THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in SICC CO., LTD., you should at once hand this circular together with the accompanying proxy form and the reply slips to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

SICC CO., LTD.

山東天岳先進科技股份有限公司

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

(Stock Code: 2631)

(1) PROPOSED CHANGE OF REGISTERED CAPITAL, CANCELLATION OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES; AND (2) PROPOSED AMENDMENTS TO GOVERNANCE POLICIES

Unless the context otherwise requires, capitalized terms used in this cover page and this circular shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

If you intend to attend the EGM, please complete and return the reply slip enclosed in this circular in accordance with the instructions printed thereon to the Hong Kong H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event by not later than 14:30 on 29 October 2025. The reply slip may be delivered by hand or by post to the Company's H Share Registrar in Hong Kong.

A notice convening the EGM of the Company to be held at 14:30 on 30 October 2025 at the Conference Room of SICC Company, No. 99, South Tianyue Road, Huaiyin District, Jinan City, Shandong Province is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time of the meeting (i.e. not later than 14:30 on 29 October 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

15 October 2025

CONTENTS

Page

Definitions 1

Letter from the Board 3

Appendix I — Details of the Proposed Amendments to the Articles of Association . 8

Appendix II — Revised Rules of Procedure for General Meeting and Revised Rules of Procedure of the Board of Directors 65

Notice of Extraordinary General Meeting EGM-1

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

"A Share(s)"	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are traded in Renminbi and listed on the STAR Market
"Articles of Association"	the articles of association of our Company, as amended, revised or supplemented from time to time
"Board" or "Board of Directors"	the board of directors of our Company
"Company", "our Company" or "the Company"	SICC Co., Ltd. (山東天岳先進科技股份有限公司), a limited liability company established in the PRC on 2 November 2010 and restructured into a joint stock company on 17 November 2020. Its A shares were listed on the STAR Market of the Shanghai Stock Exchange on 12 January 2022 (stock code: 688234) and its H shares were listed on the Hong Kong Stock Exchange on 20 August 2025 (stock code: 2631)
"Director(s)"	the director(s) of our Company
"EGM"	the extraordinary general meeting of our Company to be convened at 14:30 on 30 October 2025 for approving the resolutions as set out in this circular
"Governance Policies"	has the meaning ascribed to it in this circular
"H Share(s)"	overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
"H Shareholder(s)"	Holder(s) of our H Share(s)
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Rules of Procedure for General Meeting"	the Rules of Procedure for General Meeting of the Company, as amended, revised or supplemented from time to time
"Rules of Procedure of the Board of Directors"	the Rules of Procedure of the Board of Directors of the Company, as amended, revised or supplemented from time to time
"Share(s)"	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares
"Shareholder(s)"	holders of our Shares from time to time
"STAR Market"	the Shanghai Stock Exchange Science and Technology Innovation Board
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisory Committee"	the supervisory committee of our Company

SICC CO., LTD.
山東天岳先進科技股份有限公司

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

(Stock Code: 2631)

Executive Directors:
Mr. Zong Yanmin (宗艷民)
Mr. Gao Chao (高超)
Mr. Wang Junguo (王俊國)

Non-executive Directors:
Mr. Qiu Yufeng (邱宇峰)
Ms. Li Wanyue (李婉越)
Mr. Fang Wei (方偉)

Independent non-executive Directors:
Mr. Li Honghui (李洪輝)
Ms. Liu Hua (劉華)
Mr. Lai Kwok Hung Alex (黎國鴻)

Registered Office:
No. 99, South Tianyue Road
Huaiyin District, Jinan City
Shandong, PRC

Principal Place of Business in Hong Kong:
Room 503, 5th Floor
Tung Wai Commercial Building
109–111 Gloucester Road
Wanchai, Hong Kong

15 October 2025

To the Shareholders

Dear Sirs or Madams,

(1) PROPOSED CHANGE OF REGISTERED CAPITAL, CANCELLATION OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES; AND (2) PROPOSED AMENDMENTS TO GOVERNANCE POLICIES

INTRODUCTION

The purpose of this circular is to provide you with, among other things, the notice of the EGM and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions or abstain from voting at the EGM.

Unless otherwise specified or defined, any capitalised terms used herein shall have the same meaning as those defined in the prospectus (the "**Prospectus**") of the Company published on 11 August 2025.

(i) Resolution on the proposed change of registered capital, cancellation of the Supervisory Committee and amendments to the Articles of Association and its appendices

Reference is made to the announcement of the Company dated 14 October 2025 in relation to, among other things, the proposed amendments to the Articles of Association.

The Company has completed the Global Offering and the Listing of H Shares, and a total of 54,907,500 H Shares have been issued since then (taking into account the full exercise of the Over-allotment Option). Therefore, the total share capital of the Company has increased to 484,618,544 shares, and the registered capital has increased to RMB484,618,544. At the same time, in order to promote the standardized operation and internal control management of the Company, and improve the corporate governance structure, according to the Company Law of the PRC (《中華人民共和國公司法》), the Securities Law of the PRC (《中華人民共和國證券法》), the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), the Guideline No. 1 for Self-regulation of Companies Listed on the STAR Market of the Shanghai Stock Exchange — Standardized Operation (《上海證券交易所科創板上市公司自律監管指引第1號 — 規範運作》) and other relevant laws, regulations and normative documents, and taking into account the Company's actual circumstances, the Company proposes to cancel the Supervisory Committee and repeal the Company's rules of procedure for the Supervisory Committee, and to make certain amendments to the Articles of Association, the rules of procedure for General Meeting, and the Rules of Procedure of the Board of Directors.

The full text of the proposed amendments to the Articles of Association, which were prepared in the Chinese language, are set out in Appendix I to this circular. Save for the amendments set out therein and the corresponding adjustment of serial numbers of the clauses, the other provisions shall remain unchanged. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments, the Chinese version shall prevail.

Revised Rules of Procedure for General Meeting and the Rules of Procedure of the Board of Directors, which were prepared in the Chinese language, are set out in Appendix II to this circular. In the event of any discrepancy between the English translation and the Chinese version of the revised Rules of Procedure for General Meeting and the Rules of Procedure of the Board of Directors, the Chinese version shall prevail.

The abovementioned resolution was considered and approved by the Board on 14 October 2025 and will be submitted, by way of a special resolution, for the Shareholders' consideration and approval at the EGM.

(ii) Resolution on the proposed amendments to the Governance Policies

Reference is made to the overseas regulatory announcement of the Company dated 14 October 2025, which is related to the proposed amendments to and full text of Independent Director System, Connected Transaction Decision-Making System, Information Disclosure Management System, Raised Funds Management System, External Guarantee Management System, External Investment Management System, Investor Relations Management System, Remuneration Management System of Directors and Senior Management, and Code of Conduct of Controlling Shareholders and Actual Controllers (collectively, the "**Governance Policies**").

To facilitate the standardised operation of the Company, in accordance with the relevant provisions of the Company Law of the PRC, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, the Guideline No. 1 for Self-regulation of Companies Listed on the STAR Market of the Shanghai Stock Exchange — Standardized Operation, the Articles of Association, and other relevant laws, regulations and normative documents, and taking into account the Company's actual circumstances, the Company proposed to amend the governance systems.

The abovementioned was considered and approved by the Board on 14 October 2025 and will be submitted, by way of an ordinary resolution, for the Shareholders' consideration and approval at the EGM.

EGM

A notice convening the EGM to be held at 14:30 on 30 October 2025 at the Conference Room of SICC Company, No. 99, South Tianyue Road, Huaiyin District, Jinan City, Shandong Province, is set out on pages EGM-1 to EGM-2 of this circular for the purpose of considering and, if thought fit, passing the resolutions approving the matters set out above.

A form of proxy for use at the EGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the EGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, no later than 24 hours before the time fixed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

Pursuant to rule 13.39(4) of the Listing Rules, all the resolutions to be proposed at the EGM will be voted by way of poll by the Shareholders. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in any proposed resolutions at the EGM and no Shareholders will be required to abstain from voting on such resolutions to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 29 October 2025 to 30 October 2025 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No share transfer will be registered during this period. Shareholders whose name appears on the register of members of the Company on 30 October 2025 shall be entitled to attend and vote at the EGM. All transfer documents accompanied by the relevant share certificates, must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 16:30 on 28 October 2025.

RECOMMENDATION

The Board believes that the proposed resolution(s) above are in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favor of such resolution(s) as set out in the notice of the EGM.

RESPONSIBILITY STATEMENT

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

Yours faithfully
By order of the Board
SICC CO., LTD.
Mr. Zong Yanmin
Chairman of the Board,
Executive Director and General Manager

Details of the amendments to the Articles of Association are set out in the table below (deletions appear as strikethrough, and additions or revisions appear bold). The English version of the proposed amendments is for reference only. In case of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

