided in the Articles of Association or unless the general meeting resolves to select other persons.** **Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.**

No.	Articles before Amendments	Proposed Amendments[1]
127	Article 180 The liquidation team shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make a public announcement on newspaper recognized by the stock exchange where the shares of the Company are listed. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation team. Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights, and shall provide the evidencing materials. The liquidation team shall register the creditors' rights. The liquidation team may not clear off any of the debts of any creditors during the period of filing creditors' rights.	**Article 172** The liquidation team shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make a public announcement on newspaper recognized by the stock exchange where the shares of the Company are listed **or on the National Enterprise Credit Information Publicity System**. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation team. Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights, and shall provide the evidencing materials. The liquidation team shall register the creditors' rights. The liquidation team may not clear off any of the debts of any creditors during the period of filing creditors' rights.

No.	Articles before Amendments	Proposed Amendments[1]
128	Article 182 After the liquidation team has liquidated the properties of the Company and has prepared the balance sheets and checklists of properties, it shall prepare a plan of liquidation, and report it to the general meeting or the people's court for confirmation. The remaining assets that result from paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed according to the ratios of shareholding of the shareholders. During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not for purposes of carrying out liquidation. Before the settlement of repayments as provided in the preceding article has been made, the Company's properties shall not be distributed to shareholders.	**Article 174** After the liquidation team has liquidated the properties of the Company and has prepared the balance sheets and checklists of properties, it shall prepare a plan of liquidation, and report it to the general meeting or the people's court for confirmation. The remaining assets that result from paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed according to the ratios of shareholding of the shareholders. During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not for purposes of carrying out liquidation. Before the settlement of repayments as provided in the preceding article has been made, the Company's properties shall not be distributed to shareholders.

No.	Articles before Amendments	Proposed Amendments[1]
129	/	(New Article) **Article 175** **After liquidating the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation team shall formulate a liquidation plan and submit the same to the general meeting or the people's court for confirmation.** **The Company shall, in proportion to the shares held by the shareholders, distribute to the shareholders the remaining properties of the Company after payment of liquidation costs, salaries of employees, social insurance contribution and statutory compensations, outstanding taxes, and the Company's debts.** **During the liquidation period, the Company shall continue to exist but cannot carry out any business activities not relating to liquidation.** **Prior to the settlement of debts according to the preceding paragraph, the assets of the Company shall not be distributed to the shareholders.**
130	Article 183 Should the liquidation team find that the properties of the Company is insufficient for clearing off the debts after liquidating the properties of the Company and preparing the balance sheets and checklists of properties, it shall immediately apply to the people's court to declare the Company's bankruptcy pursuant to laws. Once the people's court declares the bankruptcy of the Company, the liquidation team shall hand over the liquidation matters to the people's court.	**Article 176** Should the liquidation team find that the properties of the Company is insufficient for clearing off the debts after liquidating the properties of the Company and preparing the balance sheets and checklists of properties, it shall immediately apply to the people's court to declare the Company's bankruptcy **liquidation** pursuant to laws. ~~Once the people's court declares the bankruptcy of the Company,~~ **After the people's court accepts the bankruptcy application,** the liquidation team shall hand over the liquidation matters to **the bankruptcy administrator designated by** the people's court.

No.	Articles before Amendments	Proposed Amendments[1]
131	Article 184 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report and submit the same to the general meeting or the people's court for confirmation. The Company shall submit the foregoing documents to the company registration authority to apply for the company de-registration, and to announce that the Company is terminated.	**Article 177** Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report and submit the same to the general meeting or the people's court for confirmation. The Company shall submit the foregoing documents to the company registration authority to apply for the company de-registration~~, and to announce that the Company is terminated~~.
132	Article 185 The members of the liquidation team shall devote themselves to their duties and fulfill their obligations of liquidation according to laws. None of the members of the liquidation team may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the properties of the Company. Where any members of the liquidation team cause any loss to the Company or any creditor with intention or due to gross negligence, he/she shall be liable to make indemnification.	**Article 178** The members of the liquidation team shall ~~devote themselves to their~~ **perform liquidation** duties and ~~fulfill their obligations of liquidation according to laws~~ **assume the obligation of loyalty and obligation of diligence**. ~~None of the members of the liquidation team may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the properties of the Company.~~ **Where any members of the liquidation team who are negligent in performing their liquidation duties and cause losses to the Company shall be liable to make indemnification;** where any members of the liquidation team cause any loss to ~~the Company or~~ any creditor with intention or due to gross negligence, he/she shall be liable to make indemnification.

No.	Articles before Amendments	Proposed Amendments[1]
133	Article 188 Under any one of the following circumstances, the Company shall amend its Articles of Association: (I) After amendment has been made to the Company Law or the relevant laws, administrative regulations, the listing rules of the place where the Company's shares are listed, the contents of the Articles of Association shall conflict with the amended laws, administrative regulations, the listing rules of the place where the Company's shares are listed; (II) The changes that the Company have undergone are not in consistence with the records made in the Articles of Association; or (III) The general meeting decides that the Article of Association should be amended.	**Article 181** Under any one of the following circumstances, the Company shall amend its Articles of Association: (I) After amendment has been made to the Company Law or the relevant laws, administrative regulations, the listing rules of the place where the Company's shares are listed, the contents of the Articles of Association shall conflict with the amended laws, administrative regulations, the listing rules of the place where the Company's shares are listed; (II) The changes that the Company have undergone are not in consistence with the records made in the Articles of Association; or (III) The general meeting decides that the Article of Association should be amended.
134	Article 189 Amendment to the Articles of Association passed by resolutions at the general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval. Should the registration of the Company be involved, the change to such registration shall be handled according to laws.	**Article 182** Amendment to the Articles of Association passed by resolutions at the general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval. Should the registration of the Company be involved, the change to such registration shall be handled according to laws.
135	Article 190 The Board shall amend the Articles of Association according to the resolutions of the general meeting and the opinions of the relevant competent authority.	**Article 183** The Board shall amend the Articles of Association according to the resolutions of the general meeting and the opinions of the relevant competent authority.

No.	Articles before Amendments	Proposed Amendments[1]
136	Article 192 Notices of the Company may be served through means as follows: (I) delivery by hand; (II) by post; (III) by fax or email; (IV) subject to the law, regulations and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, post at the Company's website or such website designated by the relevant stock exchange; (V) by public announcement; (VI) other means as prescribed between the Company and the recipient or as confirmed means upon notice; or (VII) other means approved by the relevant regulatory agency of the place(s) in which the shares of the Company are listed or as set out in the Articles of Association.	**Article 185** Notices of the Company may be served through means as follows: (I) delivery by hand; (II) by post; (III) by fax or email; (IV) subject to the law, regulations and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, post at the Company's website or such website designated by the relevant stock exchange; (V) by public announcement; (VI) other means as prescribed between the Company and the recipient or as confirmed means upon notice; or (VII) other means approved by the relevant regulatory agency of the place(s) in which the shares of the Company are listed or as set out in the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
	Notwithstanding any other provisions in the Articles of Association regarding the form of issuance or notification of any document, circular or other communication, the Company may, subject to compliance with the relevant regulations of the stock exchange where the Company's shares are listed, elect to use the notification form specified in paragraph 1 (IV) of this Article to issue corporate communications, in lieu of delivering written documents to each holder of H shares by hand or by post. The abovementioned corporate communications refer to any documents issued or to be issued by the Company for shareholders' reference or action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board (together with balance sheets and the statement of profit or loss), notices of general meetings, circulars, and other communication documents.	Notwithstanding any other provisions in the Articles of Association regarding the form of issuance or notification of any document, circular or other communication, the Company may, subject to compliance with the relevant regulations of the stock exchange where the Company's shares are listed, elect to use the notification form specified in paragraph 1 (IV) of this Article to issue corporate communications, in lieu of delivering written documents to each holder of H shares by hand or by post. The abovementioned corporate communications refer to any documents issued or to be issued by the Company for shareholders' reference or action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board (together with balance sheets and the statement of profit or loss), notices of general meetings, circulars, and other communication documents.
137	Article 194 Unless otherwise provided in the Articles of Association, all means of service of notice as set out in the preceding Article may also be applicable to notices for general meeting, meetings of Board or the Supervisory Committee.	**Article 187** Unless otherwise provided in the Articles of Association, all means of service of notice as set out in the preceding Article may also be applicable to notices for general meetings **and** meetings of **the** Board~~ or the Supervisory Committee~~.

No.	Articles before Amendments	Proposed Amendments[1]
138	Article 198 Definition (I) In the Articles of Association, a "controlling shareholder" means a shareholder who holds more than 50% of the Company's total share capital in ordinary shares (including preferred shares with voting rights restored); or a shareholder who, although holding less than 50% of the shares, has voting rights based on the shares held sufficient to exert a significant impact on the resolutions of the general meetings. (II) In the Articles of Association, a "de facto controller" means a person who, though not a shareholder, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company. (III) In the Articles of Association, "associated relationship" is the relationship between the controlling shareholder, de facto controller, directors, supervisors or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having associated relationships among themselves only because they are owned by the State.	**Article 191** Definition (I) In the Articles of Association, a "controlling shareholder" means a shareholder who holds more than 50% of the Company's total share capital in ordinary shares (including preferred shares with voting rights restored); or a shareholder who, although holding less than 50% of the shares, has voting rights based on the shares held sufficient to exert a significant impact on the resolutions of the general meetings. (II) In the Articles of Association, a "de facto controller" means a person who, though not a shareholder, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company. (III) In the Articles of Association, "associated relationship" is the relationship between the controlling shareholder, de facto controller, directors~~, supervisors~~ or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having associated relationships among themselves only because they are owned by the State.

No.	Articles before Amendments	Proposed Amendments[1]
1	Title Rules of Procedure for General Meetings of Unisound AI Technology Co., Ltd.	Title Rules of Procedure for General Meetings of Unisound AI Technology Co., Ltd.
2	Article 1 In order to safeguard the lawful rights and interests of the shareholders, further clarify the functions and powers of the general meeting of Unisound AI Technology Co., Ltd. (the "Company"), regulate its organization and conduct, ensure that the general meeting exercises its powers in accordance with the law, and improve the efficiency of the general meeting, these rules are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China (the "Company Law"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (the "Trial Measures"), the Guidelines on the Articles of Association of Listed Companies (the "Articles Guidelines"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and the Articles of Association of Unisound AI Technology Co., Ltd. (for H Shares) (Draft) (the "Articles of Association").	Article 1 In order to ~~safeguard the lawful rights and interests of the shareholders, further clarify the functions and powers of the general meeting~~ **regulate the conduct** of Unisound AI Technology Co., Ltd. (the "Company")~~, regulate its organization and conduct,~~ **and** ensure that the general meeting exercises its powers in accordance with the law~~, and improve the efficiency of the general meeting~~, these rules are formulated in accordance with ~~the relevant provisions of~~ the Company Law of the People's Republic of China (the "Company Law"), **the Securities Law of the People's Republic of China (the "Securities Law"),** the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises ~~(the "Trial Measures")~~, the Guidelines on the Articles of Association of Listed Companies ~~(the "Articles Guidelines")~~, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong** Listing Rules"), **and other laws, regulations, regulatory documents** and the Articles of Association of Unisound AI Technology Co., Ltd. ~~(for H Shares) (Draft)~~ (the "Articles of Association")**, and in light of the actual circumstances of the Company**.
3	Article 2 (This article will be deleted in its entirety)	/

1 In this comparison table, "underline" indicates that the position of the Article has been moved, **bold font** indicates that the content has been added or modified, and "~~strikethrough~~" indicates that the original contents of the Article have been deleted.

No.	Articles before Amendments	Proposed Amendments[1]
4	Article 3 The Company shall convene general meetings in strict compliance with the relevant provisions of laws, administrative regulations, the Articles of Association and these rules, and shall ensure that shareholders are able to exercise their rights in accordance with the law. The Board of Directors of the Company shall earnestly perform its duties and duly organize general meetings in a timely manner. All directors of the Company shall be diligent and responsible to ensure that general meetings are duly convened and that the powers thereof are exercised in accordance with the law.	**Article 2** The Company shall convene general meetings in strict ~~compliance~~ **accordance** with the relevant provisions of laws, administrative regulations, **rules, regulatory documents, the Hong Kong Listing Rules,** the Articles of Association and these rules, and shall ensure that shareholders are able to exercise their rights in accordance with the law. The Board of Directors of the Company shall earnestly perform its duties and duly organize general meetings in a timely manner. All directors of the Company shall be diligent and responsible to ensure that general meetings are duly convened and that the powers thereof are exercised in accordance with the law.
5	/	(New Article) **Article 3** **The general meeting shall exercise its powers within the scope prescribed by the Company Law and other laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, or the Articles of Association.**

No.	Articles before Amendments	Proposed Amendments[1]
6	Article 4 Shareholders registered on the record date are entitled to attend general meetings in person or by proxy, and shall enjoy shareholder rights such as the right to information, the right to speak, the right to make inquiries and the right to vote in accordance with laws, administrative regulations, the Articles of Association and these rules. Shareholders and proxies attending general meetings shall comply with the provisions of relevant laws, administrative regulations, the Articles of Association and these rules, shall consciously maintain order at the meetings, and shall not infringe upon the lawful rights and interests of other shareholders.	Article 4 Shareholders registered on the record date are entitled to attend general meetings in person or by proxy, and shall enjoy shareholder rights such as the right to information, the right to speak, the right to make inquiries and the right to vote in accordance with laws, administrative regulations, the Articles of Association and these rules. Shareholders and proxies attending general meetings shall comply with the provisions of relevant laws, administrative regulations, the Articles of Association and these rules, shall consciously maintain order at the meetings, and shall not infringe upon the lawful rights and interests of other shareholders.

No.	Articles before Amendments	Proposed Amendments[1]
7	Chapter 2 General Provisions of General Meetings Article 5 The general meeting is the authoritative organization of the Company and shall exercise the following powers in accordance with the law: (I) to decide on the operating policies and investment plans of the Company; (II) to elect and replace directors and supervisors who are not staff representatives, and to decide on matters relating to their remuneration; (III) to review and approve reports of the Board; (IV) to review and approve reports of the Supervisory Committee; (V) to review and approve the annual financial budgets and final accounts of the Company; (VI) to review and approve the profit distribution plans and loss recovery plans of the Company; (VII) to adopt resolutions on the increase or decrease of the registered capital of the Company; (VIII) to adopt resolutions on the issuance of corporate bonds or other securities and the listing plans;	Chapter 2 General Provisions of General Meetings Article 5 The general meeting is the authoritative organization of the Company and shall exercise ~~the following~~ **its** powers in accordance with the law~~:~~. ~~(I) to decide on the operating policies and investment plans of the Company;~~ ~~(II) to elect and replace directors and supervisors who are not staff representatives, and to decide on matters relating to their remuneration;~~ ~~(III) to review and approve reports of the Board;~~ ~~(IV) to review and approve reports of the Supervisory Committee;~~ ~~(V) to review and approve the annual financial budgets and final accounts of the Company;~~ ~~(VI) to review and approve the profit distribution plans and loss recovery plans of the Company;~~ ~~(VII) to adopt resolutions on the increase or decrease of the registered capital of the Company;~~ ~~(VIII) to adopt resolutions on the issuance of corporate bonds or other securities and the listing plans;~~

No.	Articles before Amendments	Proposed Amendments[1]
	(IX) to adopt resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;	~~(IX) to adopt resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;~~
	(X) to amend the Articles of Association;	~~(X) to amend the Articles of Association;~~
	(XI) to adopt resolutions on the appointment, reappointment, non-reappointment or dismissal of the accounting firm of the Company;	~~(XI) to adopt resolutions on the appointment, reappointment, non-reappointment or dismissal of the accounting firm of the Company;~~
	(XII) to review and approve the guarantees set out in Article 6 of these rules;	~~(XII) to review and approve the guarantees set out in Article 6 of these rules;~~
	(XIII) to review the Company's purchase or disposal of major assets within one year of a value exceeding 30% of the latest audited total assets of the Company;	~~(XIII) to review the Company's purchase or disposal of major assets within one year of a value exceeding 30% of the latest audited total assets of the Company;~~
	(XIV) to review and approve the changes in the use of proceeds;	~~(XIV) to review and approve the changes in the use of proceeds;~~
	(XV) to review the equity incentive schemes and employee shareholding plans;	~~(XV) to review the equity incentive schemes and employee shareholding plans;~~
	(XVI) to consider other matters to be decided at the general meeting as required by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or as prescribed by the Articles of Association.	~~(XVI) to consider other matters to be decided at the general meeting as required by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or as prescribed by the Articles of Association.~~

No.	Articles before Amendments	Proposed Amendments[1]
8	/	(New Article) **Article 6** **The general meeting shall exercise the following powers:** **(I) to elect and replace directors who are not employee representatives, and to decide on matters relating to their remuneration;** **(II) to review and approve reports of the Board;** **(III) to review and approve the profit distribution plans and loss recovery plans of the Company;** **(IV) to adopt resolutions on the increase or decrease of the registered capital of the Company;** **(V) to adopt resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;** **(VI) to adopt resolutions on the issuance of corporate bonds or other securities and the listing plans;** **(VII) to adopt resolutions on the appointment, reappointment, non-reappointment or dismissal of the accounting firm of the Company;** **(VIII) to amend the Articles of Association;** **(IX) to review and approve the guarantees set out in Article 47 of the Articles of Association;**

No.	Articles before Amendments	Proposed Amendments[1]
		(X) to review the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company; **(XI) to review and approve the changes in the use of proceeds;** **(XII) to review the equity incentive schemes and employee shareholding plans;** **(XIII) to consider other matters required to be resolved at the general meeting under laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, or the Articles of Association.** **The general meeting may authorize the Board of Directors to adopt resolutions on the issuance of corporate bonds.** **Except as otherwise provided by laws, administrative regulations, the regulations of the China Securities Regulatory Commission, or the listing rules of the stock exchange where the Company's shares are listed, the aforesaid powers of the general meeting shall not be exercised by the Board of Directors or any other organizations or individuals through authorization.**
9	Article 6 (This article will be deleted in its entirety)	/
10	Article 7 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
11	Article 8 General meetings are divided into annual general meetings and extraordinary general meetings. General meetings are generally convened by the Board of Directors. The annual general meeting shall be convened once a year and shall be held within six months after the end of the previous fiscal year.	(Original Articles 8 and 9 will be combined) **Article 7** General meetings are divided into annual general meetings and extraordinary general meetings. General meetings are generally convened by the Board of Directors. The annual general meeting shall be convened once a year and shall be held within six months after the end of the previous fiscal year. **Extraordinary general meetings shall be convened from time to time.** Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of occurrence of the relevant event: (I) when the number of members of the Board of Directors falls below the number stipulated in the Company Law or 2/3 of the number specified in the Articles of Association; (II) when the unrecovered losses of the Company have reached 1/3 of the Company's total paid-in share capital; (III) when shareholders individually or jointly holding more than 10% of ~~the~~ Company's shares **with voting rights** request **in writing to convene an extraordinary general meeting**; (IV) when the Board deems it necessary to convene the meeting; (V) when the **Audit Committee** proposes to convene a meeting; (VI) when ~~two or more~~ **more than half** of independent non-executive directors propose to convene a meeting; (VII) other circumstances stipulated by laws, administrative regulations, departmental rules**, the listing rules of the stock exchange where the Company's shares are listed** or the Articles of Association.