No.	Before Amendments	After Amendments
1	Name of the Articles of Association: Articles of Association of SICC Co., Ltd. ~~(Draft) (Applicable after the issuance and listing of H Shares)~~	Name of the Articles of Association: Articles of Association of SICC Co., Ltd.
2	Article 1 In order to safeguard the legitimate rights and interests of SICC Co., Ltd (the "**Company**"), shareholders ~~of the Company~~ and creditors, and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the PRC (中華人民共和國公司法) (the "**Company Law**"), the Securities Law of the PRC (中華人民共和國證券法) (the "**Securities Law**"), the Guidelines for the Articles of Association for Listed Companies (上市公司章程指引), the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (上海證券交易所科創板股票上市規則), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and other relevant requirements.	Article 1 In order to safeguard the legitimate rights and interests of SICC Co., Ltd. (the "**Company**"), shareholders, **employees** and creditors, and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the PRC (中華人民共和國公司法) (the "**Company Law**"), the Securities Law of the PRC (中華人民共和國證券法) (the "**Securities Law**"), the Guidelines for the Articles of Association for Listed Companies (上市公司章程指引), the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (上海證券交易所科創板股票上市規則) **(the "STAR Market Listing Rules")**, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), **the Relevant Regulatory Rules of the Securities Regulatory Authorities and Stock Exchanges of the Place Where the Company's Shares are Listed (公司股票上市地證券監管機構和證券交易所有關監管規則) (the "Securities Regulatory Rules of the Place Where the Company's Shares are Listed")** and other relevant requirements.
3	Article 3 Upon the consideration and approval of the Shanghai Stock Exchange on 7 September 2021 and the completion of registration ~~process~~ with China Securities Regulatory Commission (the "**CSRC**") on 14 December 2021, the Company issued 42.971105 million RMB denominated ordinary shares (the "**A Shares**") to the public for the first time, which were listed on the STAR Market of the Shanghai Stock Exchange on 12 January 2022. Upon the filing with the CSRC on ~~[•] [•] [•]~~ and approval by The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") on ~~[•] [•] [•]~~, the Company made the initial public issuance of ~~[•]~~ overseas listed ordinary shares (the "**H Shares**") and over allotted [•] H Shares. The aforementioned H Shares were listed on the Main Board of the Hong Kong Stock Exchange on ~~[•] [•] [•]~~.	Article 3 Upon the consideration and approval of the Shanghai Stock Exchange on 7 September 2021 and the completion of registration with China Securities Regulatory Commission (the "**CSRC**") on 14 December 2021, the Company issued 42.971105 million RMB denominated ordinary shares (the "**A Shares**") to the public for the first time, which were listed on the STAR Market of the Shanghai Stock Exchange on 12 January 2022. Upon the filing with the CSRC on **12 June 2025** and approval by The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") on **19 August 2025**, the Company made the initial public issuance of **47,745,700** overseas listed ordinary shares (the "**H Shares**") and over-allotted **7,161,800** H Shares. The aforementioned H Shares were listed on the Main Board of the Hong Kong Stock Exchange on **20 August 2025** and **17 September 2025 respectively**.
4	Article 6 The Company's registered capital is RMB~~[•]~~.	Article 6 The Company's registered capital is RMB**484.618544** million.
5	Article 8 The Chairman of the Board of Directors ~~shall serve as~~ the legal representative of the Company ~~and shall be registered as such according to law. In the event of any change to the Company's legal representative, such change shall be duly registered.~~	Article 8 The Chairman of the Board of Directors **who executes company affairs on behalf of the Company** is the legal representative of the Company. **The resignation of a director who also serves as the legal representative shall be deemed to resign from the position of the legal representative simultaneously.** **If the legal representative resigns, the Company shall appoint a new legal representative within thirty days from the date of resignation of the legal representative.**

No.	Before Amendments	After Amendments
6	Added	Article 9 The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company. No restrictions on the authority of the legal representative set forth in the Articles of Association or by the general meeting may be asserted against a bona fide counterparty. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or the Articles of Association.
7	Article ~~9 The total assets of the Company are divided into shares of equal par value.~~ The shareholders of the Company shall be liable to the Company to the extent of the shares they subscribed, and the Company shall be liable for the debts of the Company to the extent of all of its entire assets.	Article 10 The shareholders of the Company shall be liable to the Company to the extent of the shares they subscribed, and the Company shall be liable for the debts of the Company to the extent of all of its entire assets.
8	Article 10 From the date upon which the Articles of Association takes effect, the Articles of Association shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, and shall constitute a legally binding ~~document~~ upon the Company, shareholders, Directors~~, Supervisors~~ and senior management members. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders; shareholders may institute legal proceedings against Directors~~, Supervisors, general manager~~ and ~~other~~ senior management members of the Company; shareholders may institute legal proceedings against the Company; and the Company may institute legal proceedings against shareholders, Directors~~, Supervisors, general manager~~ and ~~other~~ senior management members.	Article 1**1** From the date upon which the Articles of Association takes effect, the Articles of Association shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, and shall constitute a legally binding upon the Company, shareholders, Directors and senior management members. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders; shareholders may institute legal proceedings against Directors and senior management members of the Company; shareholders may institute legal proceedings against the Company; and the Company may institute legal proceedings against shareholders, Directors and senior management members.
9	Article 1~~1 Other s~~enior management members mentioned in this Articles of Association refer to deputy general manager, chief financial officer (the financial controller), chief technology officer, secretary to the Board of Directors and other members as acknowledged by the resolutions of the Board of Directors to hold important positions.	Article 1**2** Senior management members mentioned in this Articles of Association refer to **general manager,** deputy general manager, chief financial officer (the financial controller), chief technology officer, secretary to the Board of Directors and other members as acknowledged by the resolutions of the Board of Directors to hold important positions.
10	Article 1~~6~~ The issue of the Company's shares shall be in an open, fair and impartial manner. Each share of the same ~~category~~ shall have equal rights. ~~Article 17~~ For ~~stocks of~~ the same ~~categories~~ issued at the same time, the issue conditions and price for each share ~~shall be~~ the same; the same price ~~shall be~~ paid for each of the shares subscribed by ~~any unit or individuals~~.	Article 1**7** The issue of the Company's shares shall be in an open, fair and impartial manner. Each share of the same **class** shall have equal rights. For the same **class of shares** issued at the same time, each share shall be issued on the same conditions and at the same price. Each share subscribed by any subscriber is to be paid for at the same price.
11	Article 18 The ~~nominal~~ value of ~~shares~~ issued by the Company is denominated in RMB, with a par value of RMB1 each.	Article 18 The **par-value shares** issued by the Company is denominated in RMB, with a par value of RMB1 each.
12	Article 19 The A Shares issued by the Company shall be ~~registered and~~ deposited collectively in the Shanghai Branch of the China Securities Depositary and Clearing Corporation Limited. The H Shares issued by the Company shall primarily be deposited in the custodian company of the Hong Kong Securities Clearing Company Limited in accordance with the laws, securities regulatory rules and practices for securities registration and depository of the place where the Company's shares are listed, or may also be held by Shareholders in their own names.	Article 19 The A Shares issued by the Company shall be deposited collectively in the Shanghai Branch of the China Securities Depositary and Clearing Corporation Limited. The H Shares issued by the Company shall primarily be deposited in the custodian company of the Hong Kong Securities Clearing Company Limited in accordance with the laws, securities regulatory rules and practices for securities registration and depository of the place where the Company's shares are listed, or may also be held by Shareholders in their own names.

No.	Before Amendments	After Amendments
13	Article 21 ~~Upon the completion of the initial public issuance of H Shares ([on the condition that the Over-allotment Option is not exercised/upon the exercise of the Over-allotment Option]),~~ the total number of shares of the Company is ~~[•]~~. Such shares are all ordinary shares, including ~~[•]~~ A ordinary shares and ~~[•]~~ H ordinary shares, representing ~~[•]~~% and ~~[•]~~% of the total share capital of the Company, respectively.	Article 21 The total number of shares of the Company is **484,618,544**. Such shares are all ordinary shares, including **429,711,044** A ordinary shares and **54,907,500** H ordinary shares, representing **88.67**% and **11.33**% of the total share capital of the Company, respectively.
14	Article 22 The Company or its subsidiaries (including its affiliated companies) shall not, by way of a gift, advance, guarantee, ~~compensation, loans~~ etc, ~~provide any financial assistance to a person who acquires or intends to acquire the shares of the Company.~~	Article 22 The Company or its subsidiaries (including its affiliated companies) shall not, by way of a gift, advance, guarantee, **loans** etc., **provide any financial assistance to a person who acquires the shares of the Company or its parent Company, except the employee stock ownership plan implemented by the Company.** **For the benefit of the Company, with a resolution passed at the general meeting, or a resolution adopted by the Board of Directors pursuant to the Articles of Association or with the authorization of the general meeting, the Company may provide financial assistance to others for acquiring the shares of the Company, provided that the aggregate total amount of financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board of Directors shall be passed by more than 2/3 of all the directors.** **Where the Company or its subsidiaries (including its affiliated companies) engages in any act described in this Article, it shall comply with the provisions of laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.**
15	Article 23 In light of the Company's operational and developmental needs, the Company may increase its capital in accordance with the laws, regulations and securities regulatory rules of the place where the Company's shares are listed subject to ~~respective~~ resolution of the ~~shareholders'~~ meeting, by following methods: (I) ~~Public i~~ssuance of shares; (II) ~~Non-public i~~ssuance of shares; (III) Distribution of bonus shares to existing shareholders; (IV) Converting the reserve funds into share capital; (V) Other means approved by the laws, administrative regulations and ~~approved by~~ securities regulatory ~~authorities~~ of the place where the Company's shares are listed.	Article 23 In light of the Company's operational and developmental needs, the Company may increase its capital in accordance with the laws, regulations and securities regulatory rules of the place where the Company's shares are listed subject to resolution of the **general** meeting, by following methods: (I) **I**ssuance of shares **to non-specific investors**; (II) **I**ssuance of shares **to specific investors**; (III) Distribution of bonus shares to existing shareholders; (IV) Converting the reserve funds into share capital; (V) Other means approved by the laws, administrative regulations and approved by securities regulatory **rules** of the place where the Company's shares are listed.

No.	Before Amendments	After Amendments
16	Article 27 If the Company repurchases its own shares under the circumstances set out in items (I) and (II) of the first paragraph of Article 25 of the Articles of Association, resolutions related thereto shall be adopted at ~~a shareholders'~~ meeting. If the Company repurchases its own shares under the circumstances set out in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association, resolutions related thereto shall be adopted at the Board meeting with more than two-thirds of the Directors attending subject to applicable securities regulatory rules of the place where the Company's shares are listed. After the acquisition of the Company's shares, the Company shall fulfil its information disclosure obligations in accordance with the Securities Law and the securities regulatory rules of the place where the Company's shares are listed. ……	Article 27 If the Company repurchases its own shares under the circumstances set out in items (I) and (II) of the first paragraph of Article 25 of the Articles of Association, resolutions related thereto shall be adopted at **the general** meeting. If the Company repurchases its own shares under the circumstances set out in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association, on the premise of complying with applicable securities regulatory rules of the place where the Company's shares are listed, resolutions related thereto shall be adopted at the Board meeting with more than 2/3 of the Directors attending **in accordance with the provisions of these Articles of Association or the authorization of the general meeting**. After the acquisition of the Company's shares, the Company shall fulfil its information disclosure obligations in accordance with **relevant regulations such as** the Securities Law and the securities regulatory rules of the place where the Company's shares are listed. ……
17	Article 29 The Company shall not accept its own shares as the subject matter of a pledge.	Article 29 The Company shall not accept its own shares as the subject matter of a pledge.
18	Article 30 ~~Shares held by the promoters in the Company shall not be transferred within one year from the date of incorporation of the Company.~~ Shares issued by the Company prior to the public offering of A shares shall not be transferred within one year from the date on which the A shares of the Company are listed and traded on a stock exchange. Directors, ~~Supervisors~~ and senior management of the Company shall report their shareholdings in the Company and the respective changes. During his/her tenure, no shares exceeding 25% of his/her total shareholding in the Company shall be transferred each year; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed and traded. The aforesaid personnel shall not transfer the shares of the Company held by him/her within half a year after leaving his/her office. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise in respect of the restrictions on transfer of the Company's shares, the relevant parties shall also comply with such requirements.	Article 30 Shares issued by the Company prior to the public offering of A shares shall not be transferred within one year from the date on which the A shares of the Company are listed and traded on a stock exchange. Directors and senior management of the Company shall report their shareholdings in the Company and the respective changes. During his/her **term of office as determined at the time of taking office**, no shares exceeding 25% of his/her total shareholding in the Company shall be transferred each year; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed and traded. The aforesaid personnel shall not transfer the shares of the Company held by him/her within half a year after leaving his/her office. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise in respect of the restrictions on transfer of the Company's shares, the relevant parties shall also comply with such requirements.

No.	Before Amendments	After Amendments
19	Article 31 Any gains from sale of the Company's shares or other securities with equity nature by shareholders holding more than 5% of the shares of the Company, Directors, ~~Supervisors~~ and senior management within six months after their purchase of the same, and any gains from the purchase of the shares or other securities with equity nature by any of the aforesaid parties within six months after their sale of the same, shall belong to the Company and the Company's Board of Directors shall recover such gains, except for the circumstance that a securities company holds more than 5% of the Company's shares as a result of purchase of the unsold ~~underwritten~~ shares and other circumstances stipulated by the CSRC. The shares or other securities with equity nature held by the Directors, ~~Supervisors,~~ senior management and natural person shareholders referred to in the preceding paragraph shall include the shares or other securities with equity nature held by their spouse, parents, children, and those held through the accounts of others. ……	Article 31 Any gains from sale of the Company's shares or other securities with equity nature by shareholders holding more than 5% of the shares of the Company, Directors and senior management within six months after their purchase of the same, and any gains from the purchase of the shares or other securities with equity nature by any of the aforesaid parties within six months after their sale of the same, shall belong to the Company and the Company's Board of Directors shall recover such gains, except for the circumstance that a securities company holds more than 5% of the Company's shares as a result of purchase of the **underwritten** unsold shares and other circumstances stipulated by the CSRC. The shares or other securities with equity nature held by the Directors, senior management and natural person shareholders referred to in the preceding paragraph shall include the shares or other securities with equity nature held by their spouse, parents, children, and those held through the accounts of others. ……
20	Chapter IV Shareholders and ~~Shareholders'~~ Meetings	Chapter IV Shareholders and **General** Meetings
21	Article 32 The Company shall maintain a register of shareholders based on the certificates provided by the securities registration authority of the place where the Company's shares are listed. The register of shareholders shall be sufficient evidence substantiating the shareholders' shareholding in the Company. The original register of holders of H shares listed in Hong Kong shall be maintained in Hong Kong and made available for inspection by shareholders, but the register of members of the Company may be closed in accordance with applicable laws and regulations and the requirements of securities regulatory rules of the place where the Company's shares are listed. A shareholder shall enjoy rights and assume obligations based on the ~~class~~ shares held by him/her. Shareholders holding the same ~~class~~ of shares shall be entitled to equal rights and assume equal obligations. ……	Article 32 The Company shall maintain a register of shareholders based on the certificates provided by the securities registration authority of the place where the Company's shares are listed. The register of shareholders shall be sufficient evidence substantiating the shareholders' shareholding in the Company. The original register of holders of H shares listed in Hong Kong shall be maintained in Hong Kong and made available for inspection by shareholders, but the register of members of the Company may be closed in accordance with applicable laws and regulations and the requirements of securities regulatory rules of the place where the Company's shares are listed. A shareholder shall enjoy rights and assume obligations based on the **class** shares held by him/her. Shareholders holding the same **class** of shares shall be entitled to equal rights and assume equal obligations. ……

No.	Before Amendments	After Amendments
22	Article 34 Shareholders of the Company shall be entitled to the following rights: (I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them; (II) The rights to request, convene, chair, attend or appoint proxy to attend ~~shareholders'~~ meetings and exercise the corresponding voting rights in accordance with laws; (III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries; (IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association; (V) The rights to inspect the Articles of Association, the register of shareholders, ~~company bonds,~~ minutes of ~~shareholders'~~ meetings, resolutions of the meetings of the Board of Directors, ~~resolutions of meetings of the Supervisory Committee~~ and financial and accounting reports; (VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company; (VII) The rights to demand the Company to acquire the shares with respect to the dissenting shareholders for any resolution adopted at the ~~shareholders'~~ meeting on the merger or division of the Company; (VIII) Other rights under laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. The Articles of Association, resolutions of the ~~shareholders'~~ meeting, or resolutions of the Board of Directors shall comply with the laws and regulations, and shall not deprive or restrict any statutory rights of shareholders. The Company shall safeguard the lawful rights of shareholders and ensure their fair treatment.	Article 34 Shareholders of the Company shall be entitled to the following rights: (I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them; (II) The rights to request **holding of**, convene, chair, attend or appoint proxy to attend **general** meetings and exercise the corresponding voting rights in accordance with laws; (III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries; (IV) The rights to transfer, donate, **or** pledge shares held by them in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association; (V) The rights to inspect **and duplicate** the Articles of Association, the register of shareholders, minutes of **general** meetings, resolutions of the meetings of the Board of Directors, and financial and accounting reports**. Shareholders who meet the requirements may inspect the Company's accounting books and certificates**; (VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company; (VII) The rights to demand the Company to acquire the shares with respect to the dissenting shareholders for any resolution adopted at the **general** meeting on the merger or division of the Company; (VIII) Other rights under laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. The Articles of Association, resolutions of the **general** meeting, or resolutions of the Board of Directors shall comply with the laws and regulations, and shall not deprive or restrict any statutory rights of shareholders. The Company shall safeguard the lawful rights of shareholders and ensure their fair treatment.
23	Article 35 Where shareholders ~~request for~~ inspection of ~~the relevant information or demand for materials as mentioned in the preceding Article,~~ ~~they~~ shall provide the Company with written documents evidencing the ~~class~~ and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.	Article 35 Where shareholders **request for** inspection **and duplication** of **the relevant materials of the Company, they shall do so in accordance with the provisions of the Company Law, the Securities Law and other laws and administrative regulations. They** shall provide the Company with written documents evidencing the **class** and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.

No.	Before Amendments	After Amendments
24	Article 36 If a resolution of the ~~shareholders'~~ meeting or the meeting of the Board of Directors of the Company violates laws, administrative regulations or the securities regulatory rules of the place where the Company's shares are listed, shareholders have the right to petition the People's Court to invalidate the resolution. If the procedure of convening or the method of voting at the ~~shareholders'~~ meetings or the meeting of the Board of Directors violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or if the content of a resolution is in breach of the Articles of Association, shareholders shall have the right to petition the People's Court to revoke such resolution within 60 days from the date on which the resolution is adopted.	Article 36 If a resolution of the **general** meeting or the meeting of the Board of Directors of the Company violates laws, administrative regulations or the securities regulatory rules of the place where the Company's shares are listed, shareholders have the right to petition the People's Court to invalidate the resolution. If the procedure of convening or the method of voting at the **general** meetings or the meeting of the Board of Directors violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or if the content of a resolution is in breach of the Articles of Association, shareholders shall have the right to petition the People's Court to revoke such resolution within 60 days from the date on which the resolution is adopted. **However, unless there is only a minor defect in the procedures for convening the general meeting, the meeting of the Board of Directors or in the manner of voting, which does not have a material effect on the resolution.** **Where the Board of Directors, shareholders and other relevant parties have disputes regarding the validity of general meeting resolutions, they shall promptly institute legal proceedings in the People's Court. Prior to the People's Court making a judgment or ruling to revoke resolutions, relevant parties shall implement the general meeting resolutions. The Company, Directors and senior management shall earnestly perform their duties, and ensure the normal operation of the Company.** **If the People's Court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.**
25	Added	Article 37 The resolutions of the Company's general meeting or the meeting of the Board of Directors shall be deemed invalid under any of the following circumstances: (I) the resolution was adopted without convening a general meeting or the meeting of the Board of Directors; (II) no voting was conducted on the subject matter of the resolution at the general meeting or the meeting of the Board of Directors; (III) the number of attendees or the voting rights represented at the meeting failed to meet the quorum requirements prescribed under the Company Law or the Articles of Association; (IV) the number of votes or voting rights in favour of the resolution failed to meet the thresholds prescribed under the Company Law or the Articles of Association.