No.	Articles before Amendments	Proposed Amendments[1]
12	Article 9 Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of occurrence of the relevant event: (I) when the number of members of the Board of Directors falls below the number stipulated in the Company Law or 2/3 of the number specified in the Articles of Association; (II) when the unrecovered losses of the Company have reached 1/3 of the Company's total paid-in share capital; (III) when shareholders individually or jointly holding 10% or more of the shares of the Company request; (IV) when the Board deems it necessary to convene the meeting; (V) when the Supervisory Committee proposes to convene a meeting; (VI) when two or more independent non-executive directors propose to convene a meeting; (VII) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.	

No.	Articles before Amendments	Proposed Amendments[1]
13	Chapter 3 Procedures for Convening General Meetings Section 1 Convening of General Meetings	Chapter 3 Procedures for Convening General Meetings Section 1 Convening of General Meetings
14	Article 10 (This article will be deleted in its entirety)	/
15	Article 11 (This article will be deleted in its entirety)	/
16	Article 12 Independent non-executive directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. Concerning the proposal for convening an extraordinary general meeting made by the independent non-executive directors, the Board of Directors shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, provide a written reply within 10 days upon receipt of the proposal, stating whether it agrees or disagrees to convene such extraordinary general meeting. Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days after the adoption of the relevant resolution of the Board of Directors. Where the Board of Directors disagrees to convene an extraordinary general meeting, the reasons therefor shall be stated and an announcement shall be made accordingly.	**Article 8** **The Board of Directors shall convene general meetings on time within the time limit prescribed in Article 7 of these rules.** **With the consent of more than half of all independent non-executive directors, independent** ~~Independent~~ non-executive directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. Concerning the proposal for convening an extraordinary general meeting made by the independent non-executive directors, the Board of Directors shall, in accordance with the requirements of the laws, administrative regulations**, the listing rules of the place where the Company's shares are listed** and the Articles of Association, provide a written reply within 10 days upon receipt of the proposal, stating whether it agrees or disagrees to convene an extraordinary general meeting. Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days after the adoption of the relevant resolution of the Board of Directors. Where the Board of Directors disagrees to convene an extraordinary general meeting, the reasons therefor shall be stated and an announcement shall be made accordingly.

No.	Articles before Amendments	Proposed Amendments[1]
17	Article 13 The Supervisory Committee shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting, and such proposal shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, provide a written reply within 10 days from the date of receipt of the proposal, stating whether it agrees or disagrees to convene an extraordinary general meeting. Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days from the date of adoption of the relevant resolution of the Board of Directors. Any changes to the original proposal in the notice shall be agreed by the Supervisory Committee. Where the Board of Directors disagrees to convene an extraordinary general meeting, or fails to reply within 10 days from the date of receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the general meeting, and the Supervisory Committee may convene and preside over the meeting on its own.	**Article 9** The ~~Supervisory Committee~~ **Audit Committee** shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting, and such proposal shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with the requirements of the laws, administrative regulations**, the listing rules of the place where the Company's shares are listed** and the Articles of Association, provide a written reply within 10 days ~~from the date of~~ **upon** receipt of the proposal, stating whether it agrees or disagrees to convene an extraordinary general meeting. Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days from the adoption of the relevant resolution of the Board of Directors. Any changes to the original proposal in the notice shall be agreed by the ~~Supervisory Committee~~ **Audit Committee**. Where the Board of Directors disagrees to convene an extraordinary general meeting, or fails to reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the general meeting, and the ~~Supervisory Committee~~ **Audit Committee** may convene and preside over the meeting on its own.

No.	Articles before Amendments	Proposed Amendments[1]
18	Article 14 Shareholders individually or jointly holding 10% or more of the Company's shares (on the basis of one vote per share) shall have the right to request the convening of an extraordinary general meeting or class meeting in accordance with the following procedures: (I) to sign one or more written requests of the same form and content, requesting the Board of Directors to convene an extraordinary general meeting or a class meeting, and specifying the subject matter of the meeting. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written reply within 10 days upon receipt of the above request, stating whether it agrees or disagrees to convene such extraordinary general meeting or class meeting. The shareholding of the proposing shareholders shall be calculated as of the date of submission of the written request. (II) where the Board of Directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of the meeting within 5 days after the adoption of the relevant resolution of the Board of Directors. Any changes to the original request in the notice shall be agreed by the relevant shareholders.	(Original Articles 14, 15 and 16 will be combined) **Article 10** Shareholders individually or jointly holding 10% or more of the Company's shares (on the basis of one vote per share) shall have the right to request **the Board of Directors to convene an extraordinary general meeting** ~~the convening of an extraordinary general meeting or class meeting in accordance with the following procedures~~: ~~(I) to sign one or more written requests of the same form and content, requesting the Board of Directors to convene an extraordinary general meeting or a class meeting, and specifying the subject matter of the meeting. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written reply within 10 days upon receipt of the above request, stating whether it agrees or disagrees to convene such extraordinary general meeting or class meeting. The shareholding of the proposing shareholders shall be calculated as of the date of submission of the written request.~~ ~~(II) where the Board of Directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of the meeting within 5 days after the adoption of the relevant resolution of the Board of Directors. Any changes to the original request in the notice shall be agreed by the relevant shareholders.~~

No.	Articles before Amendments	Proposed Amendments[1]
	(III) where the Board of Directors disagrees with the proposal to convene an extraordinary general meeting or class meeting, or fails to reply within 10 days upon receipt of the request, shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to propose in writing to the Supervisory Committee to convene the meeting. (IV) where the Supervisory Committee agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of the meeting within 5 days upon receipt of the request. Any changes to the original proposal in the notice shall be agreed by the relevant shareholders. (V) where the Supervisory Committee fails to issue a notice of the meeting within the prescribed time limit, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting, and shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene and preside over the general meeting on their own.	~~(III) where the Board of Directors disagrees with the proposal to convene an extraordinary general meeting or class meeting, or fails to reply within 10 days upon receipt of the request, shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to propose in writing to the Supervisory Committee to convene the meeting.~~ ~~(IV) where the Supervisory Committee agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of the meeting within 5 days upon receipt of the request. Any changes to the original proposal in the notice shall be agreed by the relevant shareholders.~~ ~~(V) where the Supervisory Committee fails to issue a notice of the meeting within the prescribed time limit, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting, and shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene and preside over the general meeting on their own.~~

No.	Articles before Amendments	Proposed Amendments[1]
	Prior to the announcement of the resolutions of the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%. When issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, the convening shareholders shall submit the relevant supporting documents to the securities regulatory authority and the stock exchange in the place where the Company is located.	~~Prior to the announcement of the resolutions of the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%. When issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, the convening shareholders shall submit the relevant supporting documents to the securities regulatory authority and the stock exchange in the place where the Company is located.~~ **Such proposal shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written reply within 10 days upon receipt of the request, stating whether it agrees or disagrees to convene such extraordinary general meeting.** Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days after the adoption of the relevant resolution of the Board of Directors. Any changes to the original request in the notice shall be agreed by the relevant shareholders. Where the Board of Directors disagrees to convene an extraordinary general meeting, or fails to reply within 10 days upon receipt of the request, the ~~convening~~ shareholders **individually or jointly holding more than 10% of the Company's shares** shall have the right to propose to the ~~Supervisory Committee~~ **Audit Committee** the convening of an extraordinary general meeting, and such request shall be made to the ~~Supervisory Committee~~ **Audit Committee** in writing. Where the ~~Supervisory Committee~~ **Audit Committee** agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days upon receipt of the request. Any changes to the original request in the notice shall be agreed by the ~~proposing~~ **relevant** shareholders.

No.	Articles before Amendments	Proposed Amendments[1]
		Where the ~~Supervisory Committee~~ **Audit Committee** fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the ~~Supervisory Committee~~ **Audit Committee** does not convene or preside over the general meeting, and the ~~proposing~~ shareholders **individually or jointly holding more than 10% of the Company's shares (on the basis of one vote per share)** may convene and preside over the general meeting on their own. ~~Where shareholders convene and hold a meeting on their own due to the failure of the Board of Directors and the Supervisory Committee to convene a meeting as requested above, the reasonable expenses so incurred shall be borne by the Company and deducted from the amounts payable by the Company to the defaulting directors.~~
19	Article 15 Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days after the adoption of the relevant resolution of the Board of Directors. Any changes to the original request in the notice shall be agreed by the relevant shareholders. Where the Board of Directors disagrees to convene an extraordinary general meeting, or fails to reply within 10 days upon receipt of the request, the convening shareholders shall have the right to propose to the Supervisory Committee the convening of an extraordinary general meeting, and such request shall be made to the Supervisory Committee in writing.	

No.	Articles before Amendments	Proposed Amendments[1]
20	Article 16 Where the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days upon receipt of the proposal. Any changes to the original proposal in the notice shall be agreed by the proposing shareholders. Where the Supervisory Committee fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting, and the proposing shareholders may convene and preside over the general meeting on their own.	
21	Article 17 (This article will be deleted in its entirety)	/
22	/	(New Article) **Article 11** **Where the Audit Committee or the shareholders decide to convene a general meeting on their own, they shall give written notice to the Board of Directors.** **Prior to the announcement of the resolutions of the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%.**

No.	Articles before Amendments	Proposed Amendments[1]
23	Article 18 For a general meeting convened by the convening shareholders or the Supervisory Committee on their own, the Board of Directors and the Board secretary shall cooperate. The Board of Directors shall provide the register of shareholders as at the close of the record date. The register of shareholders obtained by the convening shareholders shall not be used for any purpose other than convening the general meeting.	**Article 12** For general meetings convened by ~~the convening shareholders or~~ the **Audit Committee or shareholders** on their own, the Board of Directors and the Board secretary shall cooperate. The Board of Directors shall provide the register of shareholders as at ~~the close of~~ the record date. **Where the Board of Directors fails to provide the register of shareholders, the convener may apply to the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and/or the share registrar/agent of the overseas listed foreign shares for access by presenting the relevant announcement of the notice to convene the general meeting.** The register of shareholders obtained by the ~~convening shareholders~~ **convener** shall not be used for any purpose other than convening the general meeting.
24	Article 19 For a general meeting convened by the convening shareholders or the Supervisory Committee on their own, the necessary expenses of the meeting shall be borne by the Company.	**Article 13** For a general meeting convened by ~~the convening shareholders or the Supervisory Committee~~ **the Audit Committee or shareholders** on their own, the necessary expenses of the meeting shall be borne by ~~the~~ Company.
25	Article 20 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
26	Section 2 Proposals and Notices of General Meetings Article 21 The content of proposals to the general meeting shall comply with the relevant provisions of laws, administrative regulations and the Articles of Association, and shall fall within the scope of powers of the general meeting, with clear subjects and specific resolutions. Proposals shall be made in writing.	Section 2 Proposals and Notices of General Meetings **Article 14** The content of proposals ~~to the general meeting shall comply with the relevant provisions of laws, administrative regulations and the Articles of Association, and~~ shall fall within the scope of powers of the general meeting, with clear subjects and specific resolutions, <u>shall comply with the relevant provisions of laws, administrative regulations and the Articles of Association,</u> **and** ~~Proposals~~ shall be made **or delivered** in writing.

No.	Articles before Amendments	Proposed Amendments[1]
27	Article 22 When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and the proposing shareholders shall have the right to submit proposals to the Company. The proposing shareholders may put forward an interim proposal and submit it in writing to the convener no later than 10 days before the holding of the general meeting. The convener shall issue a supplemental notice of the general meeting to all shareholders within two days upon receipt of the proposal, announcing the content of the interim proposal. Except for the circumstances provided in the preceding paragraph, after a notice of the general meeting has been issued, the convener shall not modify any proposals already set out in the notice of the general meeting or add any new proposals. Any proposal not set out in the notice or supplemental notice of the general meeting or not in compliance with the provisions of these rules shall not be voted on and no resolution shall be passed at the general meeting.	**Article 15** When the Company convenes a general meeting, the Board of Directors, the ~~Supervisory Committee~~ **Audit Committee**, and the ~~proposing~~ shareholders **individually or jointly holding more than 1% of the shares of the Company** ~~may put forward an interim proposal and submit it in writing to the convener no later than 10 days before the holding of the general meeting~~ shall have the right to submit proposals to the Company. **Shareholders individually or jointly holding more than 1% of the Company's shares may put forward an interim proposal and submit it in writing to the convener no later than 10 days before the holding of the general meeting or the deadline for the despatch of the supplemental circular for the general meeting as required under the Hong Kong Listing Rules, whichever is earlier.** The convener shall issue a supplemental notice of the general meeting ~~to all shareholders~~ within two days upon receipt of the proposal, announcing the content of the interim proposal. Except ~~for the circumstances~~ **as** provided in the preceding paragraph, after a notice of the general meeting has been issued, the convener shall not modify any proposals already set out in the notice of the general meeting or add any new proposals. Any proposal not set out in the notice of the general meeting or not in compliance with Article 14 of these rules shall not be voted on and no resolution shall be passed at the general meeting.
28	Section 3 Notice of General Meetings	~~Section 3 Notice of General Meetings~~
29	Article 23 (This article will be deleted in its entirety)	**/**

No.	Articles before Amendments	Proposed Amendments[1]
30	Article 24 The Company shall notify all shareholders at least 20 days prior to the holding of an annual general meeting, and at least 15 days prior to the holding of an extraordinary general meeting. The above time limits may be waived with the written consent of shareholders. In calculating the above time limits, the date of the meeting shall not be included. After a notice of the general meeting has been issued, the general meeting shall not, without proper cause, be postponed or cancelled, and the proposals specified in the notice of the general meeting shall not be withdrawn. In the event of a postponement or cancellation, the convener shall notify all shareholders and explain the reasons at least two working days prior to the original scheduled date of the meeting.	**Article 16** ~~The~~ Company shall ~~notify all shareholders~~ **issue a notice** at least 20 days prior to the holding of an annual general meeting, and at least 15 days prior to the holding of an extraordinary general meeting**, informing all registered shareholders of the matters proposed to be considered at the meeting as well as the date and venue of the meeting**. ~~The above time limits may be waived with the written consent of shareholders.~~ In calculating the ~~above~~ time limits **for the Company**, the date of the meeting shall not be included. ~~After a notice of the general meeting has been issued, the general meeting shall not, without proper cause, be postponed or cancelled, and the proposals specified in the notice of the general meeting shall not be withdrawn. In the event of a postponement or cancellation, the convener shall notify all shareholders and explain the reasons at least two working days prior to the original scheduled date of the meeting.~~
31	/	(New Article) **Article 17** **An extraordinary general meeting shall not decide on matters not set out in the notice of meeting.**
32	Article 25 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
33	Article 26 The notice of a general meeting shall include the following: (I) the time, venue and duration of the meeting; (II) the matters and proposals to be considered at the meeting; (III) a conspicuous statement that shareholders entitled to attend and vote shall have the right to appoint one or more proxies to attend and vote on their behalf, and that such proxies need not be shareholders of the Company; (IV) the record date for shareholders entitled to attend the general meeting; (V) the names and telephone numbers of the permanent contact persons for the matters of the general meeting; (VI) the time and procedures for voting by online or other means (if applicable).	**Article 18** The notice of a general meeting shall ~~include the following~~ **comply with the following requirements**: **(I) to be made in writing;** **(II) to specify** the venue, **date,** time and duration of the meeting; **(III) to state** the matters and proposals to be considered at the meeting; **(IV) to provide shareholders with such information and explanations as are necessary to enable them to make an informed decision on the matters to be discussed; this principle includes, without limitation, that where the Company proposes a merger, repurchase of shares, capital reorganization or other reorganization, the specific terms and contracts (if any) of the proposed transaction shall be provided, together with a proper explanation of the reasons for and consequences of the transaction;**

No.	Articles before Amendments	Proposed Amendments[1]
		(V) where any director, supervisor, general manager or other senior management personnel has a material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed would affect such director, supervisor, general manager or other senior management personnel in his/her capacity as a shareholder differently from other shareholders of the same class, such difference shall be explained; **(VI) to set out in full the text of any special resolution proposed to be passed at the meeting;** **(VII)** to include a conspicuous statement that shareholders entitled to attend and vote shall have the right to appoint one or more proxies to attend and vote on their behalf, and that such proxies need not be shareholders; **(VIII) to set out the time and place for delivery of proxy forms for voting at the meeting;** **(IX) to specify** the record date for shareholders entitled to attend the general meeting; **(X) to set out** the names and telephone numbers of the permanent contact persons for the matters of the general meeting; **(XI) to set out** the time and procedures for voting by online or other means (if applicable).