No.	Before Amendments	After Amendments
26	Article 37 In the event of any loss caused to the Company as a result of violation of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association by the Directors or senior management when performing their duties, any of the shareholders who holds 1% or more of the shares of the Company individually or jointly for no less than 180 consecutive days shall have the right to request ~~the Supervisory Committee~~ in writing to initiate litigation before the People's Court. In the event of any loss caused to the Company as a result of violation of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association by the ~~Supervisory Committee~~ when performing its duties, shareholders may request the Board of Directors in writing to initiate litigation before the People's Court. In the event that ~~the Supervisory Committee~~ or the Board of Directors dismisses the written request of any of the shareholders as specified in the preceding paragraph, or withholds from instituting litigation within 30 days of the receipt of the request, or that the failure to institute litigation immediately may otherwise cause irreparable damage to the interest of the Company in an urgent circumstance, such shareholder(s) as mentioned in the preceding paragraph shall have the right to initiate litigation before the People's Court directly in the name(s) of such shareholder(s) in the interest of the Company. If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may initiate litigation before the People's Court pursuant to the preceding two paragraphs.	Article **38** In the event of any loss caused to the Company as a result of violation of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association by the Directors or senior management (**other than members of the Audit Committee**) when performing their duties, any of the shareholders who holds 1% or more of the shares of the Company individually or jointly for no less than 180 consecutive days shall have the right to request the **Audit Committee** in writing to initiate litigation before the People's Court. In the event of any loss caused to the Company as a result of violation of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association by the **members of Audit Committee** when performing its duties, **aforesaid** shareholders may request the Board of Directors in writing to initiate litigation before the People's Court. In the event that **the Audit Committee** or the Board of Directors dismisses the written request of any of the shareholders as specified in the preceding paragraph, or withholds from instituting litigation within 30 days of the receipt of the request, or that the failure to institute litigation immediately may otherwise cause irreparable damage to the interest of the Company in an urgent circumstance, such shareholder(s) as mentioned in the preceding paragraph shall have the right to initiate litigation before the People's Court directly in the name(s) of such shareholder(s) in the interest of the Company. If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may initiate litigation before the People's Court pursuant to the preceding two paragraphs. **Where the Directors, supervisors or senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or the provisions of Articles of Association during the performance of their duties and cause losses to the Company, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders severally or jointly holding 1% or more of the Company' s shares for a period of 180 consecutive days or longer, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, are entitled to request the Supervisory Committee or the Board of Directors of the wholly-owned subsidiary to initiate legal proceedings with the People's Court in writing or directly initiate legal proceedings with the People's Court in its own name.** **If the Company' s wholly-owned subsidiary has not established Supervisory Committee or any supervisor, but established Audit Committee, the matter shall be dealt with in accordance with paragraphs I and II of this Article.**

No.	Before Amendments	After Amendments
27	Article ~~39~~ The shareholders of the Company shall assume the following obligations: (I) To abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association; (II) To pay subscription ~~monies~~ according to the number of shares subscribed and the method of subscription; (III) Not to ~~withdraw their shares~~ unless required by laws and regulations; (IV) Not to abuse their shareholders' 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 maintain the confidentiality of the Company's trade secrets; (VI) Other obligations imposed by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. ~~Where any shareholder of the Company abuses the shareholders' rights and incurs losses to the Company or other shareholders, such shareholder shall be liable for the damages; where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.~~	Article **40** The shareholders of the Company shall assume the following obligations: (I) To abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association; (II) To pay subscription **monies** according to the number of shares subscribed and the method of subscription; (III) Not to **withdraw its share capital** unless required by laws and regulations; (IV) Not to abuse their shareholders' 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 maintain the confidentiality of the Company's trade secrets; (VI) Other obligations imposed by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
28	Added	Article 41 Where any shareholder of the Company abuses the shareholders' rights and incurs losses to the Company or other shareholders, such shareholder shall be liable for the damages. Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.
29	Added	Section II Controlling Shareholders and De Facto Controllers
30	Article 40 Where a shareholder holding 5% or more voting shares of the Company pledges any shares he/she holds, he/she shall report the same to the Company in writing on the day on which he/she pledges his/her shares.	Delete

No.	Before Amendments	After Amendments
31	Article 41 ~~The controlling shareholder and the de facto controller of the Company shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated such provision and caused damage to the Company, they shall be liable for such damages.~~ ~~The controlling shareholders and de facto controllers of the Company shall bear a fiduciary duty toward the Company and its public shareholders. The controlling shareholders shall exercise their rights as an investor in strict accordance with the laws. They shall not harm the legitimate rights and interests of the Company and its public shareholders by means of profit distribution, asset restructuring, external investment, appropriation of funds, loan security or other methods, or harm the interests of the Company and its public shareholders by means of their controlling status.~~	Article 42 **The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, in order to safeguard the interests of the listed company.**
32	Added	Article 43 Controlling shareholders and de facto controllers of the Company shall comply with the following provisions: (I) Exercise shareholder rights in accordance with the law, and shall not abuse control rights or exploit related-party relationships to the detriment of the Company or the legitimate rights and interests of other shareholders; (II) Strictly fulfil any public statements and commitments made, and shall not alter or waive them without authorization; (III) Strictly comply with relevant regulations in fulfilling information disclosure obligations, actively cooperate with the Company in disclosing information, and promptly inform the Company of any material events that have occurred or are expected to occur; (IV) Shall not occupy or misappropriate the Company's funds in any manner; (V) Shall not compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of laws and regulations; (VI) Shall not use the Company's undisclosed material information for personal gain, disclose any undisclosed material information related to the Company by any means, or engage in insider trading, short-swing trading, market manipulation, or other illegal or non-compliant activities; (VII) Shall not harm the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, external investment, or any other means; (VIII) Shall ensure the Company's asset integrity, personnel independence, financial independence, organizational independence, and business independence, and shall not affect the Company's independence in any manner; (IX) Comply with other provisions stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

No.	Before Amendments	After Amendments
		If the controlling shareholder or de facto controller of the Company does not serve as a Director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association regarding fiduciary duty and duty of diligence of directors shall apply. If the controlling shareholder or de facto controller of the Company instructs any Director or senior management to engage in acts that are detrimental to the interests of the Company or its shareholders, such controlling shareholder or de facto controller shall bear joint and several liability together with the relevant Director or senior management.
33	Added	Article 44 Where the controlling shareholder or de facto controller pledges the shares of the Company held or actually controlled by them, they shall ensure the stability of the Company's control and normal business operations. Where a shareholder holding 5% or more of the voting shares of the Company pledges any shares in his/her possession, he/she shall make a written report to the Company on the date on which he/she pledges his/her shares.
34	Added	Article 45 When the controlling shareholder or de facto controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers as stipulated by laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, as well as any commitments made regarding restrictions on share transfers.
35	Section ~~II~~ General Provisions for ~~Shareholders'~~ Meetings	Section **III** General Provisions for **General** Meetings

No.	Before Amendments	After Amendments
36	Article ~~43~~ The ~~shareholders'~~ meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law: (I) ~~To decide the business guideline and investment plan for the Company;~~ (II) To elect and replace Directors ~~and Supervisors~~ who are not employee representatives, and to decide matters relating to the remuneration of Directors ~~and Supervisors~~; (III) To consider and approve reports of the Board of Directors; (IV) ~~To consider and approve reports of the Supervisory Committee;~~ (V) ~~To consider and approve the annual financial budgets and final accounting plans of the Company;~~ (VI) To consider and approve the Company's profit distribution plan and loss recovery plan; (VII) To resolve on increase or decrease of the registered capital of the Company; (VIII) To resolve on issuance of bonds of the Company; (IX) o resolve on the merger, division, dissolution, liquidation, or changes of the corporate form of the Company; (X) To amend the Articles of Association; (XI) To consider and approve related party transactions between the Company and its related parties (excluding provision of guarantees) involving an amount exceeding RMB30 million and accounting for more than 1% of the latest audited total assets or market value of the Company; (XII) To resolve on the appointment or dismissal of the accounting firms by the Company; (XIII) To consider and approve the transactions specified in Article ~~44~~; (XIV) To consider and approve the guarantees specified in Article ~~45~~;	Article ~~4~~7 **The general meeting shall be composed of all shareholders.** The **general** meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law: (I) To elect and replace Directors who are not employee representatives, and to decide matters relating to the remuneration of Directors; (II) To consider and approve reports of the Board of Directors; (III) To consider and approve the Company's profit distribution plan and loss recovery plan; (IV) To resolve on increase or decrease of the registered capital of the Company; (V) To resolve on issuance of bonds of the Company; (VI) To resolve on the merger, division, dissolution, liquidation, or changes of the corporate form of the Company; (VII) To amend the Articles of Association; (VIII) To resolve on the appointment and dismissal of the accountants **responsible for the audit services of the Company**; (IX) To consider and approve related party transactions between the Company and its related parties (excluding provision of guarantees) involving an amount exceeding **RMB**30 million and accounting for more than 1% of the latest audited total assets or market value of the Company; (X) To consider and approve the transactions specified in Article 4**8**; (**XI**) To consider and approve the guarantees specified in Article 4**9** of **the Articles of Association**; (**XII**) To consider the Company's purchase or disposal of major assets within one year with the amount exceeding 30% of the latest audited total assets of the Company; (**XIII**) To consider and approve matters relating to the changes in the use of proceeds; (XIV) To consider equity incentive plan and employee share ownership scheme;

No.	Before Amendments	After Amendments
	(XV) To consider the Company's purchase or disposal of major assets within one year with the amount exceeding 30% of the latest audited total assets of the Company; (XVI) To consider and approve matters relating to the changes in the use of proceeds; (XVII) To consider equity incentive plan and employee share ownership scheme; (XVIII) To make any resolution regarding the disposition of the Company's core technical secrets or resolution that may have a significant impact on the Company's core technical secrets; (XIX) To consider other matters as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which shall be decided by a ~~shareholders'~~ meeting. The aforesaid functions and powers of the ~~shareholders'~~ meeting shall not be conferred to the Board of Directors or any other institution or individual.	(XV) To make any resolution regarding the disposition of the Company's core technical secrets or resolution that may have a significant impact on the Company's core technical secrets; (XVI) **The annual general meeting of the Company may authorize the Board of Directors to approve the issuance of domestic shares with a total financing amount of not more than RMB300 million and not more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the date of the annual general meeting for the next year, subject to relevant laws and regulations, including the Hong Kong Listing Rules (if applicable);** (XVII) To consider other matters as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which shall be decided by a general meeting. **The general meeting may authorize the Board of Directors to resolve on the issuance of corporate bonds.** **Unless otherwise stipulated by laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, the** aforesaid functions and powers of the shareholders' meeting shall not be conferred to the Board of Directors or any other institution or individual.