No.	Articles before Amendments	Proposed Amendments[1]
34	Article 27 Where the general meeting proposes to consider the election of directors or supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors or supervisors, which shall at least include the following: (I) personal particulars including educational background, work experience and any part-time positions; (II) whether they have any connected relationships with the Company or its controlling shareholders or actual controller; (III) the shareholdings in the Company; (IV) whether they have been subject to any penalty imposed by the securities regulatory authority or other relevant authorities or any disciplinary action by a stock exchange. Except where directors and supervisors are elected through the cumulative voting system, each candidate for director or supervisor shall be nominated by a separate proposal. Notice of a general meeting shall be delivered to shareholders (whether or not entitled to vote at the general meeting) by personal delivery or by prepaid mail to the address registered in the register of shareholders, or, subject to compliance with applicable laws, regulations and the listing rules, published on the Company's website or the designated website of the stock exchange where the Company's shares are listed.	**Article 19** Where the general meeting proposes to consider the election of **non-employee representative** directors ~~or supervisors~~, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors ~~or supervisors~~, which shall at least include the following: (I) personal particulars including educational background, work experience and any part-time positions; (II) whether they have any connected relationships with the Company or its controlling shareholders or actual controller; (III) **disclosure of** the shareholdings in the Company; (IV) whether they have been subject to any penalty imposed by the ~~securities regulatory authority~~ **China Securities Regulatory Commission** or other relevant authorities or any disciplinary action by a stock exchange. Except where directors ~~and supervisors~~ are elected through the cumulative voting system, each candidate for director ~~or supervisor~~ shall be nominated by a separate proposal.

No.	Articles before Amendments	Proposed Amendments[1]
35	/	(New Article) **Article 20** **Unless otherwise provided in the Articles of Association,** notices of general meetings may be delivered to shareholders (regardless of whether they are entitled to vote at such meetings) either in person or by prepaid mail to the addresses registered in the register of shareholders. **For holders of domestic shares, such notices may also be given by publishing an announcement.** **The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority in the place where the Company's shares are listed. Once so published, it shall be deemed that all holders of domestic shares have received the notice of the relevant general meeting. Subject to compliance with laws, administrative regulations, regulatory documents and the relevant provisions of the securities regulatory authority in the place where the Company's shares are listed and completion of the relevant procedures, for holders of overseas listed foreign shares, the Company may also issue notices of general meetings by publishing them on the Company's website and the website designated by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), or by other means permitted under the Hong Kong Listing Rules and the Articles of Association, in lieu of delivering notices to holders of overseas listed foreign shares in person or by prepaid mail.**

No.	Articles before Amendments	Proposed Amendments[1]
36	/	(New Article) **Article 21** **The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.**
37	Article 28 After a notice of the general meeting has been issued, the general meeting shall not, without proper cause, be postponed or cancelled, and the proposals specified in the notice of the general meeting shall not be withdrawn. In the event of any postponement or cancellation of a general meeting, the convener shall, at least two working days prior to the originally scheduled date of the meeting, make an announcement and explain the reasons therefor. Where the listing rules of the place where the Company's shares are listed contain other provisions regarding the aforementioned matters, such provisions shall prevail.	**Article 22** After a notice of the general meeting has been issued, the general meeting shall not, without proper cause, be postponed or cancelled, and the proposals specified in the notice of the general meeting shall not be withdrawn. In the event of any postponement or cancellation of a general meeting, the convener shall, at least two working days prior to the originally scheduled date of the meeting, make an announcement and explain the reasons therefor. ~~Where the listing rules of the place where the Company's shares are listed contain other provisions regarding the aforementioned matters, such provisions shall prevail.~~

No.	Articles before Amendments	Proposed Amendments[1]
38	Section 4 Convening of General Meetings Article 29 General meetings may be convened by way of physical meetings or non-physical meetings. Subject to ensuring that shareholders are able to fully express their views, extraordinary general meetings may be convened in a non-physical manner, such as by teleconference, video conference or written circulation, provided that the notice of the general meeting shall clearly specify the time and procedures for voting by such non-physical means. Extraordinary general meetings convened by teleconference or video conference shall be audio-recorded or video-recorded. Annual general meetings shall not be convened by way of written circulation.	**Section 3** Convening of General Meetings **Article 23** General meetings may be convened by way of physical meetings or non-physical meetings. Subject to ensuring that shareholders are able to fully express their views, extraordinary general meetings may be convened in a non-physical manner, such as by teleconference, video conference or written circulation, provided that the notice of the general meeting shall clearly specify the time and procedures for voting by such non-physical means. Extraordinary general meetings convened by teleconference or video conference shall be audio-recorded or video-recorded. Annual general meetings shall not be convened by way of written circulation.
39	Article 30 The Board of Directors of the Company and other conveners shall take necessary measures to ensure the proper order of the general meetings. Any acts that disrupt the order of general meetings, provoke disturbances, or infringe upon the lawful rights and interests of shareholders shall be dealt with by taking appropriate measures to stop them and shall be promptly reported to the relevant authorities for investigation and handling.	**Article 24** The Board of Directors ~~of the Company~~ and other conveners shall take necessary measures to ensure the proper order of the general meetings. Any acts that disrupt the general meetings, provoke disturbances, or infringe upon the lawful rights and interests of shareholders shall be dealt with by taking appropriate measures to stop them and shall be promptly reported to the relevant authorities for investigation and handling.

No.	Articles before Amendments	Proposed Amendments[1]
40	Article 31 All shareholders whose names appear on the register of shareholders as at the record date, or their proxies, shall be entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association and these rules, and neither the Company nor the convener may refuse on any grounds. Shareholders may attend the general meeting in person or appoint proxies to attend the meeting, speak and vote on their behalf, and such proxies need not be shareholders of the Company. A corporate shareholder shall be represented at the general meeting by its legal representative or a person authorized by resolution of its board of directors or other decision-making body; the legal representative of a corporate shareholder may appoint a proxy to attend the meeting.	**Article 25** Shareholders may attend the general meeting in person **and exercise their voting rights,** or appoint ~~proxies~~ **others** to attend the meeting **and exercise their voting rights** ~~speak and vote~~ on their behalf, and such proxies need not be shareholders of the Company. **Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxies may, in accordance with the shareholder's appointment, exercise the following rights:** **(I) the right of the shareholder to speak at the general meeting;** **(II) the right to demand, individually or jointly with others, a vote by poll;** **(III) unless otherwise provided under the applicable securities listing rules or other securities laws and regulations, the right to vote by a show of hands or by poll, provided that if more than one proxy is appointed, such proxies shall only exercise the right to vote by poll.**

No.	Articles before Amendments	Proposed Amendments[1]
	Where such shareholder is a Recognized Clearing House (or its nominee) as defined in the relevant ordinances enacted in Hong Kong from time to time, it may authorize one or more persons as it deems fit to act as its representative(s) at any general meeting or any class meeting; provided that, if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect of which each such person is so authorized, and shall be signed by the authorized persons of the Recognized Clearing House. A person so authorized may represent the Recognized Clearing House (or its nominee) To attend the meeting (without the need to produce share certificates, notarized authorizations and/or further evidence of his/her authorization) and exercise rights as if such person were an individual shareholder of the Company.	Where such shareholder is a Recognized Clearing House (or its nominee) as defined in the relevant ordinances enacted in Hong Kong from time to time, it may authorize one or more persons as it deems fit to act as its representative(s) at any general meeting or any class meeting; provided that, if more than one person is so authorized, the proxy form shall specify the number and class of shares in respect of which each such person is so authorized, and shall be signed by the authorized persons of the Recognized Clearing House. A person so authorized may represent the Recognized Clearing House (or its nominee) To attend the meeting (without the need to produce share certificates, notarized authorizations and/or further evidence of his/her authorization)**, speak at the meeting and** exercise rights as if such person were an individual shareholder of the Company.
41	Article 32 (This article will be deleted in its entirety)	**/**

No.	Articles before Amendments	Proposed Amendments[1]
42	Article 33 Individual shareholders attending the meeting in person shall present their personal ID card or other valid documents evidencing their identity, and their stock account card. Where a proxy is appointed to attend the meeting, the proxy shall present his/her own identification document and the proxy form issued by the shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy authorized by such legal representative. If the legal representative attends the meeting, he/she shall present his/her personal ID card and valid proof of his/her qualification as a legal representative; if a proxy attends the meeting, the proxy shall present his/her own personal ID card and a written proxy form lawfully issued by the legal representative of the corporate shareholder.	**Article 31** Individual shareholders attending the meeting in person shall present their personal ID cards or other valid documents evidencing their identity. Where a proxy is appointed to attend the meeting, **in addition to the identification document of the principal,** the proxy shall present his/her ~~own identification document~~ **valid personal ID card** and the proxy form issued by the shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy authorized by such legal representative. If the legal representative attends the meeting, he/she shall present his/her personal ID card and valid proof of his/her qualification as a legal representative; if a proxy attends the meeting, the proxy shall present his/her own personal ID card and a written proxy form lawfully issued by the legal representative of the corporate shareholder **(excluding Recognized Clearing House or its nominee)**.
43	Article 34 The appointment of a proxy by a shareholder shall be in writing and the proxy form shall be signed by the appointor or his/her attorney authorized in writing; where the appointor is a legal person, such proxy form shall be affixed with the seal of the legal person or signed by its legal representative or attorney authorized in writing.	**Article 30** The appointment of a proxy by a shareholder shall be in writing and the proxy form shall be signed by the appointor or his/her attorney authorized in writing; where the appointor is a legal person **or other institution**, such proxy form shall be affixed with the seal of the legal person **or such other institution** or signed by its legal representative **(or director)** or attorney **duly** authorized~~ in writing~~.

No.	Articles before Amendments	Proposed Amendments[1]
44	Article 35 The proxy form issued by a shareholder to appoint a proxy to attend shall contain the following information: (I) name of the proxy; (II) whether the proxy has the voting right; (III) instructions to vote for, against, or abstain from voting on each matter on the agenda of the general meeting; (IV) the date of issuance and the period of validity of the proxy form; (V) signature (or seal) of the appointor. Where the appointor is a corporate shareholder, the proxy form shall be affixed with its corporate seal. (VI) the proxy form shall contain a statement regarding whether the proxy can vote as he/she thinks fit in the absence of specific instructions from the appointor. Where no specific instruction is given in the proxy form, the proxy shall be entitled to vote on the relevant matters at his/her discretion, and the shareholder shall bear the corresponding responsibility for such voting.	**Article 26** The proxy form issued by a shareholder to appoint a proxy to attend **a general meeting** shall contain the following information: **(I) name of the principal and the class and number of shares held by such principal in the Company;** **(II)** name **or title** of the proxy; **(III) specific instructions of the shareholder, including** instructions to vote for, against, or abstain from voting on each matter on the agenda of the general meeting; (IV) the date of issuance and the period of validity of the proxy form; (V) signature (or seal) of the appointor; where the appointor is a corporate shareholder, the proxy form shall be affixed with its corporate seal **or signed by its director or duly authorized representative**. ~~(VI) the proxy form shall contain a statement regarding whether the proxy can vote as he/she thinks fit in the absence of specific instructions from the appointor. Where no specific instruction is given in the proxy form, the proxy shall be entitled to vote on the relevant matters at his/her discretion, and the shareholder shall bear the corresponding responsibility for such voting.~~
45	Article 36 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
46	Article 37 The proxy form issued by the Board of Directors to the shareholders to appoint proxies shall be in such format that allows the shareholders to freely instruct the proxies to cast a vote of consent or opposition, and to provide separate instructions for each matter that needs to be voted upon. The proxy form shall contain a statement that the proxy may vote as he/she thinks fit in the absence of specific instructions from the appointor.	**Article 27** The proxy form issued by the Board of Directors to the shareholders to appoint proxies shall be in such format that allows the shareholders to freely instruct the proxies to cast a vote of ~~consent~~ **in favor,** ~~or~~ opposition, **or abstention,** and to provide separate instructions for each matter that needs to be voted upon. The proxy form shall contain a statement that the proxy may vote as he/she thinks fit in the absence of ~~specific~~ instructions from the appointor.
47	Article 38 (This article will be deleted in its entirety)	/
48	Article 39 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
49	/	(New Article) **Article 28** **The proxy form shall be deposited at the domicile of the Company or at such other place as specified in the notice convening the meeting at least 24 hours before the relevant meeting at which the proxy is to vote or at least 24 hours before the time appointed for the voting.** **Where a proxy form is signed by a person authorized by the principal, the power of attorney or other authorization document authorizing such signing shall be notarized. The notarized power of attorney or other authorization document shall be deposited together with the proxy form at the Company's domicile or at such other place as specified in the notice convening the meeting.** **Where the principal is a legal person, its legal representative or a person authorized by a resolution of its board of directors or other decision-making body shall attend the general meeting of the Company as its representative.**
50		(New Article) **Article 29** **Where the principal has passed away, become incapacitated, revoked the appointment, revoked the authority to sign the appointment, or the relevant shares have been transferred before the voting, any vote cast by his/her/its proxy in accordance with the proxy form shall remain valid, provided that the Company has not received written notice of such matters before the commencement of the relevant meeting.**

No.	Articles before Amendments	Proposed Amendments[1]
51	Article 40 A general meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors. Where a general meeting is convened by the Supervisory Committee on its own, it shall be chaired and presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is unable or fails to perform his/her duties, the general meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors. If the chairman of the meeting breaches the rules of procedure at the general meeting, making it impossible for the general meeting to continue, the general meeting may, with the consent of shareholders holding more than half of the voting rights present at the meeting, elect another person to act as the chairman of the meeting to continue the meeting.	**Article 34** ~~A~~ **Where a** general meeting **is convened by the Board of Directors, it** shall be presided over by the chairman of the Board**, who shall act as the chairman of the meeting**. ~~Where the chairman of the Board is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.~~ **If the chairman of the Board is unable to attend the meeting for any reason, the meeting shall be convened and presided over by the vice chairman of the Board. Where both the chairman and the vice chairman of the Board are unable to attend the meeting, the Board of Directors may designate a director of the Company to convene and preside over the meeting as the chairman of the meeting. Where no chairman of the meeting has been designated, the shareholders attending the meeting may elect one person to act as the chairman. If for any reason the shareholders are unable to elect a chairman, the shareholder (including proxy(ies)) present at the meeting holding the greatest number of voting shares shall act as the chairman of the meeting.**

No.	Articles before Amendments	Proposed Amendments[1]
		Where a general meeting is convened by the ~~Supervisory Committee~~ **Audit Committee** on its own, it shall be chaired and presided over by the chairman of the ~~Supervisory Committee~~ **Audit Committee**. Where the chairman of the ~~Supervisory Committee~~ **Audit Committee** is unable or fails to perform his/her duties, the meeting shall be presided over by ~~a supervisor jointly elected by more than half of the supervisors~~ **the vice chairman of the Audit Committee**. **Where the vice chairman of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee.** ~~If the chairman of the meeting breaches the rules of procedure at the general meeting, making it impossible for the general meeting to continue, the general meeting may, with the consent of shareholders holding more than half of the voting rights present at the meeting, elect another person to act as the chairman of the meeting to continue the meeting.~~ **Where a general meeting is convened by the shareholders themselves, it shall be presided over by a representative nominated by the convener.**

No.	Articles before Amendments	Proposed Amendments[1]
52	Article 41 The convener shall jointly verify the legitimacy of shareholder qualifications based on the register of shareholders as at the close of the record date, and register the names of shareholders attending the meeting and the number of voting shares they hold. The chairman of the meeting shall, before voting, announce the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold. The number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold shall be determined based on the meeting registration. The meeting registration shall be closed before the chairman of the meeting declares the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold.	**Article 32** The convener shall jointly verify the legitimacy of shareholder qualifications based on the register of shareholders ~~as at the close of the record date~~ **provided by the securities registration and clearing institution and overseas agents**, and register the names of shareholders attending the meeting and the number of voting shares they hold. ~~The chairman of the meeting shall, before voting, announce the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold. The number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold shall be determined based on the meeting registration.~~ The meeting registration shall be closed before the chairman of the meeting declares the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold.
53	Article 42 Where the general meeting requires directors, supervisors or senior management to be present at the meeting, the directors, supervisors and senior management shall be present and respond to shareholders' inquiries. Except for matters involving the Company's trade secrets that cannot be disclosed at the general meeting, the directors, supervisors and senior management shall provide explanations and clarifications in respect of the inquiries and suggestions of shareholders at the general meeting.	**Article 33** Where the general meeting requires directors~~, supervisors or~~ **and** senior management to be present at the meeting, the directors~~, supervisors~~ and senior management shall be present at the meeting and respond to shareholders' inquiries. ~~Except for matters involving the Company's trade secrets that cannot be disclosed at the general meeting, the directors, supervisors and senior management shall provide explanations and clarifications in respect of the inquiries and suggestions of shareholders at the general meeting.~~

No.	Articles before Amendments	Proposed Amendments[1]
54	Article 43 At the annual general meeting, the Board of Directors and the Supervisory Committee shall report on their work for the past year to the general meeting.	**Article 35** At the annual general meeting, the Board of Directors ~~and the Supervisory Committee~~ shall report on ~~their~~ **its** work for the past year to the general meeting. **Each independent non-executive director shall also present a work report.**
55	Article 44 (This article will be deleted in its entirety)	/
56	/	(New Article) **Article 36** **Directors and senior management shall provide explanations and clarifications in response to shareholders' inquiries at the general meeting.**
57	Section 5 Voting and Resolutions of General Meetings	**Section 4** Voting and Resolutions of General Meetings
58	/	(New Article) **Article 37** **The chairman of the meeting shall, before voting, announce the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold. The number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold shall be determined based on the meeting registration.**

No.	Articles before Amendments	Proposed Amendments[1]
59	Article 45 Resolutions of a general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of a general meeting shall be passed by more than half of the voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions of a general meeting shall be passed by 2/3 or more of the voting rights held by the shareholders (including their proxies) attending the meeting. Except for matters that are required by laws, administrative regulations, the Articles of Association and these rules to be passed by special resolution, other matters requiring approval by the general meeting shall be passed by ordinary resolution.	**Article 51** Resolutions of a general meeting are divided into ordinary resolutions and special resolutions**, of which:** **(I) the following matters shall be passed by an ordinary resolution of the general meeting:** **1. work reports of the Board of Directors;** **2. profit distribution proposals and loss recovery proposals formulated by the Board of Directors;** **3. appointment and removal of non-employee representative directors, and the remuneration and payment methods of directors;** **4. appointment, removal and remuneration of accounting firms;** **5. matters other than those requiring the approval by special resolution according to laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association.**

No.	Articles before Amendments	Proposed Amendments[1]
		(II) the following matters shall be passed by a special resolution of the general meeting: **1. increase or decrease of the registered capital of the Company;** **2. division, spin-off, merger, dissolution and liquidation of the Company, or change in corporate form;** **3. amendments to the Articles of Association;** **4. the Company's purchase or disposal of major assets or provision of guarantees within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company;** **5. share incentive plans;** **6. other matters that are required by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, or the Articles of Association to be passed by special resolution, as well as other matters which the general meeting determines by ordinary resolution to have a significant impact on the Company and require approval by special resolution.**

No.	Articles before Amendments	Proposed Amendments[1]
		Ordinary resolutions of a general meeting shall be passed by more than half of the voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions of a general meeting shall be passed by **two-thirds** or more of the voting rights held by the shareholders (including their proxies) attending the meeting. ~~Except for matters that are required by laws, administrative regulations, the Articles of Association and these rules to be passed by special resolution, other matters requiring approval by the general meeting shall be passed by ordinary resolution.~~
60	Article 46 (This article will be deleted in its entirety)	/
61	Article 47 (This article will be deleted in its entirety)	/
62	Article 48 Voting at general meetings shall be conducted by a show of hands or by poll. When voting at a general meeting, shareholders or their proxies shall exercise their voting rights in respect of the number of voting shares they represent, with each share carrying one vote. Shares of the Company held by the Company shall have no voting rights and shall not be included in the total number of voting shares represented at the general meeting. Subject to compliance with applicable laws, regulations or the listing rules of the stock exchange where the Company's shares are listed, the Board of Directors, the independent non-executive directors and shareholders who meet the relevant requirements may solicit shareholders' voting rights.	**Article 38** ~~Voting at general meetings shall be conducted by a show of hands or by poll. When voting at a general meeting, shareholders or their proxies shall exercise their voting rights in respect of the number of voting shares they represent, with each share carrying one vote.~~ ~~Subject to compliance with applicable laws, regulations or the listing rules of the stock exchange where the Company's shares are listed, the Board of Directors, the independent non-executive directors and shareholders who meet the relevant requirements may solicit shareholders' voting rights.~~

No.	Articles before Amendments	Proposed Amendments[1]
	When the general meeting considers matters (e.g. connected transaction matters, or when certain shareholders have a material interest in the matters to be considered), the relevant shareholders shall not participate in voting, and the number of shares with voting rights they represent shall not be counted in the total number of valid votes if required under the applicable laws, regulations, or the listing rules of the stock exchange where the Company's shares are listed. The announcement of resolutions of the general meeting shall fully disclose the voting results of such relevant shareholders. In accordance with applicable laws, regulations, and the listing rules of the stock exchange where the Company's shares are listed, if any shareholder is required to abstain from voting on any individual resolution or is restricted to voting only in favor or only against, any vote cast by such shareholder (or his/her proxy) in violation of such requirements or restrictions shall not be counted in the voting results.	When the general meeting considers **connected transaction** matters ~~(e.g. connected transactions matters, or when certain shareholders have a material interest in the matters to be considered)~~, the connected shareholders shall not participate in voting, and the number of shares with voting rights they represent shall not be counted in the total number of valid votes if required under the applicable laws, regulations, or the listing rules of the stock exchange where the Company's shares are listed. The announcement of resolutions of the general meeting shall fully disclose the voting results of ~~such relevant~~ **the non-connected** shareholders. ~~In accordance with applicable laws, regulations, and the listing rules of the stock exchange where the Company's shares are listed, if any shareholder is required to abstain from voting on any individual resolution or is restricted to voting only in favor or only against, any vote cast by such shareholder (or his/her proxy) in violation of such requirements or restrictions shall not be counted in the voting results.~~

No.	Articles before Amendments	Proposed Amendments[1]
		If, pursuant to laws, administrative regulations, rules, regulatory documents and the relevant requirements of the securities regulatory authority in the place where the Company's shares are listed, the connected shareholders are required to attend the meeting to provide an explanation, the connected shareholders shall have the responsibility and obligation to attend the meeting and make a truthful explanation. The definition and scope of connected shareholders shall be determined in accordance with the relevant requirements of the securities regulatory authority and the stock exchange in the place where the Company's shares are listed. **When the general meeting adopts resolutions on connected transaction matters, such resolutions shall be passed by more than one-half or two-thirds or more of the voting rights held by the non-connected shareholders present at the general meeting, depending on whether they are ordinary resolutions or special resolutions. Voting on connected transaction matters shall be counted and supervised by representatives of non-connected shareholders.** Shares of the Company held by ~~the Company~~ **itself** shall have no voting rights and **such shares** shall not be included in the total number of voting shares ~~represented~~ at the general meeting.
63	Article 49 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
64		(New Article) **Article 39** **When the general meeting votes on the election of directors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.** **The term "cumulative voting system" mentioned in the preceding paragraph refers to the system where each share shall be entitled to votes equivalent to the number of directors to be elected at the general meeting, and shareholders may consolidate their voting rights when casting votes.**
65	Article 50 When the general meeting deliberates on proposals, no amendments shall be made to such proposals; otherwise, the relevant changes shall be deemed as a new proposal and shall not be voted on at the current general meeting.	**Article 41** When the general meeting deliberates on proposals, no amendments shall be made to such proposals; otherwise, the relevant changes shall be deemed as a new proposal and shall not be voted on at the current general meeting.
66	/	(New Article) **Article 42** The same voting right shall only be exercised on site, via the Internet or by other means. Where the same vote is cast for two or more times, the first cast shall hold.

No.	Articles before Amendments	Proposed Amendments[1]
67	Article 51 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: consent, against, or abstention. Blank, incorrectly filled or illegible ballot papers, and ballot papers not cast, shall be deemed as the voters abstaining from their voting rights, and the voting result for the number of shares they hold shall be counted as "abstention".	**Article 43** Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: ~~consent~~ **for**, against, or abstention. **This excludes cases where a securities registration and clearing institution, as the nominee holder of shares under the Stock Connect mechanism between Mainland China and Hong Kong stock markets, declares according to the intentions of the actual holders.** Blank, incorrectly filled or illegible ballot papers, and ballot papers not cast, shall be deemed as the voters abstaining from their voting rights, and the voting result for the number of shares they hold shall be counted as "abstention". **Where, pursuant to applicable laws, regulations and the rules of the stock exchange where the Company's shares are listed, any shareholder is required to abstain from voting on a proposal, or is restricted to voting in favour of (or against) a resolution, any votes cast in violation of such provisions or restrictions by such shareholder or his/her proxy shall not be counted.**
68	/	(New Article) **Article 44** **Where voting is conducted on-site at a general meeting, unless the chairman of the meeting, acting in good faith, decides to allow resolutions relating purely to procedural or administrative matters to be voted on by a show of hands, all resolutions at the general meeting shall be voted on by poll.**

No.	Articles before Amendments	Proposed Amendments[1]
69	/	(New Article) **Article 45** **Where a matter requiring a poll concerns the election of the chairman of the meeting or the adjournment of the meeting, the poll shall be taken immediately. For other matters requiring a poll, the time of the poll shall be determined by the chairman of the meeting, and the meeting may continue with discussion of other matters, with the poll results still deemed to be resolutions passed at that meeting.**
70	/	**Article 46** ~~When voting at a general meeting,~~ **Shareholders** (**including** ~~or~~ their proxies) shall exercise their voting rights in respect of the number of voting shares they represent, with each share carrying one vote. Subject to compliance with applicable laws, regulations or the listing rules of the stock exchange where the Company's shares are listed, the Board of Directors, the independent non-executive directors and shareholders who meet the relevant requirements may solicit shareholders' voting rights.
71	/	(New Article) **Article 47** **On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his/her votes in the same way.**

No.	Articles before Amendments	Proposed Amendments[1]
72	/	(New Article) **Article 48** **In the case of an equality of votes, the chairman of the meeting shall be entitled to one additional vote.**
73	Article 52 The general meeting shall vote on all proposals item by item. Unless suspended or prevented from passing resolutions due to force majeure or other exceptional circumstances, the general meeting shall not defer or refuse to vote on proposals.	**Article 40** **Except for the cumulative voting system, the** ~~The~~ general meeting shall vote on all proposals item by item. **If there are different proposals on the same matter, they shall be voted on in the order of their submission.** Unless suspended or prevented from passing resolutions due to force majeure or other exceptional circumstances, the general meeting shall not defer or refuse to vote on proposals.

No.	Articles before Amendments	Proposed Amendments[1]
74	Article 53 Before voting on a proposal at the general meeting, shareholder representatives and supervisor representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder or supervisor has an interest in the matter to be considered, such shareholder, shareholder proxy or supervisor shall not participate in the counting or scrutinizing of votes. When voting on a proposal at the general meeting, the counting and scrutinizing of votes shall be jointly conducted by shareholder representatives and supervisor representatives, and the voting results shall be announced on the spot and recorded in the meeting minutes.	**Article 49** **Before voting on a proposal at the general meeting, shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder has an interest in the matter to be considered, such shareholder or shareholder proxy shall not participate in the counting or scrutinizing of votes.** **When voting on a proposal at the general meeting, the counting and scrutinizing of votes shall be conducted by shareholder representatives.** **The shareholders of the Company or their proxies who cast votes by online voting or other means shall be entitled to check their own voting results through the corresponding voting system.** **If the chairman of the meeting has any doubt about the result of a resolution submitted for voting, he/she may organize a recount of the votes cast. If the chairman of the meeting has not conducted a recount, and shareholders or their proxies attending the meeting object to the result announced by the chairman of the meeting, they shall have the right to demand a recount immediately after the announcement of the voting result, and the chairman of the meeting shall immediately organize a recount. If a recount is conducted at a general meeting, the results of the recount shall be recorded in the minutes of the meeting.**

No.	Articles before Amendments	Proposed Amendments[1]
75	/	(New Article) **Article 50** **The chairman of the meeting shall be responsible for determining, based on the voting results, whether a resolution of the general meeting has been passed. Such determination shall be final and conclusive, and shall be announced at the meeting and recorded in the minutes of the meeting.**
76	/	**Article 52** Resolutions of the general meeting shall be announced in a timely manner **in accordance with the relevant requirements of the securities regulatory authority and the stock exchange in the place where the Company's shares are listed**, and the content of the announcement shall comply with ~~such regulatory rules~~ **the relevant requirements**.

No.	Articles before Amendments	Proposed Amendments[1]
77	/	**Article 53** The minutes of the general meeting shall be prepared by the Board secretary, and shall record the following: (I) the time, venue, agenda of the meeting, and the name of the convener; (II) the names of the chairman of the meeting, the directors, ~~supervisors,~~ the general manager and other senior management attending or present at the meeting; (III) the number of shareholders **(including domestic shareholders and H shareholders (if any))** and proxies attending the meeting, the total number of voting shares they hold and its proportion to the total shares of the Company; (IV) the deliberation process, key points of speeches and the voting results for each proposal; (V) shareholders' inquiries, opinions or suggestions and corresponding replies or explanations; (VI) the names of vote counters and scrutineers; (VII) other contents required to be recorded in the minutes of the meeting under laws, administrative regulations, the Articles of Association and these rules.

No.	Articles before Amendments	Proposed Amendments[1]
		~~The convener shall ensure that the meeting minutes are truthful, accurate, and complete.~~ The attending directors, ~~supervisors,~~ Board secretary, the convener or his/her representative, and the **chairman** (presider) **of the meeting** shall sign the minutes of the meeting~~, and ensure that the contents of the minutes are truthful, accurate and complete~~. The minutes of the meeting shall be kept together with the attendance register of the shareholders attending in person, the proxy form for proxy attendance, ~~the voting results through online and other means,~~ **and other valid records,** for a period of 10 years.
78	/	**Article 54** The convener shall ensure that the general meeting is held continuously until final resolutions are adopted. If the general meeting is suspended or prevented from passing resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to resume the general meeting as soon as possible~~ or to terminate the general meeting directly~~, and an announcement shall be made promptly ~~in accordance with the laws, regulations or the listing rules of the stock exchange where the Company's shares are listed~~.
79	/	(New Article) **Article 55** **If a proposal concerning the election of directors is passed at the general meeting, the newly elected directors shall assume office in accordance with the provisions of the Articles of Association.**

No.	Articles before Amendments	Proposed Amendments[1]
80	/	**Article 56** Where ~~proposals~~ **resolutions** on cash dividends, bonus shares or conversion of capital reserve into share capital are passed at the general meeting, the ~~Board of Directors~~ **Company** shall implement the specific plans within two months after the conclusion of the general meeting.
81	Article 54 (This article will be deleted in its entirety)	/
82	Article 55 (This article will be deleted in its entirety)	/
83	Article 56 (This article will be deleted in its entirety)	/
84	Article 57 (This article will be deleted in its entirety)	/
85	Article 58 Resolutions of the general meeting that contravene laws or administrative regulations shall be null and void. Where the convening procedure or voting method of a general meeting contravenes the laws, administrative regulations, the Articles of Association or these rules, or the contents of the resolutions contravene the Articles of Association, shareholders shall have the right to request a people's court to cancel them within 60 days from the date of adoption of the resolutions.	**Article 57** Where **the contents of the resolutions** of a general meeting contravene the laws or administrative regulations, **shareholders may have the right to request a people's court to declare** such resolution null and void. Where the convening procedure or voting method of a general meeting contravenes the laws, administrative regulations or the Articles of Association, or the contents of the resolutions contravene the Articles of Association, shareholders ~~shall have the right to~~ **may** request a people's court to cancel them within 60 days from the date of adoption of the resolutions. **However, this shall not apply where the convening procedure or voting method of the general meeting has only minor defects that do not have a material impact on the resolutions.**
86	Section 6 Minutes of General Meetings (This section will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
87	Chapter 4 (This chapter will be deleted in its entirety)	/
88	Chapter 5 Supplementary Provisions	**Chapter 4** Supplementary Provisions
89	Article 67 These rules of procedure are formulated by the Board of Directors as an appendix to the Articles of Association and shall take effect upon approval by the general meeting and from the date on which the overseas listed foreign shares of the Company are listed and traded on The Stock Exchange of Hong Kong Limited. From the date on which these rules of procedure take effect, the original "Rules of Procedure for the General Meeting" shall automatically cease to have effect. Any amendments to these rules of procedure shall be proposed by the Board of Directors and shall take effect upon being passed by more than half of the voting rights held by the shareholders attending the general meeting.	**Article 61** These rules~~ of procedure are formulated by the Board of Directors~~**,** as an appendix to the Articles of Association**, shall be formulated and amended by the Board of Directors,** and shall take effect upon **consideration and approval** by the general meeting~~ and from the date on which the overseas listed foreign shares of the Company are listed and traded on The Stock Exchange of Hong Kong Limited~~. From the date on which these rules of procedure take effect, the original "Rules of Procedure for the General Meeting" shall automatically cease to have effect. Any amendments to these rules of procedure shall be proposed by the Board of Directors and shall take effect upon being passed by more than half of the voting rights held by the shareholders attending the general meeting.