No.	Before Amendments	After Amendments
37	Article 44 Except for the provision of guarantees and transactions conducted in the ordinary course of business, any transaction of the Company that meets any of the following criteria shall, after being reviewed and approved by the Board of Directors, be submitted to the ~~shareholders'~~ meeting for consideration: (I) The total amount of assets involved in the transaction (if the assets involved have both book value and valuation, whichever is higher) accounts for over 50% of the latest audited total assets of the Company; (II) The transaction amount accounts for over 50% of the Company's market value; (III) The net assets of the transaction subject (such as equity) accounted for over 50% of the Company's market value in the latest accounting year; (IV) The business income of the transaction subject (such as equity) accounts for over 50% of the audited business income of the Company in the latest accounting year, and exceeds RMB50 million; (V) The profits generated from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and exceed RMB5 million; (VI) The net profit of transaction subject (such as equity) accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds RMB5 million; (VII) Other trading circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. ……	Article 4**8** Except for the provision of guarantees and transactions conducted in the ordinary course of business **and financial support**, any transaction of the Company that meets any of the following criteria shall, after being reviewed and approved by the Board of Directors, be submitted to the **general** meeting for consideration: (I) The total amount of assets involved in the transaction (if the assets involved have both book value and valuation, whichever is higher) accounts for over 50% of the latest audited total assets of the Company; (II) The transaction amount accounts for over 50% of the Company's market value; (III) The net assets of the transaction subject (such as equity) accounted for over 50% of the Company's market value in the latest accounting year; (IV) The business income of the transaction subject (such as equity) accounts for over 50% of the audited business income of the Company in the latest accounting year, and exceeds **RMB**50 million; (V) The profits generated from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and exceed **RMB**5 million; (VI) The net profit of transaction subject (such as equity) accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds **RMB**5 million; (VII) Other trading circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. ……

No.	Before Amendments	After Amendments
38	Article ~~45~~ The following acts of external guarantee of the Company shall be submitted to the ~~shareholders'~~ meeting for deliberation and approval ~~after being deliberated and approved by the Board of Directors of the Company~~: (I) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 50% of the ~~Company's~~ audited net assets in the latest period; (II) Any guarantee provided after the total amount of the Company's external guarantees exceeds 30% of the Company's audited total assets in the latest period; (III) The guarantee amount of the Company exceeds 30% of the Company's latest audited total assets within one year; (IV) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%; (V) The single guarantee for an amount more than 10% of the Company's net assets audited in the latest period; (VI) The guarantee to be provided to a shareholder, an actual controller and his/her related ~~party~~; (VII) Other guarantee circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which are subject to review and approval by the ~~shareholders'~~ meeting. When the ~~shareholders'~~ meeting considers a guarantee proposed for a shareholder, an actual controller and his/her related party, this shareholder or other shareholders controlled by this actual controller shall not vote for the proposal, which shall have the affirmative votes by a majority of votes held by other shareholders attending the ~~shareholders'~~ meeting. When the ~~shareholders'~~ meeting makes a resolution on the guarantee mentioned in Item (III), it shall be adopted by more than ~~two-thirds~~ of the voting rights held by the shareholders present at the meeting. Where the Company provides a guarantee for its controlling shareholder(s), actual controller(s) and their related parties, the controlling shareholder(s), actual controller(s) and their related parties shall provide counter guarantee.	Article **49** The following acts of external guarantee of the Company shall be submitted to the **general** meeting for deliberation and approval: (I) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 50% of the audited net assets in the latest period; (II) Any guarantee provided after the total amount of the Company's external guarantees exceeds 30% of the Company's audited total assets in the latest period; (III) The guarantee amount of the Company **to others** exceeds 30% of the Company's latest audited total assets within one year; (IV) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%; (V) The single guarantee for an amount more than 10% of the Company's net assets audited in the latest period; (VI) The guarantee to be provided to a shareholder, an actual controller and his/her related **party**; (VII) Other guarantee circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which are subject to review and approval by the **general** meeting. When the **general** meeting considers a guarantee proposed for a shareholder, an actual controller and his/her related party, this shareholder or other shareholders controlled by this actual controller shall not vote for the proposal, which shall have the affirmative votes by a majority of votes held by other shareholders attending the **general** meeting. When the **general** meeting makes a resolution on the guarantee mentioned in Item (III), it shall be adopted by more than **two-thirds** of the voting rights held by the shareholders present at the meeting. Where the Company provides a guarantee for its controlling shareholder(s), actual controller(s) and their related parties, the controlling shareholder(s), actual controller(s) and their related parties shall provide counter guarantee.

No.	Before Amendments	After Amendments
	Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide guarantee in an equal proportion according to their interests, without prejudice to the interests of the Company, the provisions of Items (I), (IV) and (V) above may be exempted. The Company shall summarize and disclose the aforesaid guarantees in its annual report and semi-annual report. The external guarantee act that is not reviewed and approved by the ~~shareholders'~~ meeting of the Company in accordance with the above approval authority and review procedures shall be invalid. In the event that an external guarantee act that violates the approval authority and review procedures causes losses to the Company, the relevant entities, such as Directors, senior management members and other responsible subjects shall bear compensation liabilities according to law.	Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide guarantee in an equal proportion according to their interests, without prejudice to the interests of the Company, the provisions of Items (I), (IV) and (V) above may be exempted. The Company shall summarize and disclose the aforesaid guarantees in its annual report and semi-annual report. The external guarantee act that is not reviewed and approved by the **general** meeting of the Company in accordance with the above approval authority and review procedures shall be invalid. In the event that an external guarantee act that violates the approval authority and review procedures causes losses to the Company, the relevant entities, such as Directors, senior management members and other responsible subjects shall bear compensation liabilities according to law.
39	Article ~~47~~ The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (I) The number of Directors is less than the minimum quorum specified in the Company Law, or less than two-thirds of the number prescribed in the Articles of Association; (II) The uncovered losses of our Company reach one-third of its total ~~paid-in~~ share capital; (III) The shareholders with 10% or more shares of the Company separately or jointly request; (IV) The Board of Directors considers it necessary; (V) The ~~Supervisory Committee~~ proposes that such a meeting shall be held; (VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article **51** The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (I) The number of Directors is less than the minimum quorum specified in the Company Law, or less than two-thirds of the number prescribed in the Articles of Association; (II) The uncovered losses of our Company reach one-third of its total share capital; (III) The shareholders with 10% or more shares of the Company separately or jointly request; (IV) The Board of Directors considers it necessary; (V) The **Audit Committee** proposes that such a meeting shall be held; (VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
40	Article ~~49~~ The Company will appoint lawyers to issue legal opinions and make public announcements on the following issues when convening ~~shareholders'~~ meetings: (I) Whether the convening and convening procedures of the meeting comply with laws, administrative regulations and the Articles of Association; (II) Whether the qualifications of the participants and conveners are legal and valid; (III) Whether the voting procedures and voting results of the meeting are legal and valid; (IV) Legal opinions on other related issues as requested by the Company.	Article **53** The Company will appoint lawyers to issue legal opinions and make public announcements on the following issues when convening **general** meetings: (I) Whether the convening and convening procedures of the meeting comply with **the provisions of** laws, administrative regulations and the Articles of Association; (II) Whether the qualifications of the participants and conveners are legal and valid; (III) Whether the voting procedures and voting results of the meeting are legal and valid; (IV) Legal opinions on other related issues as requested by the Company.
41	Section ~~III~~ Convening of ~~Shareholders'~~ Meetings	Section **IV** Convening of **General** Meetings

No.	Before Amendments	After Amendments
42	Article 50 The independent Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting~~, which shall be approved by a majority of all independent Directors~~. With respect to the proposal of the independent Director requesting the convening of an extraordinary general meeting, the Board of Directors shall give written feedback on whether or not to agree to the convening of an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the ~~shareholders'~~ meeting within 5 days after making the resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it ~~shall~~ states the reasons and make a public announcement.	Article 5**4 The Board of Directors shall convene the general meeting on time within the specified period.** The independent Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting**, which shall be approved by a majority of all independent Directors**. With respect to the proposal of the independent Director requesting the convening of an extraordinary general meeting, the Board of Directors shall give written feedback on whether or not to agree to the convening of an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the **general** meeting within 5 days after making the resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it states the reasons and make a public announcement.
43	Article 5~~1~~ The ~~Supervisory Committee~~ shall ~~have the right to~~ propose to the Board of Directors to convene an extraordinary general meeting, ~~and~~ shall submit such proposal to the Board of Directors in writing. The Board of Directors shall give written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the ~~shareholders'~~ meeting within 5 days after making the resolution of the Board of Directors. Any change to the original proposal in the notice shall be approved by the ~~Supervisory Committee~~. If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or does not perform the duty of convening the ~~shareholders'~~ meeting, and the ~~Supervisory Committee~~ may convene and preside over the meeting on its own.	Article 5**5** The **Audit Committee** shall propose to the Board of Directors to convene an extraordinary general meeting, and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall give written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the **general** meeting within 5 days after making the resolution of the Board of Directors. Any change to the original proposal in the notice shall be approved by the **Audit Committee**. If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or does not perform the duty of convening the **general** meeting, and the **Audit Committee** may convene and preside over the meeting on its own.

No.	Before Amendments	After Amendments
44	Article ~~52~~ Shareholders who individually or collectively hold more than 10% of the shares of the Company shall ~~have the right to~~ request the Board of Directors to convene an extraordinary general meeting ~~and~~ shall submit such request to the Board of Directors in writing. The Board of Directors shall provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the request, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the ~~shareholders'~~ meeting within 5 days after making the resolution of the Board of Directors. Any change in the original request in the notice shall obtain the consent of the relevant shareholders. If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the shares of the Company shall ~~have the right to~~ propose to the ~~Supervisory Committee~~ to convene an extraordinary general meeting, and shall submit a request to the ~~Supervisory Committee~~ in writing. If the ~~Supervisory Committee~~ agrees to convene an extraordinary general meeting, it shall issue a notice of convening the ~~shareholders'~~ meeting within 5 days after receiving the request, and the consent of the relevant shareholders shall be obtained for any change in the original request in the notice. If the ~~Supervisory Committee~~ fails to issue a notice of the ~~shareholders'~~ meeting within the prescribed time, it shall be deemed that the ~~Supervisory Committee~~ has failed to convene and preside over the ~~shareholders'~~ meeting. Shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the ~~shareholders'~~ meeting by themselves.	Article **56** Shareholders who individually or collectively hold more than 10% of the shares of the Company shall request the Board of Directors to convene an extraordinary general meeting and shall submit such request to the Board of Directors in writing. The Board of Directors shall provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the request, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the **general** meeting within 5 days after making the resolution of the Board of Directors. Any change in the original request in the notice shall obtain the consent of the relevant shareholders. If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the shares of the Company shall propose to the **Audit Committee** to convene an extraordinary general meeting, and shall submit a request to the **Audit Committee** in writing. If the **Audit Committee** agrees to convene an extraordinary general meeting, it shall issue a notice of convening the **general** meeting within 5 days after receiving the request, and the consent of the relevant shareholders shall be obtained for any change in the original request in the notice. If the **Audit Committee** fails to issue a notice of the **general** meeting within the prescribed time, it shall be deemed that the **Audit Committee** has failed to convene and preside over the **general** meeting. Shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the **general** meeting by themselves.
45	Article ~~53~~ If the ~~Supervisory Committee~~ or shareholders decide to convene a ~~shareholders'~~ meeting on their own, they shall notify the Board of Directors in writing and complete the necessary reports, announcements or filings in accordance with the securities regulatory rules ~~and the~~ provisions ~~of the stock exchange~~ where the shares of the Company are listed. ~~Before the announcement of the resolution of the shareholders' meeting, the shareholding ratio of the~~ convening shareholders ~~shall not be less than 10%.~~ The ~~Supervisory Committee~~ or convening shareholders shall complete the necessary report or announcement in accordance with the securities regulatory rules ~~and the~~ provisions ~~of the stock exchange~~ of the place where the shares of the Company are listed when issuing the notice of ~~shareholders'~~ meeting and the announcement of resolutions of ~~shareholders'~~ meeting.	Article **57** If the **Audit Committee** or shareholders decide to convene a **general** meeting on their own, they shall notify the Board of Directors in writing and complete the necessary reports, announcements or filings in accordance with the provisions of the securities regulatory rules where the shares of the Company are listed. The **Audit Committee or** convening shareholders shall complete the necessary report or announcement **or filings or submit relevant materials** in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed when issuing the notice of **general** meeting and the announcement of resolutions of **general** meeting. **Before the announcement of the resolution of the general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.**

No.	Before Amendments	After Amendments
46	Article 54 The Board of Directors and the Secretary to the Board of Directors shall cooperate with the ~~shareholders'~~ meeting convened by the ~~Supervisory Committee~~ or shareholders themselves. The Board of Directors will provide a register of shareholders as at the date of registration. The register of shareholders obtained by the convener shall not be used for any purpose other than convening ~~shareholders'~~ meetings.	Article 58 The Board of Directors and the Secretary to the Board of Directors shall cooperate with the **general** meeting convened by the **Audit Committee** or shareholders themselves. The Board of Directors will provide a register of shareholders as at the date of registration. The register of shareholders obtained by the convener shall not be used for any purpose other than convening **general** meetings.
47	Article ~~55~~ The Company shall bear the expenses necessary for ~~shareholders'~~ meetings convened by the ~~Supervisory Committee~~ or shareholders themselves.	Article 59 The Company shall bear the expenses necessary for **general** meetings convened by the **Audit Committee** or shareholders themselves.
48	Section ~~IV~~ Proposals and Notices of ~~Shareholders'~~ Meetings	Section **V** Proposals and Notices of **General** Meetings
49	Article ~~57~~ When the Company convenes a ~~shareholders'~~ meeting, the Board of Directors, ~~the Supervisory Committee~~ and shareholders holding more than ~~3%~~ of the shares of the Company individually or jointly shall have the right to put forward proposals to the Company. Shareholders who individually or collectively hold more than ~~3%~~ of the shares of the Company may put forward temporary proposals and submit them to the convener in writing 10 days before the shareholders' meeting The convener shall, issue a supplementary notice of the shareholders' meeting announcing the contents of the temporary proposal, within 2 days after receiving the proposal If the shareholders' meeting of shareholders is postponed due to the publication of supplementary notice of the shareholders' meeting in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the convening of the shareholders' meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed. Except as provided above, the convener shall not modify the proposals listed in the notice of ~~shareholders'~~ meeting or add new proposals after sending the notice of shareholder' meeting. If the proposal is not specified in the notice of ~~shareholders'~~ meeting or does not comply with ~~Article 56 of~~ the Articles of Association, the ~~shareholders'~~ meeting shall not vote and make a resolution.	Article **61** When the Company convenes a **general** meeting, the Board of Directors, **the Audit Committee** and shareholders holding more than **1%** of the shares of the Company individually or jointly shall have the right to put forward proposals to the Company. Shareholders who individually or collectively hold more than **1%** of the shares of the Company may put forward temporary proposals and submit them to the convener in writing 10 days before the general meeting. The convener shall, issue a supplementary notice of the general meeting announcing the contents of the temporary proposal, within 2 days after receiving the proposal, **and submit the temporary proposals to the general meeting for consideration, except for the temporary proposals that violate the laws, administrative regulations or the provisions of the Articles of Association, or are not fall within the duties of the general meeting.** If the general meeting is postponed due to the publication of supplementary notice of the general meeting in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the convening of the general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed. Except as provided above, the convener shall not modify the proposals listed in the notice of **general** meeting or add new proposals after sending the **notice** of general meeting. If the proposal is not specified in the notice of **general** meeting or does not comply with the Articles of Association, the **general** meeting shall not vote and make a resolution.

No.	Before Amendments	After Amendments
50	Article ~~59~~ The notice of a ~~shareholders'~~ meeting includes the following: (I) The time, place and duration of the meeting; (II) The matters and proposals to be discussed at the meeting; (III) In plain language: all shareholders have the right to attend the shareholders' meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company; (IV) The shareholding registration date of the shareholders entitled to attend the ~~shareholders'~~ meeting. The interval between the shareholding registration date of the shareholders' meeting and the date of the meeting shall not be more than 7 working days ~~and not less than 2 trading days~~. Once the shareholding registration date is confirmed, it shall not be changed; (V) Name and telephone number of the permanent contact person for conference affairs; (VI) Voting time and voting procedure for networks or other means. ~~The notice of the shareholders' meeting and the supplementary notice shall fully and completely disclose all the specific contents of all proposals. If the matter to be discussed needs the opinion of independent Directors, the opinions and reasons of independent Directors will be disclosed at the same time when the notice of shareholders' meeting or supplementary notice is issued.~~ The start time of voting by network or other means at the ~~shareholders'~~ meeting shall not be earlier than 3:00 p.m. on the day before the on-site shareholders' meeting, nor later than9:30 a.m. on the day of the on-site shareholders' meeting, and the end time shall not be earlier than 3:00 p.m. on the day of the on-site shareholders' meeting.	Article **63** The notice of a **general** meeting includes the following: (I) The time, place and duration of the meeting; (II) The matters and proposals to be discussed at the meeting; (III) In plain language: all shareholders have the right to attend the general meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company; (IV) The shareholding registration date of the shareholders entitled to attend the **general** meeting. The interval between the shareholding registration date of the general meeting and the date of the meeting shall not be more than 7 working days. Once the shareholding registration date is confirmed, it shall not be changed; (V) Name and telephone number of the permanent contact person for conference affairs; (VI) Voting time and voting procedure for networks or other means. The start time of voting by network or other means at the **general** meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting, nor later than 9:30 a.m. on the day of the on-site general meeting, and the end time shall not be earlier than 3:00 p.m. on the day of the on-site general meeting.

No.	Before Amendments	After Amendments
51	Article ~~60~~ If the election of Directors ~~and Supervisors~~ is to be discussed at the ~~shareholders'~~ meeting, the notice of the ~~shareholders'~~ meeting shall fully disclose the detailed information of the candidates for Directors ~~and Supervisors~~, including at least the following contents: (I) Education background, work experience, part-time job and other personal information; (II) Whether there is any relationship with ~~the~~ Company or its Directors, ~~Supervisors,~~ senior management members, controlling shareholders, actual controllers and shareholders holding more than 5% of the shares; (III) ~~Disclosure of~~ the number of shares held in the Company; (IV) Whether it has been punished by CSRC and other relevant departments and punished by stock exchanges; (V) Information of other candidates for Directors ~~and Supervisors~~ required to be disclosed by the securities regulatory rules of the place where the shares of the Company are listed. Except for the election of Directors ~~and Supervisors~~ by cumulative voting system, each candidate for Director ~~and Supervisor~~ shall submit a single proposal.	Article **64** If the election of Directors is to be discussed at the **general** meeting, the notice of the **general** meeting shall fully disclose the detailed information of the candidates for Directors, including at least the following contents: (I) Education background, work experience, part-time job and other personal information; (II) Whether there is any relationship with the Company or its Directors, senior management members, controlling shareholders, actual controllers and shareholders holding more than 5% of the shares; (III) The number of shares held in the Company; (IV) Whether it has been punished by CSRC and other relevant departments and punished by stock exchanges; (V) Information of other candidates for Directors required to be disclosed by the securities regulatory rules of the place where the shares of the Company are listed. Except for the election of Directors by cumulative voting system, each candidate for Director shall submit a single proposal.
52	Article ~~61~~ After the notice of the ~~shareholders'~~ meeting has been given, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the shareholders' meeting shall not be cancelled. In case of postponement or cancellation, the convener shall ~~send a notice~~ at least 2 working days before the scheduled date and explain the reasons. Where the securities regulatory rules of the place where the shares of the Company are listed have special provisions on the procedures for postponing or canceling the ~~shareholders'~~ meeting, such provisions shall prevail on the premise of not violating the domestic regulatory requirements.	Article **65** After the notice of the **general** meeting has been given, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the general meeting shall not be cancelled. In case of postponement or cancellation, the convener shall **send a notice** at least 2 working days before the scheduled date and explain the reasons. Where the securities regulatory rules of the place where the shares of the Company are listed have special provisions on the procedures for postponing or canceling the **general** meeting, such provisions shall prevail on the premise of not violating the domestic regulatory requirements.
53	Section ~~V~~ Holding of ~~Shareholders'~~ Meetings	Section **VI** Holding of **General** Meetings
54	Article ~~63~~ All ~~ordinary~~ shareholders who are lawfully registered as at the date of shareholding registration in accordance with the securities regulatory rules of the place where the Company's shares are listed, or their proxies, shall be entitled to attend the ~~shareholders'~~ meeting and exercise their voting rights in accordance with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are listed). A shareholder may attend and vote at the ~~shareholders'~~ meeting in person or by proxy (who does not need to be a shareholder of the Company).	Article **67** All shareholders who are lawfully registered as at the date of shareholding registration in accordance with the securities regulatory rules of the place where the Company's shares are listed, or their proxies, shall be entitled to attend the **general** meeting and exercise their voting rights in accordance with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are listed). A shareholder may attend and vote at the **general** meeting in person or by proxy (who does not need to be a shareholder of the Company).