No.	Articles before Amendments	Proposed Amendments[1]
90	Article 68 Matters not expressly provided for in these rules of procedure shall be implemented in accordance with the relevant laws and regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association. Where these rules of procedure conflict with the relevant laws and regulations, the Listing Rules or other regulatory rules of the place of listing, or the Articles of Association, such laws and regulations, the Listing Rules, other regulatory rules of the place of listing and the Articles of Association shall prevail, and these rules of procedure shall be amended accordingly as soon as practicable and submitted to the general meeting for approval by more than half of the voting rights held by the shareholders attending the meeting.	**Article 58** Matters not ~~expressly provided for~~ **covered** in these rules ~~of procedure~~ shall be implemented in accordance with the relevant laws**, administrative** ~~and~~ regulations, **rules and regulatory documents in China**, the ~~listing~~ **relevant** rules of the stock exchange where the Company's shares are listed, and the Articles of Association. Where ~~these rules of procedure conflict with~~ the relevant laws**, administrative** ~~and~~ regulations, **rules and regulatory documents in China**, the Listing Rules or other regulatory rules of the place of listing, or the Articles of Association~~, such laws and regulations, the Listing Rules, other regulatory rules of the place of listing and the Articles of Association shall prevail, and these rules of procedure shall be amended accordingly as soon as practicable and submitted to the general meeting for approval by more than half of the voting rights held by the shareholders attending the meeting.~~ **contain other mandatory provisions for the general meetings of listed companies, such provisions shall prevail.**
91	Article 69 Unless otherwise provided in these rules, the terms "not less than," "within" and "at least" as used herein shall include the given number, and the terms "below," "over," "less than," "under," "fewer than," and "exceeding" shall not include the given number.	**Article 59** ~~Unless otherwise provided in these rules,~~ **The** terms "not less than," "within" ~~and "at least"~~ as used herein shall include the given number, and the terms ~~"below,"~~ "over," ~~"less than,"~~ "under," ~~"fewer than," and "exceeding"~~ **and "more than"** shall not include the given number.
92	Article 70 These rules shall be interpreted by the general meeting of the Company.	**Article 60** These rules shall be interpreted by the **Board of Directors** ~~general meeting~~ of the Company.

No.	Articles before Amendments	Proposed Amendments[1]
1	Article 1 In order to ensure the standardized operation of Unisound AI Technology Co., Ltd. (the "Company"), improve the efficiency and legal and scientific decision-making level of the Board of Directors, and safeguard the interests of the Company and the lawful rights and interests of its shareholders, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China (the "Company Law"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (the "Trial Measures"), the Guidelines on the Articles of Association of Listed Companies (2022 Revision) (the "Articles Guidelines"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and the Articles of Association of Unisound AI Technology Co., Ltd. (the "Articles of Association" or the "Articles").	Article 1 In order to ~~ensure~~ **improve** the ~~standardized operation~~ **corporate governance structure** of Unisound AI Technology Co., Ltd. (the "Company"), **regulate the procedures and decision-making process of the Board of Directors of the Company, ensure that directors and the Board of Directors effectively perform their duties, and** improve the ~~efficiency~~ **standardized operation** and ~~legal and~~ scientific decision-making level of the Board of Directors, ~~and safeguard the interests of the Company and the lawful rights and interests of its shareholders,~~ these Rules are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China (the "**Company Law**"), **the Securities Law of the People's Republic of China (the "Securities Law"),** the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises ~~(the "Trial Measures")~~, the Guidelines on the Articles of Association of Listed Companies ~~(2022 Revision) (the "Articles Guidelines")~~, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), **and other laws, regulations, regulatory documents** and the Articles of Association of Unisound AI Technology Co., Ltd. (the "Articles of Association" ~~or the "Articles"~~).
2	Article 2 (This article will be deleted in its entirety)	/

1 In this comparison table, "underline" indicates that the position of the Article has been moved, **bold font** indicates that the content has been added or modified, and "~~strikethrough~~" indicates that the original contents of the Article have been deleted.

No.	Articles before Amendments	Proposed Amendments[1]
3	/	(New Article) **Article 2** **The Board of Directors is the standing decision-making body for the Company's business operations and is accountable to the general meeting. The Board of Directors shall perform its duties in accordance with the Listing Rules, the Articles of Association and other relevant laws. Unless the context otherwise requires, references in these Rules to a general meeting also include a class meeting.**

No.	Articles before Amendments	Proposed Amendments[1]
4	Chapter 2 Composition and Powers of the Board of Directors Section 1 Composition of the Board of Directors Article 3 The Company shall set up a Board of Directors, which shall consist of 15 directors, of which the number of independent non-executive directors shall not be less than three and shall represent one-third or more of the total number of members of the Board of Directors.	Chapter 2 Composition and Powers of the Board of Directors Section 1 Composition of the Board of Directors Article 3 The~~ Company shall set up a~~ Board of Directors~~, which~~ shall consist of 15 directors~~, of which~~. **Where the number of employees of the Company exceeds 300, the Board of Directors shall include one director who serves as the representative of the employees of the Company. The** ~~the~~ number of independent non-executive directors shall not be less than three and shall represent one-third or more of the total number of members of the Board of Directors. **Employee representative directors on the Board of Directors shall be elected democratically by the employees of the Company through the employee representative assembly, the employee assembly or other forms.** **At lease one of the independent non-executive directors shall possess accounting or financial expertise as required under the Listing Rules, and** <u>at least one independent non-executive director shall ordinarily reside in Hong Kong</u>. <u>The Board of Directors shall have one chairman.</u>

No.	Articles before Amendments	Proposed Amendments[1]
5	Article 4 Directors shall be elected by the general meeting for a term of three years. Upon expiration of the term, a director may be re-elected and re-appointed. The term of office of a director shall be calculated from the date on which the relevant resolution is approved at the general meeting until the expiration of the term of office of the current Board of Directors. A director may resign before the expiry of his/her term of office. A written resignation report shall be submitted to the Board of Directors by the resigning director. If directors are not re-elected in a timely manner upon expiration of their term, or if the resignation of directors during their term results in the number of members of the Board of Directors falling below the statutory minimum, the original directors shall continue to perform their duties as directors in accordance with laws, administrative regulations, the Articles of Association and these Rules until the newly elected directors assume office.	Article 4 **Non-employee representative directors** ~~Directors~~ shall be elected **and replaced** by the general meeting, and shall serve a term of three years. Upon expiration of the term, a director may be re-elected and re-appointed. ~~The term of office of a director shall be calculated from the date on which the relevant resolution is approved at the general meeting until the expiration of the term of office of the current Board of Directors.~~ ~~A director may resign before the expiry of his/her term of office. A written resignation report shall be submitted to the Board of Directors by the resigning director. If directors are not re-elected in a timely manner upon expiration of their term, or if the resignation of directors during their term results in the number of members of the Board of Directors falling below the statutory minimum, the original directors shall continue to perform their duties as directors in accordance with laws, administrative regulations, the Articles of Association and these Rules until the newly elected directors assume office.~~ **The chairman of the Board shall be a director of the Company** and shall be elected and removed by more than half of all the directors.
6	Article 5 (This article will be deleted in its entirety)	/
7	Article 6 (This article will be deleted in its entirety)	/
8	Article 7 (This article will be deleted in its entirety)	/
9	Article 8 (This article will be deleted in its entirety)	/
10	Article 9 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
11	Section 2 (This section will be deleted in its entirety)	/
12	Section 3 Powers of the Board of Directors Article 14 The Board of Directors shall be accountable to the general meeting and shall exercise the following powers in accordance with the law: (I) to be responsible for convening the general meeting and reporting on its work to the general meeting; (II) to implement resolutions of the general meeting; (III) to determine the Company's business plans and investment plans; (IV) to formulate the annual financial budgets and final accounts of the Company; (V) to formulate the profit distribution plans and plans for recovery of losses of the Company; (VI) to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of corporate bonds or other securities and the listing; (VII) to draft proposals for the Company's merger, division, dissolution or change in corporate form;	~~Section 3 Powers of the Board of Directors~~ **Article 5** The Board of Directors ~~shall be accountable to the general meeting and~~ shall exercise the following powers ~~in accordance with the law~~: (I) to convene general meetings and report to the general meeting; (II) to implement resolutions of the general meeting; (III) to determine the Company's business plans and investment plans; ~~(IV) to formulate the annual financial budgets and final accounts of the Company;~~ **(IV)** to formulate the profit distribution plans and plans for recovery of losses of the Company; **(V)** to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities and the listing; **(VI)** to draft proposals for the Company's merger, division, dissolution or change in corporate form; **(VII)** to draft plans for material asset acquisitions **and disposals** by the Company and purchases of the Company's shares;

No.	Articles before Amendments	Proposed Amendments[1]
	(VIII) to draft plans for material acquisitions by the Company and purchases of the Company's shares; (IX) within the scope authorized by the general meeting, to decide on the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, connected transactions, etc; (X) to decide on the establishment of internal management structure of the Company; (XI) to decide on the establishment of special committees of the Board of Directors, and to appoint or remove the chairmen (conveners) of the special committees of the Board of Directors; (XII) to appoint or remove the Company's general manager, secretary of the Board of Directors, and company secretary; to appoint or remove senior management including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to determine their emoluments; (XIII) to establish the basic management systems of the Company; (XIV) to formulate proposals for amendments to the Articles of Association;	**(VIII)** within the scope authorized by the general meeting, to decide on the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, connected transactions **and external donations**, etc; **(IX)** to decide on the establishment of internal management structure of the Company; **(X)** to decide on the establishment of special committees of the Board of Directors, and to appoint or remove the chairmen (conveners) of the special committees of the Board of Directors; **(XI)** to appoint or remove the Company's general manager, secretary of the Board of Directors, and company secretary and other senior management; to appoint or remove senior management including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to determine their emoluments, rewards and penalties; **(XII)** to establish the basic management systems of the Company; **(XIII)** to formulate proposals for amendments to the Articles of Association; **(XIV)** to formulate share incentive plans of the Company;

No.	Articles before Amendments	Proposed Amendments[1]
	(XV) to formulate share incentive plans of the Company; (XVI) to manage the information disclosures of the Company; (XVII) to propose to the general meeting the appointment or change of the accounting firm that provides auditing services to the Company; (XVIII) to review work reports submitted by the general manager of the Company and examine his/her work; (XIX) to decide on material matters and administrative matters other than those requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, rules of competent authorities and the Articles of Association, and to sign other important agreements;	**(XV)** to manage the information disclosures of the Company; **(XVI)** to propose to the general meeting the appointment or change of the accounting firm that audits the Company; **(XVII)** to review work reports submitted by the general manager of the Company and examine his/her work; **(XVIII)** to decide on material matters and administrative matters other than those requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, departmental rules ~~of competent authorities~~, **the listing rules of the stock exchange where the Company's shares are listed, the Article of Association**, and to sign other important agreements;

No.	Articles before Amendments	Proposed Amendments[1]
	(XX) other powers conferred by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, as well as by the general meeting. Where any matters within the powers of the Board of Directors, or any transactions or arrangements of the Company, are required under the listing rules of the stock exchange where the Company's shares are listed to be considered at the general meeting, such matters shall be submitted to the general meeting for consideration. The Board of Directors shall provide an explanation to the general meeting on any audit report with a non-standard opinion issued by certified public accountants on the Company's financial statements. Directors shall comply with laws, administrative regulations, the Articles of Association and these rules, shall owe fiduciary and diligence obligations to the Company, and shall not accept bribes or other illegal income by taking advantage of their powers, nor shall they embezzle the Company's property.	**(XIX) to perform corporate governance duties as set out in the Corporate Governance Code in Appendix C1 to the Listing Rules, including but not limited to: to formulate and review the Company's corporate governance policies and practices and to make recommendations to the Board of Directors; to review and monitor the training and continuous professional development of directors and senior management; to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; to formulate, review and monitor the code of conduct and compliance manual (if any) for employees and directors; and to review the Company's compliance with the Corporate Governance Code in Appendix C1 to the Listing Rules and the disclosure in the Corporate Governance Report.**

No.	Articles before Amendments	Proposed Amendments[1]
		(XX) The Board of Directors shall be responsible for evaluating and determining the nature and extent of the risks that the Company is willing to accept in achieving its strategic objectives, and shall ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board of Directors shall oversee management in the design, implementation and monitoring of such risk management and internal control systems, and management shall provide the Board of Directors with confirmation as to whether such systems are effective. The Board of Directors shall oversee the Company's risk management and internal control systems on an ongoing basis and shall ensure that a review of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries is conducted at least once each year. Such review shall cover all material controls, including financial, operational and compliance controls, and risk management, and shall ensure that the Company has adequate resources, staff qualifications and experience, employee training programs and budget in its accounting, internal auditing and financial reporting functions;

No.	Articles before Amendments	Proposed Amendments[1]
		(XXI) The matters to be reviewed annually by the Board of Directors shall specifically include the following: **(a) the changes, since the last annual review, in the nature and severity of significant risks, and the Company's ability to respond to changes in its business and the external environment;** **(b) the scope and quality of management's ongoing monitoring of risks and of the internal control systems, and, where applicable, the work of its internal audit function and other assurance providers;** **(c) the extent and frequency of communication of monitoring results to the Board of Directors (or Board committee(s)) which enables it to assess the Company's control systems and the effectiveness of risk management;**

No.	Articles before Amendments	Proposed Amendments[1]
		(d) significant control failings or weaknesses that have been identified during the period, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition; and (e) the effectiveness of the Company's processes for financial reporting and compliance with the Listing Rules. (XXII) The Board of Directors shall ensure that each newly appointed director receives a comprehensive, formal and tailored induction on appointment, and shall thereafter be provided with the necessary briefings and professional development to ensure that he/she has a proper understanding of the operations and business of the Company and is fully aware of his/her duties under laws, regulations, the Listing Rules and other regulatory requirements, as well as the Company's business and governance policies;

No.	Articles before Amendments	Proposed Amendments[1]
		(XXIII) The Board of Directors shall encourage all directors to participate in continuous professional development to develop and refresh their knowledge and skills. **(XXIV)** other powers conferred by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association, as well as by the general meeting. Where any matters within the powers of the Board of Directors, or any transactions or arrangements of the Company, are required under the listing rules of the stock exchange where the Company's shares are listed to be considered at the general meeting, such matters shall be submitted to the general meeting for consideration. The Board of Directors shall provide an explanation to the general meeting on any audit report with a non-standard opinion issued by certified public accountants on the Company's financial statements. Directors shall comply with laws, administrative regulations, the Articles of Association and these rules, shall owe fiduciary and diligence obligations to the Company, and shall not accept bribes or other illegal income by taking advantage of their powers, nor shall they embezzle the Company's property.
13	/	**Article 6** The Board of Directors shall provide an explanation to the general meeting on any audit report with a non-standard opinion issued by certified public accountants on the Company's financial statements.

No.	Articles before Amendments	Proposed Amendments[1]
14	Article 15 (This article will be deleted in its entirety)	/
15	Article 16 The chairman of the Board shall exercise the following powers: (I) to preside over general meetings and convene and preside over Board meetings; (II) to supervise and review the implementation of the resolutions of the Board of Directors; (III) to sign the shares, corporate bonds and other negotiable securities issued by the Company; (IV) to organize the formulation of various rules for the operation of the Board of Directors and to coordinate its operations; (V) to sign important documents of the Board of Directors, and to sign, on behalf of the Company, important documents which are legally binding;	**Article 7** The chairman of the Board shall exercise the following powers: (I) to <u>convene and</u> preside over general meetings and Board meetings; (II) to supervise and review the implementation of the resolutions of the Board of Directors; ~~(III) to sign the shares, corporate bonds and other negotiable securities issued by the Company;~~ **(III) to be responsible for ensuring that directors receive adequate information in a timely manner, and that such information is clear, complete and reliable;** **(IV) to determine and approve the agenda for each Board meeting and, where appropriate, approve any matters that other directors propose to add to the agenda. The chairman of the Board may delegate this responsibility to a designated director or the Board secretary;** **(V)** to organize the formulation of rules and regulations governing the operation of the Board of Directors, and to coordinate the work of the Board of Directors; **(VI)** to sign important documents of the Board of Directors, and to sign, on behalf of the Company, important documents which are legally binding;

No.	Articles before Amendments	Proposed Amendments[1]
	(VI) to exercise the powers of the legal representative;	~~(VI) to exercise the powers of the legal representative;~~
	(VII) to nominate candidates for the Board secretary, members and chairpersons of special committees of the Board of Directors;	**(VII)** to nominate candidates for **the general manager of the Company**~~,~~ **and** the Board secretary~~, members and chairpersons of special committees of the Board of Directors~~;
	(VIII) to receive regular or ad hoc work reports from senior management of the Company, and to provide guiding opinions on the implementation of resolutions of the Board of Directors;	**(VIII) to coordinate the establishment of special committees and the nomination of their members;**
	(IX) to exercise special disposal powers in compliance with the law and in the interests of the Company in the event of emergencies such as major natural disasters or other force majeure events, and to report to the Board of Directors and the general meeting thereafter;	**(IX)** to receive regular or ad hoc work reports from senior management of the Company, and to provide guiding opinions on the implementation of resolutions of the Board of Directors;
		(X) to examine and approve the plan for the use of working funds of the Board of Directors;
		(XI) to exercise special disposal powers in compliance with the law and in the interests of the Company in the event of ~~emergencies such as major natural disasters or other~~ force majeure ~~events~~ **or a major crisis, and an emergency where a Board meeting cannot be convened in a timely manner**, and to report to the Board of Directors and the general meeting thereafter;

No.	Articles before Amendments	Proposed Amendments[1]
	(X) other powers stipulated by laws, administrative regulations, departmental rules or the Articles of Association, as well as those delegated by the Board of Directors. The Board secretary of the Company shall be responsible for the organization and coordination of Board meetings, including arranging meeting agendas, preparing meeting documents, keeping meeting minutes, and drafting resolutions and meeting summaries.	~~(X) other powers stipulated by laws, administrative regulations, departmental rules or the Articles of Association, as well as those delegated by the Board of Directors. The Board secretary of the Company shall be responsible for the organization and coordination of Board meetings, including arranging meeting agendas, preparing meeting documents, keeping meeting minutes, and drafting resolutions and meeting summaries.~~ **(XII) to take primary responsibility for ensuring that the Company establishes sound corporate governance practices and procedures;** **(XIII) to encourage all directors to actively participate in the affairs of the Board of Directors and lead by example to ensure that the Board of Directors acts in the best interests of the Company. The chairman of the Board should encourage directors with different views to express their concerns and allow sufficient time for discussion of such matters, so as to ensure that the decisions of the Board of Directors fairly reflect the consensus of the Board of Directors;** **(XIV) to approve transactions or matters which, under the Company's corporate governance system, require approval by the general meeting or the Board of Directors, or which are beyond the decision-making authority exercisable by the general manager;**

No.	Articles before Amendments	Proposed Amendments[1]
		(XV) the chairman of the Board shall hold at least one meeting each year with non-executive directors (including independent non-executive directors) without the presence of executive directors; **(XVI) to ensure that appropriate steps are taken to maintain effective communication with shareholders, and to ensure that the views of shareholders are communicated to the Board of Directors as a whole;** **(XVII) to promote a culture of openness and active discussion, to facilitate directors (particularly non-executive directors) in making effective contributions to the Board of Directors, and to ensure good relationships between executive directors and the non-executive directors;** **(XVIII) other powers delegated by the Board of Directors.**
16	Chapter 3 Procedures for Convening Board Meetings Section 1 Methods of Convening Meetings	Chapter 3 ~~Procedures for~~ Convening **of** Board Meetings ~~Section 1 Methods of Convening Meetings~~
17	Article 17 Board meetings shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.	**Article 8** ~~Board meetings shall be convened and presided over by the chairman of the Board.~~ Where the chairman of the Board is unable or fails to perform his/her duties, **the vice chairman of the Board shall convene and preside over the Board meeting; where the vice chairman of the Board is unable or fails to perform his/her duties,** ~~the meeting shall be presided over by a director jointly elected by~~ more than half of the directors **shall jointly elect one director to perform the duties**.

No.	Articles before Amendments	Proposed Amendments[1]
18	/	(New Article) **Article 9** **The Board secretary shall handle the day-to-day affairs of the Board of Directors.**
19	/	(New Article) **Article 10** **The Board of Directors shall establish several special committees including the Audit Committee, the Remuneration Committee and the Nomination Committee. Under the leadership of the Board of Directors, the special committees of the Board of Directors shall assist the Board of Directors in exercising its powers or provide advice or consultative opinions for its decision-making, and their composition and rules of procedure shall be separately determined by the Board of Directors.**
20	Article 18 The Board of Directors shall conduct its business in the form of Board meetings. Board meetings include regular meetings and extraordinary meetings. The Board of Directors shall convene at least four regular meetings each year, convened by the chairman of the Board, and meeting notices and meeting documents shall be delivered to all directors and supervisors at least 14 days before the meeting is held. Regular Board meetings do not include the circulation of written resolutions for the approval of the Board of Directors.	Article 11 ~~The Board of Directors shall conduct its business in the form of Board meetings.~~ Board meetings are divided into regular meetings and extraordinary meetings. The Board of Directors shall convene at least four regular meetings each year**.**~~, convened by the chairman of the Board, and meeting notices and meeting documents shall be delivered to all directors and supervisors at least 14 days before the meeting is held. Regular Board meetings do not include the circulation of written resolutions for the approval of the Board of Directors.~~
21	/	(New Article)

No.	Articles before Amendments	Proposed Amendments[1]
22	Article 19 The Board of Directors shall convene an extraordinary meeting under any of the following circumstances: (I) when proposed by the chairman of the Board or the general manager; (I) when proposed by shareholders representing 1/10 or more of the voting rights; (III) when proposed by 1/3 or more of the directors; (IV) when proposed by the Supervisory Committee.	**Article 13** The chairman of the Board shall convene an extraordinary **Board** meeting under any of the following circumstances: ~~(I) when proposed by the chairman of the Board or the general manager;~~ **(I)** when proposed by shareholders representing more than **one-tenth** of the voting rights; **(II) when the chairman of the Board deems it necessary;** **(III)** when proposed by more than **one-third** of the directors; **(IV)** when proposed by the ~~Supervisory Committee~~ **Audit Committee**; **(V) other circumstances stipulated in the Articles of Association.**

No.	Articles before Amendments	Proposed Amendments[1]
23	/	(New Article) **Article 14** **Where a proposal to convene an extraordinary Board meeting is made pursuant to the preceding article, a written proposal signed (or sealed) by the proposer shall be submitted through the Board secretary or directly to the chairman of the Board. The written proposal shall set out the following matters:** **(I) the name or the title of the proposer;** **(II) the reasons for the proposal or the objective grounds on which the proposal is based;** **(III) the proposed time or deadline, place and manner of holding the meeting;** **(IV) the clear and specific proposals;** **(V) the contact information of the proposer and the date of the proposal.** **The content of the proposal shall fall within the scope of the powers of the Board of Directors as stipulated in the Articles of Association, and the materials relating to the proposal shall be submitted together therewith.** **Upon receipt of the above written proposal and relevant materials, the Board secretary shall forward them to the chairman of the Board on the same day. Where the chairman of the Board considers that the content of the proposal is not clear or specific, or that the relevant materials are insufficient, he/she may require the proposer to amend or supplement the proposal.**

No.	Articles before Amendments	Proposed Amendments[1]
24		**Article 15** Board meetings shall be convened by the chairman of the Board.
25	Article 20 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
26	Section 2 Notice of Meetings Article 21 For the convening of regular and extraordinary Board meetings, the Board of Directors shall serve written notices affixed with the seal of the Board of Directors to all directors, supervisors and other persons required to be present at least 10 days and 5 days prior to the meetings, respectively, by personal delivery, prepaid mail, facsimile, email or other means. Where delivery is not served by personal delivery, confirmation shall be made by telephone and a corresponding record shall be kept. In the case of an emergency requiring the prompt convening of an extraordinary Board meeting, the meeting notice may be given at any time by telephone or other verbal means, provided that the convener shall give an explanation at the meeting. Without special reasons, the date of a Board meeting shall not be changed. Where a Board meeting cannot be convened as scheduled for any reason, an explanation shall be provided.	~~Section 2 Notice of Meetings~~ **Article 16** For the convening of regular and extraordinary Board meetings, ~~the Board of Directors shall serve~~ **notices of regular Board meetings** ~~written notices affixed with the seal of the Board of Directors~~ shall be served to all directors~~, supervisors and other persons required to be present~~ at least **14** days ~~and 5 days~~ prior to the meetings **in the manner stipulated in the Articles of Association**~~, respectively, by personal delivery, prepaid mail, facsimile, email or other means. Where delivery is not served by personal delivery, confirmation shall be made by telephone and a corresponding record shall be kept. In the case of an emergency requiring the prompt convening of an extraordinary Board meeting, the meeting notice may be given at any time by telephone or other verbal means, provided that the convener shall give an explanation at the meeting~~. **Meeting agenda and meeting documents shall be delivered to all directors at least three days before the meeting is convened in the manner stipulated in the Articles of Association. For extraordinary Board meetings, all directors shall be notified in writing at least three days prior to the meeting.** **In case of emergency, with the approval of the chairman of the Board, the convening of an extraordinary Board meeting shall not be subject to the time limit for meeting notice stipulated in this Article, provided that reasonable notice shall be given to directors and the general manager.**

No.	Articles before Amendments	Proposed Amendments[1]
		Under any circumstances where the Board of Directors expects to resolve at a Board meeting to declare, recommend or pay a dividend, or to approve any announcement of profits or losses for any annual, half-yearly or other period at such meeting, the issuer shall issue an announcement at least seven clear business days prior to the date of such meeting in accordance with the Listing Rules. **Board meetings may be convened by means of telephone conference, video conference, circulation of documents, facsimile, etc., provided that Directors can fully express their views, and all participating Directors shall be deemed to have attended the meeting in person. For a Board meeting held by means of telecommunication, the notice of meeting shall set out the details of the resolutions of the meeting, and shall state the deadline for voting. The attending directors shall deliver their voting opinions to the Company by facsimile before the voting deadline specified in the meeting notice, and shall send the originals of their signed voting opinions to the Board of Directors of the Company.** ~~Without special reasons, the date of a Board meeting shall not be changed. Where a Board meeting cannot be convened as scheduled for any reason, an explanation shall be provided.~~

No.	Articles before Amendments	Proposed Amendments[1]
27	Article 22 A written notice of a meeting shall include at least the following: (I) the time and venue of the meeting; (II) the duration of the meeting; (III) the reasons for and agenda of the meeting; (IV) the date of the notice. A telephone or verbal notice of a meeting shall include at least the items set out in items (II) and (III) above, as well as an explanation that the situation is urgent and a Board meeting must be convened as soon as possible.	**Article 17** **If there exists a conflict of interests deemed to be material by the Board of Directors in the matters to be considered by the Board of Directors, the relevant matters shall be handled by means of holding a Board meeting (but not written resolutions). Independent non-executive directors who, together with their associates, have no material interest in the transaction shall attend the relevant Board meeting. If a director has attended the meeting and has not raised any objection regarding non-receipt of meeting notice before or upon arrival at the meeting, such director shall be deemed to have been duly given meeting notice.** A written notice of a **Board** meeting shall include ~~at least~~ the following: (I) the time and venue of the meeting; ~~(II) the duration of the meeting;~~ **(II) the manner of convening the meeting;** **(III) the reasons for and agenda of the meeting;** **(IV) the convener and chairman of the meeting, the proposer of the extraordinary meeting and his/her written proposal;** **(V) the materials necessary for the directors to vote at the meeting;** **(VI) the requirement that directors shall attend the meeting in person or appoint other directors to attend the meeting on their behalf;**

No.	Articles before Amendments	Proposed Amendments[1]
		(VII) the contact person and contact information; **(VIII) the date of the notice.** A ~~telephone or~~ verbal notice of a meeting shall include at least the items set out in items **(I),** (II) and **(III)** above, as well as an explanation that the situation is urgent and ~~a~~ **an extraordinary** Board meeting must be convened as soon as possible.
28	Article 23 (This article will be deleted in its entirety)	/
29	Article 24 (This article will be deleted in its entirety)	/
30	Article 25 (This article will be deleted in its entirety)	/
31	Section 3 Attendance and Proxies at Meetings	~~Section 3 Attendance and Proxies at Meetings~~

No.	Articles before Amendments	Proposed Amendments[1]
32	/	(New Article) **Article 18** **After the written notice of a regular Board meeting has been issued, if it is necessary to change the time, venue or other matters of the meeting, or to add, amend or cancel any proposal of the meeting, a written change notice shall be issued at least three days prior to the originally scheduled meeting date, setting out the relevant circumstances and the contents and materials of any new proposals. If less than three days notice is given, the date of the meeting shall be correspondingly postponed or the meeting may be convened as scheduled with the consent of all attending directors.** **After the notice of an extraordinary Board meeting has been issued, if it is necessary to change the time, venue or other matters of the meeting, or to add, amend or cancel any proposal of the meeting, the prior consent of all attending directors shall be obtained and a corresponding record shall be made.**
33	Article 26 A Board meeting shall be held only if more than half of the directors attend the meeting. Supervisors and the Board secretary may be present at Board meetings, and other relevant persons may be notified to be present at Board meetings if the chairman of the meeting considers it necessary.	**Article 19** **Unless otherwise provided in the Articles of Association, a** ~~A~~ Board meeting shall be held only if more than half of the directors attend the meeting. ~~Supervisors~~ **The general manager** and the Board secretary **who do not concurrently serve as directors shall** ~~may~~ be present at Board meetings, and other relevant persons may be notified to be present at Board meetings if the chairman of the meeting considers it necessary.

No.	Articles before Amendments	Proposed Amendments[1]
34	Article 27 A Board meeting shall be attended by the directors in person. Where a director is unable to attend the meeting for any reason, he/she may appoint another director in writing to attend on his/her behalf. The proxy form shall specify the scope of the authorization. When attending the meeting, the proxy shall present the proxy form and exercise powers within the scope of the authorization.	**Article 20** A Board meeting shall be attended by the directors in person. Where a director is unable to attend ~~the meeting~~ for any reason, he/she may **prudently select and** appoint another director in writing to attend on his/her behalf. The proxy form shall specify **the name of the proxy, the matters to be represented,** the scope of authorization, **the validity period, and shall be signed or sealed by the appointor. For matters involving voting, the appointor shall clearly state in the proxy form his/her vote of approval, opposition or abstention on each matter. A director shall not make or accept a proxy without voting instructions, a discretionary proxy, or a proxy with an unclear scope of authorization. The liability of a director with respect to voting matters shall not be exempted by appointing another director to attend the meeting on his/her behalf.** When attending the meeting, the proxy shall present the proxy form and **the director attending on behalf of another shall** exercise **director's** rights within the scope of the authorization. Where a director neither attends a Board meeting nor appoints another to attend, he/she shall be deemed to have waived the right to vote at such meeting. ~~When attending the meeting, the proxy shall present the proxy form and exercise powers within the scope of the authorization.~~

No.	Articles before Amendments	Proposed Amendments[1]
35	/	(New Article) **Article 21** **Proxy attendance at Board meetings shall follow the principles below:** **(I) when considering connected transaction matters, connected directors shall not attend on behalf of non-connected directors, nor shall they accept appointments from non-connected directors; connected directors shall abstain from voting on connected transaction matters.** **(II) Independent non-executive directors shall not appoint non-independent non-executive directors to attend on their behalf, and non-independent non-executive directors shall not accept appointments from independent non-executive directors;** **(III) A director may not appoint another director with full powers to attend on his/her behalf without stating his/her personal opinions and voting intention on the proposals, nor shall the directors concerned accept full authorization or unclear authorization.** **(IV) Each director may only accept the appointment of one director, and a director shall not appoint another director who has already accepted the appointment of another director to attend on his/her behalf.**
36	Article 28 (This article will be deleted in its entirety)	/
37	Article 29 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
38	Article 30 (This article will be deleted in its entirety)	/
39	/	(New Article) **Article 22** **If half or more of the attending directors or two or more independent non-executive directors deem any proposal unclear or unspecified, or are unable to make a judgment on the matter due to other reasons such as insufficient meeting materials, they may jointly propose to defer such proposal, and the chairman of the meeting shall accept such proposal. The directors who propose to defer the proposal shall set out explicit requirements for the conditions to be met for the proposal to be submitted for reconsideration.**
40	/	(New Article) **Article 24** **Directors shall read relevant meeting materials carefully and express their opinions independently and prudently on the basis of a full understanding of the situation.** **The directors may obtain the information required for decision-making from the relevant persons and institutions such as the Board Office, the convener of the meeting, senior management, the special committees, the accounting firms and the law firms, etc., prior to the meeting, or they may suggest to the chairman of the meeting to request the representatives of the above persons and institutions attending the meeting to explain the relevant circumstances while the meeting is in progress.**