No.	Before Amendments	After Amendments
55	Article ~~64~~ Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents that can verify their identity~~, as well as their stock account card (proof of shareholding)~~; proxies attending the meeting shall present their valid identity cards and the proxy statements from the shareholder. Corporate shareholders shall be represented at the meeting by the legal representative or a proxy authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative; proxies authorized to attend the meeting shall present their personal identity cards, the written proxy statement (with the corporate seal) legally issued by the legal representative of the corporate shareholder ~~and proof of shareholding of the principal~~. Shareholders of a partnership enterprise shall be represented at the meeting by the managing partner, the delegate appointed by the managing partner, or a proxy entrusted by the managing partner or the delegate appointed by the managing partner. The managing partner or the delegate appointed by the managing partner attending the meeting shall present their personal identity cards, valid documents that can prove its identity as the managing partner or the delegate appointed by the managing partner~~, and the proof of shareholding~~; proxies authorized to attend the meeting shall present their personal identity cards, the written proxy statement (with the partnership enterprise seal) legally issued by the managing partner of the partnership enterprise or the delegate appointed by the managing partner~~, and proof of shareholding of the principal~~. If a shareholder is a Recognised Clearing House (or its proxy(ies)) as defined by the relevant laws and regulations of the place where the Company's shares are listed, such shareholder is entitled to appoint one or more persons or company representatives as it deems fit to act on its behalf at any meeting (including but not limited to the general meeting and the meeting of creditors); where more than one person is authorized, the letter of authorization shall specify the number and class of shares involving each person so authorized. The letter of authorization should be signed by the authorized officer of the Recognised Clearing House. Such persons so authorized shall be entitled to attend the meeting (who are not required to provide the proof of shareholding, the notarized power of attorney and/or further evidence of his duly authorization), speak at the meeting and exercise their rights on behalf of the Recognised Clearing House (or its proxy(ies)) as if they were individual shareholders of the Company.	Article **68** Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents that can verify their identity; proxies attending the meeting shall present their valid identity cards and the proxy statements from the shareholder. Corporate shareholders shall be represented at the meeting by the legal representative or a proxy authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative; proxies to attend the meeting shall present their personal identity cards, the written proxy statement (with the corporate seal) legally issued by the legal representative of the corporate shareholder. Shareholders of a partnership enterprise shall be represented at the meeting by the managing partner, the delegate appointed by the managing partner, or a proxy entrusted by the managing partner or the delegate appointed by the managing partner. The managing partner or the delegate appointed by the managing partner attending the meeting shall present their personal identity cards, valid documents that can prove its identity as the managing partner or the delegate appointed by the managing partner，proxies authorized to attend the meeting shall present their personal identity cards, the written proxy statement (with the partnership enterprise seal) legally issued by the managing partner of the partnership enterprise or the delegate appointed by the managing partner. If a shareholder is a Recognised Clearing House (or its proxy(ies)) as defined by the relevant laws and regulations of the place where the Company's shares are listed, such shareholder is entitled to appoint one or more persons or company representatives as it deems fit to act on its behalf at any meeting (including but not limited to the general meeting and the meeting of creditors); where more than one person is authorized, the letter of authorization shall specify the number and class of shares involving each person so authorized. The letter of authorization should be signed by the authorized officer of the Recognised Clearing House. Such persons so authorized shall be entitled to attend the meeting (who are not required to provide the proof of shareholding, the notarized power of attorney and/or further evidence of his duly authorization), speak at the meeting and exercise their rights on behalf of the Recognised Clearing House (or its proxy(ies)) as if they were individual shareholders of the Company.

No.	Before Amendments	After Amendments
56	Article ~~65~~ The proxy statement to appoint a proxy to attend the shareholders' meeting by a shareholder shall contain the following: (I) The name of the proxy; ~~(II) The number of shares represented by the proxy;~~ ~~(III) Whether such proxy has any voting rights;~~ ~~(IV) Instruction(s) for voting for or against, or abstaining from voting on each resolution as stated in the agenda of the shareholders' meeting;~~ (V) The date of issuance and expiry of the proxy statement; (VI) The signature (or seal) of the principal. If the principal is a corporate shareholder or a shareholder of a partnership enterprise, the seal of the corporate entity or the partnership enterprise shall be affixed. Article ~~66~~ The proxy statement shall indicate whether the shareholder's proxy may vote at his/her own if the shareholders do not give specific instructions.	Article **69** The proxy statement to appoint a proxy to attend the general meeting by a shareholder shall contain the following: (I) **The name of the principal, as well as the class and number of shares of the Company held by him/her**; (II) The name of the proxy; (III) **specific instructions from shareholders, including instruction(s) for voting for or against, or abstaining from voting on each resolution as stated in the agenda of the general meeting;** (IV) The date of issuance and expiry of the proxy statement; (V) The signature (or seal) of the principal. If the principal is a corporate shareholder or a shareholder of a partnership enterprise, the seal of the corporate entity or the partnership enterprise shall be affixed. The proxy statement shall indicate whether the shareholder's proxy may vote at his/her own if the shareholders do not give specific instructions.
57	Article ~~67~~ Where the instrument appointing a proxy is signed by another person authorised by the principal, the power of attorney or other authorisation documents authorised to be signed shall be notarised. The notarised power of attorney or other authorisation documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting. ~~If the principal is a legal entity, its legal representative or such person authorised by resolution of its Board of Directors and other decision-making body shall attend at the Company's general meeting as a representative.~~ ~~If the principal is a partnership enterprise, its managing partner or the delegate appointed by the managing partner, or such person authorized by a resolution of the partners' meeting and other decision-making body shall attend the Company's shareholders' meeting of shareholders as a representative.~~	Article **70** Where the instrument appointing a proxy is signed by another person authorised by the principal, the power of attorney or other authorisation documents authorised to be signed shall be notarised. The notarised power of attorney or other authorisation documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.
58	Article ~~68~~ The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of the entity), personal identification number, ~~residential address,~~ number of shares with voting rights held or represented, name of person being represented (or name of the entity), and other matters of the persons attending the meeting.	Article **71** The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of the entity), personal identification number, number of shares with voting rights held or represented, name of person being represented (or name of the entity), and other matters of the persons attending the meeting.
59	Article ~~69~~ The convener and the lawyer engaged by the Company shall jointly verify the legality of shareholders' qualifications according to the shareholders' register provided by the securities registration ~~and settlement~~ institution of the place where the Company's shares are listed and the securities regulatory rules of that place, and record the shareholders' names (or titles) and the number of shares held by them with voting rights. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held by them with voting rights, the registration of meeting shall be terminated.	Article **72** The convener and the lawyer engaged by the Company shall jointly verify the legality of shareholders' qualifications according to the shareholders' register provided by the securities registration institution of the place where the Company's shares are listed and the securities regulatory rules of that place, and record the shareholders' names (or titles) and the number of shares held by them with voting rights. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held by them with voting rights, the registration of meeting shall be terminated.

No.	Before Amendments	After Amendments
60	Article ~~70~~ ~~When the shareholders' meeting is convened, all the directors, supervisors and the secretary to the Board of the Company shall be present, and the general manager and other senior management members shall attend the meeting.~~ In compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforementioned persons may attend or participate in the meeting via the internet, video, telephone, or other methods with equivalent effect.	Article **73 Where directors and senior management are required to be present at general meeting, such directors and senior management shall be present at the meeting and answer the queries from shareholders.** In compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforementioned persons may attend or participate in the meeting via the internet, video, telephone, or other methods with equivalent effect.
61	Article ~~71~~ The ~~shareholders'~~ meeting shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to perform or fails to perform his/her duties ~~more than half of~~ the directors shall jointly elect a director to preside over such meeting. A ~~shareholders'~~ meeting convened by ~~the Supervisory Committee~~ shall be presided over by the chairman of the Supervisory Committee. Where ~~the chairman of the Supervisory Committee~~ is unable to perform or fails to perform his/her duties, ~~more than half of the supervisors~~ shall jointly elect a ~~supervisor~~ to preside over such meeting. A ~~shareholders'~~ meeting convened by shareholders themselves shall be presided over by a representative elected by the convenor. If when convening a ~~shareholders'~~ meeting, the chairman of the meeting is in violation of these rules of procedures causing the ~~shareholders'~~ meeting unable to be continued, subject to the agreement by over half of the attending shareholders with voting rights at the ~~shareholders'~~ meeting, the ~~shareholders'~~ meeting may elect a person as chairman of the meeting and continue with the meeting.	Article **74** The **general** meeting shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to perform or fails to perform his/her duties **more than half of** the directors shall jointly elect a director to preside over such meeting. A **general** meeting convened by **the Audit Committee** shall be presided over by **the convener of the Audit Committee**. Where **the convener of the Audit Committee** is unable to perform or fails to perform his/her duties, **more than half of the members of the Audit Committee** shall jointly elect a **member of the Audit Committee** to preside over such meeting. A **general** meeting convened by shareholders themselves shall be presided over by the convener **or** a representative elected by **the convenor**. If when convening a **general** meeting, the chairman of the meeting is in violation of these rules of procedures causing the **general** meeting unable to be continued, subject to the agreement by over half of the attending shareholders with voting rights at the **general** meeting, the **general** meeting may elect a person as chairman of the meeting and continue with the meeting.
62	Article ~~72~~ The Company shall formulate the rules of procedure of the ~~shareholders'~~ meeting to specify in details the convening and voting procedures of the ~~shareholders'~~ meeting, including notice, registration, deliberation of proposal, voting, vote counting, announcement of voting results, formation of resolutions, minutes, the signing thereof and announcement, as well as the principles of authorization by the ~~shareholders'~~ meeting to the Board, of which the contents shall be clear and specific. The rules of procedure of the ~~shareholders'~~ meeting shall be an annex to the Articles and shall be formulated by the Board and approved at the ~~shareholders'~~ meeting.	Article **75** The Company shall formulate the rules of procedure of the **general** meeting to specify in details the convening and voting procedures of the **general** meeting, including notice, registration, deliberation of proposal, voting, vote counting, announcement of voting results, formation of resolutions, minutes, the signing thereof and announcement, as well as the principles of authorization by the **general** meeting to the Board, of which the contents shall be clear and specific. The rules of procedure of the **general** meeting shall be an annex to the Articles and shall be formulated by the Board and approved at the **general** meeting.
63	Article ~~73~~ The Board of Directors ~~and the Supervisory Committee~~ shall give reports on their work in the past year to the ~~shareholders'~~ meeting at the annual general meeting. Besides, each independent director shall also make a report on his/her work. The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.	Article **76** The Board of Directors shall give reports on their work in the past year to the **general** meeting at the annual general meeting. Besides, each independent director shall also make a report on his/her work. The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.
64	Article ~~74~~ The directors, ~~supervisors,~~ senior management members shall make reply and explanation to all queries and proposals of the shareholders at the general meeting.	Article **77** The directors, senior management members shall make reply and explanation to all queries and proposals of the shareholders at the general meeting.