No.	Articles before Amendments	Proposed Amendments[1]
41	/	(New Article) **Article 25** **The functional departments of the Company shall have the obligation to provide information and materials for the decision-making of the Board of Directors. The functional departments and relevant personnel providing such information and materials shall be responsible for the truthfulness, accuracy and completeness of information originating from within the Company that can be objectively described. As for the reliability of information and materials originating from outside the Company, such information and materials may only be provided to the Board of Directors as a reference for decision-making after an assessment has been conducted, and an explanation shall be given to the Board of Directors.**
42	Chapter 4 Rules of Procedure for Board Meetings Section 1 Meeting Proposals	Chapter 4 ~~Rules of Procedure for~~ **Voting at** Board Meetings ~~Section 1 Meeting Proposals~~
43	Article 31 (This article will be deleted in its entirety)	/
44	Article 32 Before issuing the notice for convening a regular Board meeting, the Board of Directors shall fully solicit the opinions of all directors, preliminarily formulate the meeting agenda and then submit it to the chairman of the Board for preparation.	**Article 12** Before issuing the notice for convening a regular Board meeting, the Board of Directors **secretary** shall fully solicit the opinions of all directors, preliminarily formulate the meeting agenda and then submit it to the chairman of the Board for preparation.
45	Section 2 (This section will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
46	Section 3 Voting at Meetings Article 35 Resolutions of the Board of Directors must be passed by more than half of all directors. As for the voting on a Board resolution, each director shall have one vote. Directors attending the meeting shall cast a clear vote of approval, opposition or abstention on each proposal discussed at the meeting, and shall sign the resolutions and the minutes of the Board meeting. Voting at Board meetings shall be conducted by a show of hands or by poll. The chairman of the meeting shall announce whether the resolution is passed based on the voting outcome and record the result in the minutes of the meeting, which shall serve as the final basis.	~~Section 3 Voting at Meetings~~ **Article 26** Resolutions of the Board of Directors ~~must~~ **shall** be passed with the approval of more than half of all directors**, provided that where laws and the Articles of Association stipulate that Board resolutions require the consent of more directors, such provisions shall prevail**. ~~As for the voting on a Board resolution, each director shall have one vote.~~ ~~Directors attending the meeting shall cast a clear vote of approval, opposition or abstention on each proposal discussed at the meeting, and shall sign the resolutions and the minutes of the Board meeting. Voting at Board meetings shall be conducted by a show of hands or by poll. The chairman of the meeting shall announce whether the resolution is passed based on the voting outcome and record the result in the minutes of the meeting, which shall serve as the final basis.~~
47	/	(New Article) **Article 27** **Board resolutions shall be voted on by registered vote, with each director having one vote.**

No.	Articles before Amendments	Proposed Amendments[1]
48	/	(New Article) **Article 28** **After full discussion of each proposal, the chairman of the meeting shall request the attending directors to vote in due course.** **The voting intentions of the directors are divided into approval, opposition, and abstention. Attending directors shall select one of the above intentions. Where a director makes no selection or selects two or more options, the chairman of the meeting shall require such director to make a new selection. Failure to make a selection shall be deemed an abstention. Where a director leaves the meeting venue during the meeting and does not return without making a selection, it shall be deemed an abstention.**
49	Article 36 (This article will be deleted in its entirety)	/
50	Article 37 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
51	/	(New Article) **Article 29** **Under any of the following circumstances, a director shall abstain from voting on the relevant proposal:** **(I) where the director has a connected relationship with the enterprise involved in the matter to be resolved at the Board meeting;** **(II) where the director considers that he/she should abstain;** **(III) other circumstances requiring abstention as prescribed by laws, the Listing Rules or the Articles of Association.** **Under the above circumstances, a Board meeting may be held with the attendance of more than half of the non-connected directors, and resolutions of the Board of Directors shall be passed by more than half of the non-connected directors. Where the number of non-connected directors attending a Board meeting is less than half of all non-connected directors, the matter shall be submitted to the general meeting for consideration.**
52	/	(New Article) **Article 30** **The Board of Directors shall act strictly in accordance with the authorization of the general meeting and the Articles of Association, and shall not adopt resolutions beyond its authority.**

No.	Articles before Amendments	Proposed Amendments[1]
53	Article 38 Unless unanimous consent of all attending directors is obtained, no proposal other than those included in the notice of the Board meeting shall be voted upon. Where a director attends a Board meeting on behalf of another director by proxy, he/she shall not vote on behalf of such other director on any proposal not included in the notice of the meeting.	**Article 23** **The chairman of the meeting shall request the directors attending the Board meeting to express clear opinions on each proposal.** Unless unanimous consent of all attending directors is obtained, no proposal other than those included in the notice of the Board meeting shall be voted upon. Where a director attends a Board meeting on behalf of another director by proxy, he/she shall not vote on behalf of such other director on any proposal not included in the notice of the meeting**, unless explicitly authorized in the proxy form**.
54		(New Article) **Article 31** **Where a resolution of the Board meeting is required in respect of profit distribution of the Company, the proposed profit distribution plan to be submitted to the Board of Directors for consideration may first notified to the certified public accountants, who may be requested to issue a draft audit report on such basis (with all other financial data other than those relating to the distribution having been finalized). After the Board of Directors has adopted the resolution on profit distribution, the certified public accountants shall be required to issue a formal audit report, and the Board of Directors shall then adopt resolutions on other related matters of the periodic report based on the formal audit report issued by the certified public accountants.**
55	Article 39 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
56	Article 40 Each proposal at a Board meeting shall be voted on separately. The meeting staff shall promptly collect the ballots of the directors and deliver them to the Board secretary for counting under the supervision of scrutineers.	**Article 32** ~~Each proposal at a Board meeting shall be voted on separately.~~ **After the attending directors have completed voting, the Board Secretary shall** ~~The meeting~~ **organize the relevant** staff ~~shall~~ **to** promptly collect the ballots of the directors and deliver them to the Board secretary for counting under the supervision of ~~scrutineers~~ **an independent non-executive director**.

No.	Articles before Amendments	Proposed Amendments[1]
57	Article 41 Where a Board meeting is held by video conference or telephone and a director is unable to sign the minutes of the meeting immediately, verbal voting shall be taken, and the written signing procedures shall be completed as soon as practicable. A director's verbal vote shall have the same effect as a written signature, and the subsequent written signature must be consistent with the verbal vote cast at the meeting. In the event of any inconsistency between the written signature and the verbal vote, the verbal vote shall prevail. Where a Board meeting is held in person, by telephone, or via video conference, the chairman of the meeting shall announce the voting results on the spot. Where a Board meeting is held by way of written circulation, a director or another director appointed by him/her shall state his/her vote of approval or opposition on the resolution in writing. Once the number of directors signing in approval reaches the number required under the Articles of Association and these rules for adopting a resolution, the subject matter of the proposal shall become a resolution of the Board of Directors. Any vote cast by a director after the chairman of the meeting has announced the voting results or after the prescribed voting period has expired shall not be counted.	**Article 33** Where a Board meeting is held by video conference or telephone and a director is unable to sign the minutes of the meeting immediately, verbal voting shall be taken, and the written signing procedures shall be completed as soon as practicable. A director's verbal vote shall have the same effect as a written signature, and the subsequent written signature must be consistent with the verbal vote cast at the meeting. In the event of any inconsistency between the written signature and the verbal vote, the verbal vote shall prevail. Where a Board meeting is held in person, by telephone, or via video conference, the chairman of the meeting shall announce the voting results on the spot. Where a Board meeting is held by way of written circulation, a director or another director appointed by him/her shall state his/her vote of approval or opposition on the resolution in writing. Once the number of directors signing in approval reaches the number required under the Articles of Association and these rules for adopting a resolution, the subject matter of the proposal shall become a resolution of the Board of Directors. Any vote cast by a director after the chairman of the meeting has announced the voting results or after the prescribed voting period has expired shall not be counted. **Where different resolutions are inconsistent in content or meaning, the resolution adopted at a later time shall prevail.**
58	Article 42 (This article will be deleted in its entirety)	/
59	Article 43 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
60	/	(New Article) **Article 34** **Board meetings held in person or via video, telephone, or other means may be audio-recorded in full as necessary.**
61	Section 4 Minutes and Archives of Meetings Article 44 Minutes shall be prepared for decisions on matters considered at Board meetings, and the directors attending the meeting shall sign the minutes. The minutes shall include of the following: (I) the date and venue of the meeting and the name of the convener; (II) the names of the attending directors and the names of the directors (proxies) appointed by other directors to attend the Board meeting; (III) the agenda; (IV) the main points of directors' speeches; (V) the voting method and results of each resolution (the voting results shall specify the number of votes in favour, against or abstaining).	~~Section 4 Minutes and Archives of Meetings~~ **Article 35** **The Board secretary shall arrange for relevant staff to prepare minutes for** ~~Minutes shall be prepared for decisions on matters considered at~~ Board meetings~~, and the directors attending the meeting shall sign the minutes~~. The minutes shall include the following: (I) the date and venue of the meeting and the name of the convener; (II) the names of the attending directors and the names of the directors (proxies) appointed by other directors to attend the Board meeting; (III) the agenda; (IV) the main points of directors' speeches **(including any concerns raised or dissenting opinions expressed by directors)**; (V) the voting method and results of each resolution (the voting results shall specify the number of votes in favour, against or abstaining); **(VI) other matters that attending directors believe should be recorded.**

No.	Articles before Amendments	Proposed Amendments[1]
62	/	(New Article) **Article 36** **In addition to the minutes, the Board secretary may, if necessary, arrange for relevant staff to prepare a concise summary of the conduct of the Board meeting, and prepare a separate record of resolutions based on the voting results of the meeting.**
63	Article 45 The attending directors shall sign and confirm the minutes of the meeting on behalf of themselves and the directors who have appointed them to attend the meeting on their behalf. Where a director has a different opinion on the minutes or the record of resolutions, he/she may provide a written statement when signing. Where a director neither signs the minutes in accordance with the preceding paragraph nor provides a written statement of his/her different opinion, he/she shall be deemed to have fully agreed to the contents of the minutes.	**Article 37** The attending directors **or the directors appointed to attend the meeting** shall sign and confirm the minutes of the meeting **and the record of resolutions** ~~on behalf of themselves and the directors who have appointed them to attend the meeting on their behalf~~. Where a director has a different opinion on the minutes or the record of resolutions, he/she may provide a written statement when signing. **After the conclusion of a Board meeting, the draft and final versions of the minutes shall be circulated to all directors within a reasonable period, with the draft provided for directors to express their opinions and the final version kept for record.** Where a director neither signs the minutes in accordance with the preceding paragraph nor provides a written statement of his/her different opinion, he/she shall be deemed to have fully agreed to the contents of the minutes **and the record of resolutions**.

No.	Articles before Amendments	Proposed Amendments[1]
64	Article 46 Where a director has a different opinion on a resolution, such opinion shall be stated in the resolution. Directors shall be responsible for the resolutions of the Board of Directors. Where a resolution of the Board of Directors violates laws, administrative regulations, the Articles of Association, resolutions of the general meeting or these rules, thereby causing the Company to suffer substantial losses, the directors participating in such resolution shall be liable for compensation to the Company. However, directors who can prove that they expressed dissenting opinions at the time of voting and such dissenting opinions were recorded in the meeting minutes may be exempted from liability.	**Article 38** ~~Where a director has a different opinion on a resolution, such opinion shall be stated in the resolution.~~ Directors shall be responsible for the resolutions of the Board of Directors. Where a resolution of the Board of Directors violates laws, ~~administrative regulations, the Articles of Association, resolutions of the general meeting or these rules,~~ **the listing rules or the Articles of Association,** thereby causing the Company to suffer substantial losses, the directors participating in such resolution shall be liable for compensation to the Company. However, directors who can prove that they expressed dissenting opinions at the time of voting and such dissenting opinions were recorded in the meeting minutes may be exempted from liability.
65	Article 47 The minutes of Board meetings shall be kept as the Company's archives for a period of 10 years.	**Article 40** The **archives** ~~minutes~~ of Board meetings**, including meeting notices and materials, the attendance register, proxy form for directors attending by proxy, meeting audio recordings, voting ballots, meeting minutes confirmed and signed by attending directors, meeting summaries, and records of resolutions,** shall be kept **together** as the Company's archives **by the Board secretary** for a period of **not less than ten** years.
66	Chapter 5 (This chapter will be deleted in its entirety)	/
67	Chapter 6 Disclosure of Meeting Information	~~Chapter 6 Disclosure of Meeting Information~~
68	Article 51 (This article will be deleted in its entirety)	/
69	Article 52 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
70	Article 53 Prior to the disclosure of matters discussed or resolutions adopted at a Board meeting in accordance with the preceding article, the attending directors, persons present at the meeting, as well as the staff responsible for recording and providing other services, shall have strict confidentiality obligations. The Company has the right to pursue legal liability for any breach of such confidentiality obligations.	**Article 39** **Announcements on resolutions of the Board of Directors shall be handled by the Board secretary in accordance with the relevant provisions of the Listing Rules.** Prior to the disclosure ~~of matters discussed or~~ **by announcement on** resolutions ~~adopted at a Board meeting in accordance with the preceding article~~, the attending directors, persons present at the meeting, as well as the staff responsible for recording and providing other services, shall have strict confidentiality obligations **regarding the contents of resolutions**. ~~The Company has the right to pursue legal liability for any breach of such confidentiality obligations.~~
71	Chapter 7 Implementation of Meeting Resolutions	Chapter **5** Implementation of **and Feedback on Board** ~~Meeting~~ Resolutions

No.	Articles before Amendments	Proposed Amendments[1]
72	/	(New Article) **Article 41** **The following matters shall, after review and approval by Board meetings, be submitted to the general meeting for approval before implementation:** **(I) to formulate the Company's profit distribution plans and plans for recovery of losses;** **(II) to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities and the listing;** **(III) to formulate proposals for the Company's material acquisitions, repurchase of its own shares, merger, division, dissolution or change in corporate form;** **(IV) to formulate proposals for amendments to the Articles of Association;** **(V) to appoint or replace the accounting firm that audits the Company; and** **(VI) other matters required by laws, regulations, the Listing Rules and the Articles of Association to be submitted to the general meeting for approval.**
73	Article 54 (This article will be deleted in its entirety)	/

No.	Articles before Amendments	Proposed Amendments[1]
74	Article 55 The chairman of the Board shall urge the relevant personnel to implement the resolutions of the Board of Directors, examine the implementation of such resolutions, and report at subsequent Board meetings on the implementation of the resolutions that have been adopted. Where there is any breach of the resolutions of the Board of Directors in the course of implementation, the person responsible shall be held accountable.	Article 42 The chairman of the Board shall urge the ~~relevant personnel to implement~~ **implementation of** the resolutions of the Board of Directors, examine the implementation of such resolutions, and report at subsequent Board meetings on the implementation of the resolutions that have been adopted. ~~Where there is any breach of the resolutions of the Board of Directors in the course of implementation, the person responsible shall be held accountable.~~
75	Chapter 8 Supplementary Provisions Article 56 These rules are formulated by the Board of Directors as an appendix to the Articles of Association and shall take effect upon approval by the general meeting and from the date on which the overseas listed foreign shares of the Company are listed and traded on The Stock Exchange of Hong Kong Limited. From the date on which these rules of procedure take effect, the original "Rules of Procedure for the Board of Directors" shall automatically cease to have effect. Any amendments to these rules shall be proposed by the Board of Directors and shall take effect upon being passed by shareholders attending the general meeting holding more than half of the voting rights.	Chapter **6** Supplementary Provisions **Article 43** These rules are formulated by the Board of Directors~~ as an appendix to the Articles of Association and shall take effect upon approval by the general meeting and from the date on which the overseas listed foreign shares of the Company are listed and traded on The Stock Exchange of Hong Kong Limited. From the date on which these rules of procedure take effect, the original "Rules of Procedure for the Board of Directors" shall automatically cease to have effect. Any amendments to these rules shall be proposed by the Board of Directors and shall take effect upon being passed by shareholders attending the general meeting holding more than half of the voting rights~~.

No.	Articles before Amendments	Proposed Amendments[1]
76	Article 57 Matters not expressly provided for in these rules shall be handled in accordance with the relevant laws and regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association. Where these rules conflict with the relevant laws and regulations, the Listing Rules or other regulatory rules of the place of listing, or the Articles of Association, such laws and regulations, the Listing Rules, other regulatory rules of the place of listing and the Articles of Association shall prevail, and these rules shall be amended accordingly as soon as practicable and submitted to the general meeting for approval by more than half of the voting rights held by the shareholders attending the meeting.	**Article 46** **For matters** ~~Matters~~ not ~~expressly provided for~~ covered in these rules ~~shall be handled in accordance with the relevant laws and regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.~~**, or where** ~~Where~~ these rules conflict with the ~~relevant~~ laws ~~and regulations, the Listing Rules or other regulatory rules of the place of listing,~~ or the Articles of Association **as established or amended through lawful procedures**, such laws ~~and regulations~~, the Listing Rules~~, other regulatory rules of the place of listing~~ and the Articles of Association shall prevail~~, and these rules shall be amended accordingly as soon as practicable and submitted to the general meeting for approval by more than half of the voting rights held by the shareholders attending the meeting~~.
77	/	(New Article) **Article 44** **Any amendments to these rules shall be proposed by the Board of Directors with specific amendment proposals and shall take effect upon approval by the general meeting.**
78	Article 58 Unless otherwise provided in these rules, the terms "above," "within" and "at least" as used herein shall include the given number, whereas "below," "less than," "fewer than," "over," "under" and "exceeding" shall not include the given number.	**Article 45** ~~Unless otherwise provided in these rules, the~~ **The** terms "above~~,~~" **and** "within" ~~and "at least"~~ as used herein shall include the given number, whereas ~~"below," "less than," "fewer than,"~~ "over," "under" and ~~"exceeding"~~ **"more than"** shall not include the given number.
79	Article 59 These rules shall be interpreted by the Board of Directors.	**Article 47** **The right to interpret these** ~~These~~ rules shall be **vested in** ~~interpreted by~~ the Board of Directors **of the Company**.

The first Board of Directors of Unisound AI Technology Co., Ltd. (the "**Company**") was elected at the founding meeting of the Company in June 2019, and the second Board of Directors was re-elected on December 10, 2022. During the Reporting Period, the Board of Directors earnestly performed the duties granted by the General meetings, operated in a normative manner, made sound decisions and carried out various tasks diligently and responsibly in strict accordance with the Company Law of the People's Republic of China and other laws and regulations, the Articles of Association, the Rules of Procedure of the Board of Directors and other provisions and requirements, which safeguarded the interests of the Company and the Shareholders and ensured sustainable, sound and stable development of the Company. The major work of the Board of Directors in 2024 is hereby reported as follows:

I. Review of the Work of the Board of Directors

(1) Completion status of operations

At the end of 2024, the audited total assets of the Company were RMB1,079.976 million; in 2024, the Company achieved operating revenue of RMB939.017 million, with a net profit of negative RMB454.211 million and a net profit attributable to the shareholders of the parent company of negative RMB452.364 million.

(2) Performance of the Board of Directors

In 2024, the Board of Directors of the Company held two meetings, with all Directors attending on time. Each director diligently and conscientiously performed their duties, fully utilized professional skills and decision-making capacity, created favorable conditions to fully support the work of the management, which has played an important role in advancing matters such as the internal development of the Board of Directors and the strategic research of the Company's development, fully demonstrating the strategic guidance and scientific decision-making of the Board of Directors.

Date	Session of meetings	Matters for consideration
May 27, 2024	The 12th meeting of the second session of the Board of Directors	1. To consider the Proposal on the Investment and Construction-Related Projects of the Company
June 5, 2024	The 13th meeting of the second session of the Board of Directors	1. To consider the Proposal on the Work Report of the Company's General Manager for 2023; 2. To consider the Proposal on the Work Report of the Board of Directors for 2023; 3. To consider the Proposal on the Report of the Company on Final Accounts for 2023; 4. To consider the Proposal on the Distribution of Profits of the Company for 2023; 5. To consider the Proposal on the Financial Statements and Audit Report for 2023; 6. To consider the Proposal on Applying for the Comprehensive Credit Facility of Banks; 7. To consider the Proposal on the Expected Amount of Entrusted Wealth Management of the Company and its Subsidiaries; and 8. To consider the Proposal on Proposing the Convening of the 2023 Annual General Meeting of the Company.

(3) Convening of general meetings

In 2024, one general meeting of the Company was convened by the Board of Directors. Major matters of the Company were decided in accordance with the requirements of the Company Law of the People's Republic of China and the Articles of Association.

Date	Session of meetings	Matters for consideration
June 26, 2024	General Meeting for 2023	1. To consider the Proposal on the Work Report of the Board of Directors for 2023; 2. To consider the Proposal on the Work Report of the Supervisory Committee of the Company for 2023; 3. To consider the Proposal on the Report of the Company on Final Accounts for 2023; 4. To consider the Proposal on the Distribution of Profits of the Company for 2023; 5. To consider the Proposal on the Financial Statements and Audit Report for 2023; 6. To consider the Proposal on Applying for the Comprehensive Credit Facility of Banks; 7. To consider the Proposal on the Expected Amount of Entrusted Wealth Management of the Company and its Subsidiaries; and 8. To consider the Proposal on the Investment and Construction-Related Projects of the Company.

2. Work Arrangements of the Board of Directors for 2025

In 2025, the Board of Directors of the Company will continue to promote the improvement of corporate governance, continue to deepen standardized operations, strengthen scientific governance, continuously improve the internal control system and the development of comprehensive risk management system, strictly perform information disclosure obligations, and improve the operation quality of corporate governance; formulate corporate development strategies and promote the implementation of strategies on the basis of objective analysis of internal and external business environment; carry out daily work of the Board of Directors, make prudent decisions on major matters of the Company; and promote the overall work in a practical manner. The Company has completed its initial public offering of overseas listed shares (H shares) on June 30, 2025 and was listed on the Main Board of The Stock Exchange of Hong Kong Limited, and the Over-allotment Option has been fully exercised on July 25, 2025. As a next step, the Company will further enhance its position in accordance with the future plan and the use of proceeds as disclosed in the Prospectus.

As an independent non-executive director of Unisound AI Technology Co., Ltd. (the "**Company**"), in strict accordance with the requirements of the Company Law, the Articles of Association and other laws, regulations and relevant provisions, I have diligently and conscientiously fulfilled my duties, actively understood the rules of procedure for general meetings and board meetings of the Company, fulfilled my responsibilities as an independent non-executive director, kept abreast of the operation and management information of the Company, and paid attention to the overall development of the Company, thus laying a foundation for my future role as an independent non-executive director. I hereby report on my performance of duties in 2024 as follows:

I. Basic Information

I serve as an independent non-executive Director of the Company and the chairman of the Audit Committee of the Board. I possess the professional competence and work experience necessary for performing the duties of an independent non-executive Director, possess the independence required by laws and regulations, and maintain objective and independent professional judgment in performing my duties without affecting the independence.

II. Participation in the Board

The Company held two board meetings in 2024, at which I attended in person. In line with my accountability to the Company and all Shareholders, I proactively monitored and understood the operation and financial position of the Company, carefully reviewed each resolution submitted to the Board for deliberation, proactively participated in discussions and expressed personal opinions. During the voting by the Board, I voted for all the resolutions considered by the Board and expressed independent opinions on the "Proposal on the Investment and Construction-Related Projects of the Company" and the "Proposal on the Distribution of Profits of the Company for 2023".

III. Work Plan for 2025

In 2025, I will maintain an independent and objective stance, perform my duties as an independent non-executive Director in a prudent and diligent manner, and make contributions to the scientific decision-making of the Board and its special committees, so as to promote the sustained and sound development of the Company. I will strengthen communication with other Directors and management of the Company, fully utilize my professional advantages, and effectively protect the overall interests of the Company and the legitimate rights and interests of all Shareholders.

Independent Non-executive Director: Hu Jianjun
August 2025

As an independent non-executive director of Unisound AI Technology Co., Ltd. (the "**Company**"), in strict accordance with the requirements of the Company Law, the Articles of Association and other laws, regulations and relevant provisions, I have diligently and conscientiously fulfilled my duties, actively understood the rules of procedure for general meetings and board meetings of the Company, fulfilled my responsibilities as an independent non-executive director, kept abreast of the operation and management information of the Company, and paid attention to the overall development of the Company, thus laying a foundation for my future role as an independent non-executive director. I hereby report on my performance of duties in 2024 as follows:

I. Basic Information

I serve as an independent non-executive Director of the Company and the member of the Audit Committee and the Remuneration Committee of the Board. I possess the professional competence and work experience necessary for performing the duties of an independent non-executive Director, possess the independence required by laws and regulations, and maintain objective and independent professional judgment in performing my duties without affecting the independence.

II. Participation in the Board

The Company held two board meetings in 2024, at which I attended in person. In line with my accountability to the Company and all Shareholders, I proactively monitored and understood the operation and financial position of the Company, carefully reviewed each resolution submitted to the Board for deliberation, proactively participated in discussions and expressed personal opinions. During the voting by the Board, I voted for all the resolutions considered by the Board and expressed independent opinions on the "Proposal on the Investment and Construction-Related Projects of the Company" and the "Proposal on the Distribution of Profits of the Company for 2023".

III. Work Plan for 2025

In 2025, I will maintain an independent and objective stance, perform my duties as an independent non-executive Director in a prudent and diligent manner, and make contributions to the scientific decision-making of the Board and its special committees, so as to promote the sustained and sound development of the Company. I will strengthen communication with other Directors and management of the Company, fully utilize my professional advantages, and effectively protect the overall interests of the Company and the legitimate rights and interests of all Shareholders.

Independent Non-executive Director: Fan Jian
August 2025

As an independent non-executive director of Unisound AI Technology Co., Ltd. (the "**Company**"), in strict accordance with the requirements of the Company Law, the Articles of Association and other laws, regulations and relevant provisions, I have diligently and conscientiously fulfilled my duties, actively understood the rules of procedure for general meetings and board meetings of the Company, fulfilled my responsibilities as an independent non-executive director, kept abreast of the operation and management information of the Company, and paid attention to the overall development of the Company, thus laying a foundation for my future role as an independent non-executive director. I hereby report on my performance of duties in 2024 as follows:

I. Basic Information

I serve as an independent non-executive Director of the Company and the member of the Audit Committee and the Nomination Committee of the Board. I possess the professional competence and work experience necessary for performing the duties of an independent non-executive Director, possess the independence required by laws and regulations, and maintain objective and independent professional judgment in performing my duties without affecting the independence.

II. Participation in the Board

The Company held two board meetings in 2024, at which I attended in person. In line with my accountability to the Company and all Shareholders, I proactively monitored and understood the operation and financial position of the Company, carefully reviewed each resolution submitted to the Board for deliberation, proactively participated in discussions and expressed personal opinions. During the voting by the Board, I voted for all the resolutions considered by the Board and expressed independent opinions on the "Proposal on the Investment and Construction-Related Projects of the Company" and the "Proposal on the Distribution of Profits of the Company for 2023".

III. Work Plan for 2025

In 2025, I will maintain an independent and objective stance, perform my duties as an independent non-executive Director in a prudent and diligent manner, and make contributions to the scientific decision-making of the Board and its special committees, so as to promote the sustained and sound development of the Company. I will strengthen communication with other Directors and management of the Company, fully utilize my professional advantages, and effectively protect the overall interests of the Company and the legitimate rights and interests of all Shareholders.

Independent Non-executive Director: Jin Huihua
August 2025

As an independent non-executive director of Unisound AI Technology Co., Ltd. (the "**Company**"), in strict accordance with the requirements of the Company Law, the Articles of Association and other laws, regulations and relevant provisions, I have diligently and conscientiously fulfilled my duties, actively understood the rules of procedure for general meetings and board meetings of the Company, fulfilled my responsibilities as an independent non-executive director, kept abreast of the operation and management information of the Company, and paid attention to the overall development of the Company, thus laying a foundation for my future role as an independent non-executive director. I hereby report on my performance of duties in 2024 as follows:

I. Basic Information

I serve as an independent non-executive Director of the Company and the chairman of the Remuneration Committee of the Board. I possess the professional competence and work experience necessary for performing the duties of an independent non-executive Director, possess the independence required by laws and regulations, and maintain objective and independent professional judgment in performing my duties without affecting the independence.

II. Participation in the Board

The Company held two board meetings in 2024, at which I attended in person. In line with my accountability to the Company and all Shareholders, I proactively monitored and understood the operation and financial position of the Company, carefully reviewed each resolution submitted to the Board for deliberation, proactively participated in discussions and expressed personal opinions. During the voting by the Board, I voted for all the resolutions considered by the Board and expressed independent opinions on the "Proposal on the Investment and Construction-Related Projects of the Company" and the "Proposal on the Distribution of Profits of the Company for 2023".

III. Work Plan for 2025

In 2025, I will maintain an independent and objective stance, perform my duties as an independent non-executive Director in a prudent and diligent manner, and make contributions to the scientific decision-making of the Board and its special committees, so as to promote the sustained and sound development of the Company. I will strengthen communication with other Directors and management of the Company, fully utilize my professional advantages, and effectively protect the overall interests of the Company and the legitimate rights and interests of all Shareholders.

Independent Non-executive Director: Zhang Kun
August 2025

As an independent non-executive director of Unisound AI Technology Co., Ltd. (the "**Company**"), in strict accordance with the requirements of the Company Law, the Articles of Association and other laws, regulations and relevant provisions, I have diligently and conscientiously fulfilled my duties, actively understood the rules of procedure for general meetings and board meetings of the Company, fulfilled my responsibilities as an independent non-executive director, kept abreast of the operation and management information of the Company, and paid attention to the overall development of the Company, thus laying a foundation for my future role as an independent non-executive director. I hereby report on my performance of duties in 2024 as follows:

I. Basic Information

I serve as an independent non-executive Director of the Company and the chairman of the Nomination Committee of the Board. I possess the professional competence and work experience necessary for performing the duties of an independent non-executive Director, possess the independence required by laws and regulations, and maintain objective and independent professional judgment in performing my duties without affecting the independence.

II. Participation in the Board

The Company held two board meetings in 2024, at which I attended in person. In line with my accountability to the Company and all Shareholders, I proactively monitored and understood the operation and financial position of the Company, carefully reviewed each resolution submitted to the Board for deliberation, proactively participated in discussions and expressed personal opinions. During the voting by the Board, I voted for all the resolutions considered by the Board and expressed independent opinions on the "Proposal on the Investment and Construction-Related Projects of the Company" and the "Proposal on the Distribution of Profits of the Company for 2023".

III. Work Plan for 2025

In 2025, I will maintain an independent and objective stance, perform my duties as an independent non-executive Director in a prudent and diligent manner, and make contributions to the scientific decision-making of the Board and its special committees, so as to promote the sustained and sound development of the Company. I will strengthen communication with other Directors and management of the Company, fully utilize my professional advantages, and effectively protect the overall interests of the Company and the legitimate rights and interests of all Shareholders.

Independent Non-executive Director: Chen Hua
August 2025

The 2024 financial statements of Unisound AI Technology Co., Ltd. (the "**Company**") were audited by PricewaterhouseCoopers. The audit concluded that the financial statements of the Company have been prepared in accordance with International Financial Reporting Standards and present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and its results of operations and cash flows for 2024.

I. Significant accounting data

Unit: RMB'000

Items	2024
Operating income	939,017
Net profit attributable to shareholders of the parent company	(452,364)
Net cash flows generated from operating activities	(318,978)

II. Financial Position, Operating Results and Cash Flow

(I) Assets, Liabilities and Owner's Equity

Unit: RMB'000

Item	As at December 31, 2024
Current assets:	956,959
Non-current assets:	123,017
Total Assets	1,079,976
Current liabilities:	492,625
Non-current liabilities:	3,340,259
Total Liabilities	3,832,886
Total Owner's Equity	(2,752,910)

(II) Operating results

Unit: RMB'000

Items	2024
Operating income	939,017
Total Profit	(454,373)
Net Profit	(454,211)
Net profit attributable to shareholders of the parent company	(452,364)

(III) Cash flow

Unit: RMB'000

Items	2024
Net cash flows generated from operating activities	(318,978)
Net cash flows generated from investing activities	34,869
Net cash flows generated from financing activities	61,383
Exchange effect on cash and cash equivalents	(22)
Net additions in cash and cash equivalents	(222,726)
Cash and cash equivalents balance at the end of the period	156,476

UNISOUND AI TECHNOLOGY CO., LTD.
雲知聲智能科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9678)

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (the "**EGM**") of Unisound AI Technology Co., Ltd. (the "**Company**") will be held by way of on-site meeting at Second-floor conference room of Unisound AI Technology Co., Ltd. (Building N6, BBMG Intelligent Manufacturing Workshop, Jiancaicheng Zhonglu No. 27, Haidian District, Beijing, PRC) at 10:00 a.m. on Friday, October 17, 2025 for the purposes of considering, and if thought fit, approving the following resolutions:

SPECIAL RESOLUTION

1. To consider and approve the resolution on the abolition of the Supervisory Committee, amendments to the Articles of Association and its annexes, and the industrial and commercial registration of the changes.

ORDINARY RESOLUTIONS

2. To consider and approve the resolution on the Company's work report of the Board of Directors for the year 2024.

3. To consider and approve the resolution on Company's work report of the independent non-executive directors for the year 2024.

4. To consider and approve the resolution on the Company's report on the final accounts for the year 2024.

5. To consider and approve the resolution on the re-appointment of auditor for the year 2025.

6. To consider and approve the resolution on the Company's profit distribution plan for the year 2024.

7. To consider and approve the resolution on the application of integrated bank credit facilities.

By Order of the Board
Unisound AI Technology Co., Ltd.
Dr. Huang Wei
Executive Director and Chief Executive Officer

Beijing, the PRC
September 30, 2025

Notes:

1. **Closure of register of members and the eligibility to attend and vote at the EGM**

   To determine the list of H Shareholders of the Company entitled to attend and vote at the forthcoming EGM, the register of members of H Shares will be closed from Saturday, September 27, 2025 to Friday, October 17, 2025, both days inclusive. During this period, no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company as of Friday, October 17, 2025 will be entitled to attend and vote at the EGM.

   To be eligible to attend and vote at the EGM, holders of H Shares of the Company must lodge all completed and signed transfer documents, together with the relevant share certificates and other appropriate documents, with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, September 26, 2025 for registration.

2. **Proxy**

   A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her stead. However, the relevant proxy form must specify the class and number of Shares represented by each proxy. Shareholders attending in person or by proxy may cast one vote for each Share held. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant shareholder. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarised. In order to be valid, the proxy form together with the notarised power of attorney or other authorization document(s) (if any) must be deposited at the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or at the Company's headquarters and principal place of business in the PRC, at No. 101–124, 1/F, Building N6, BBMG Intelligent Manufacturing Workshop (金隅智造工場), No. 27 Xisanqi Jiancaicheng Middle Road, Haidian District, Beijing, PRC (for Domestic Unlisted Shareholders/Unlisted Foreign Shareholders) not less than 24 hours before the time fixed for the holding of the EGM (i.e. before Thursday, October 16, 2025 at 10:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked.

3. **Voting by poll**

   According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. As such, resolutions set out in this notice of EGM will be voted on by way of poll. Result of the poll voting will be published on the website of the Company (www.unisound.com) and the HKExnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) in accordance with the Listing Rules.

4. **Other business**

   The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (and any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.

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