No.	Before Amendments	After Amendments
65	Article ~~76~~ Minutes of the general meeting shall be kept by the secretary to the Board. The minutes shall contain the following details: (I) Time, place, agenda of meetings and names of the conveners; (II) The names of the chairman of the meeting, the directors~~, supervisors, general manager~~ and ~~other~~ senior management members ~~attending or~~ present at the meeting; (III) The number of attending shareholders and proxies, their total number of shares with voting rights and the proportion of their shares to the total number of the Company's shares; (IV) The review procedures, key points of speakers and resolution results of each proposal; (V) The inquiry opinions or recommendations of shareholders and the replies or elaborations thereon; (VI) The names of lawyers, vote counters and vote scrutineer; (VII) Other contents being recorded in the minutes in accordance with the requirements of the Articles of Association.	Article **79** Minutes of the general meeting shall be kept by the secretary to the Board. The minutes shall contain the following details: (I) Time, place, agenda of meetings and names of the conveners; (II) The names of the chairman of the meeting, the directors and senior management members present at the meeting; (III) The number of attending shareholders and proxies, their total number of shares with voting rights and the proportion of their shares to the total number of the Company's shares; (IV) The review procedures, key points of speakers and resolution results of each proposal; (V) The inquiry opinions or recommendations of shareholders and the replies or elaborations thereon; (VI) The names of lawyers, vote counters and vote scrutineer; (VII) Other contents being recorded in the minutes in accordance with the requirements of the Articles of Association.
66	Article ~~77~~ The convenor shall warrant that the contents of the minutes are true, accurate and complete. The directors, ~~supervisors,~~ secretary to the Board, the convenor or their proxies attending the meeting, the chairman of the meeting shall sign on the minutes. The minutes, record of attendance of the shareholders, the proxy statement and valid information on online and other ways of votings shall be kept all together for a period of not less than 10 years. ~~The convenor shall ensure the continuation of the general meeting until a final resolution is reached. In the event of special reasons such as force majeure causing the interruption of the general meeting or no resolution can be made, necessary measures shall be adopted to restore the convening of the shareholders' meeting at the earliest possible or to directly terminate the shareholders' meeting and make announcement in a timely manner. The convenor shall at the same time report to the branch office of the China Securities Regulatory Commission and the stock exchange at the place where the Company is domiciled.~~	Article **80** The convenor shall warrant that the contents of the minutes are true, accurate and complete. The directors, secretary to the Board, the convenor or their proxies attending **or present at** the meeting, the chairman of the meeting shall sign on the minutes. The minutes, record of attendance of the shareholders, the proxy statement and valid information on online and other ways of votings shall be kept all together for a period of not less than 10 years.
67	Added	Article 81 The convenor shall ensure the continuation of the general meeting until a final resolution is reached. In the event of special reasons such as force majeure causing the interruption of the general meeting or no resolution can be made, necessary measures shall be adopted to restore the convening of the general meeting at the earliest possible or to directly terminate the general meeting and make announcement in a timely manner. The convenor shall at the same time report to the branch office of the China Securities Regulatory Commission at the place where the Company is domiciled and the securities regulatory authorities in the place where the Company's shares are listed.
68	Section ~~VI~~ Voting and Resolutions of ~~Shareholders'~~ Meeting	Section **VII** Voting and Resolutions of **General** Meeting

No.	Before Amendments	After Amendments
69	Article ~~78~~ Resolutions of the ~~shareholders'~~ meeting shall be divided into ordinary and special resolutions. An ordinary resolution of a ~~shareholders'~~ meeting shall be passed by ~~over one-half~~ of the voting rights held by the shareholders (including proxies thereof) present at the general meeting. A special resolution of a ~~shareholders'~~ meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies thereof) present at the ~~shareholders'~~ meeting.	Article **82** Resolutions of the **general** meeting shall be divided into ordinary and special resolutions. An ordinary resolution of a **general** meeting shall be passed by **over one-half** of the voting rights held by the shareholders (including proxies thereof) present at the general meeting. A special resolution of a **general** meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies thereof) present at the **general** meeting.
70	Article ~~79~~ The following matters shall require the sanction of an ordinary resolution at a ~~shareholders'~~ meeting: (I) The working reports of the Board of Directors ~~and the Supervisory Committee~~; (II) Plans for distribution of profits and plans for recovery of losses proposed by the Board of Directors; (III) The appointment and removal of the members of the Board of Directors ~~and the Supervisory Committee~~ and their remuneration and method of payment; (IV) ~~Annual budget plan and final accounts of the Company;~~ ~~(V) Annual reports of the Company;~~ ~~(VI)~~ Other matters except those required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be approved by special resolution.	Article **83** The following matters shall require the sanction of an ordinary resolution at a **general** meeting: (I) The working reports of the Board of Directors; (II) Plans for distribution of profits and plans for recovery of losses proposed by the Board of Directors; (III) The appointment and removal of the members of the Board of Directors and their remuneration and method of payment; (IV) Other matters except those required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be approved by special resolution.
71	Article ~~80~~ The following matters shall require the sanction of a special resolution at a ~~shareholders'~~ meeting: (I) The increase or decrease in registered capital of the Company; (II) The demerger, spin-off, amalgamation, dissolution and liquidation of the Company; (III) Amendments to the Articles of Association; (IV) The purchase and disposal of material assets by the Company within one year or guarantee amount exceeding 30% of the Company's latest audited total assets; (V) The share incentive schemes; (VI) Other matters required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be approved by special resolutions, and which have been determined by ordinary resolutions at the shareholders' meeting to have significant impact on the Company.	Article **84** The following matters shall require the sanction of a special resolution at a **general** meeting: (I) The increase or decrease in registered capital of the Company; (II) The demerger, spin-off, amalgamation, dissolution and liquidation of the Company; (III) Amendments to the Articles of Association; (IV) The purchase and disposal of material assets by the Company within one year or **the amount of** guarantees **provided to other parties** exceeding 30% of the Company's latest audited total assets; (V) The share incentive schemes; (VI) Other matters required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be approved by special resolutions, and which have been determined by ordinary resolutions at the **general** meeting to have significant impact on the Company.

No.	Before Amendments	After Amendments
72	Article ~~81~~ …… The Board of Directors, independent directors, shareholders holding more than 1% of voting shares or investor protection agencies established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or requirements of the China Securities Regulatory Commission may publicly solicit voting rights from shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limit for soliciting voting rights, except for statutory conditions.	Article **85** …… The Board of Directors, independent directors, shareholders holding more than 1% of voting shares **of the Company** or investor protection agencies established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or requirements of the China Securities Regulatory Commission may publicly solicit voting rights from shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limit for soliciting voting rights, except for statutory conditions.
73	Article ~~82~~ The transaction between the Company and the related parties (except for guarantees provided by the Company) with the transaction amount accounting for over 1% of the Company's latest audited total assets or market value, and exceeding RMB30 million, in addition to timely disclosure, the Company should provide with an audit or assessment report in respect of the subject matter of the transaction issued by a securities service agency qualified to carry out securities and futures related businesses. The transaction shall obtain the consent of more than half of all independent directors before being submitted to the Board of Directors for deliberation, and after being approved by the Board of Directors, it shall be submitted to the ~~shareholders'~~ meeting for deliberation ……	Article **86** The transaction between the Company and the related parties (except for guarantees provided by the Company) with the transaction amount accounting for over 1% of the Company's latest audited total assets or market value, and exceeding **RMB**30 million, in addition to timely disclosure, the Company should provide with an audit or assessment report in respect of the subject matter of the transaction issued by a securities service agency qualified to carry out securities and futures related businesses. The transaction shall obtain the consent of more than half of all independent directors before being submitted to the Board of Directors for deliberation, and after being approved by the Board of Directors, it shall be submitted to the **general** meeting for deliberation ……
74	Article ~~83~~ When the ~~shareholders'~~ meeting deliberates on matters related to connected transactions, connected shareholders shall not participate in the voting, and the number of voting shares they represent shall not be included in the total number of valid votes. The announcement of the resolution of the ~~shareholders'~~ meeting shall fully disclose the voting situation of non-connected shareholders. When the ~~shareholders'~~ meeting makes a resolution on matters related to connected transactions, connected shareholders shall take the initiative to abstain from voting and not participate in the voting; connected shareholders shall not act as proxies for other shareholders to exercise their voting rights; if connected shareholders do not take the initiative to abstain from voting, other shareholders attending the meeting have the right to request connected shareholders to abstain from voting. After connected shareholders abstain from voting, other shareholders shall vote according to the voting rights they hold, and pass corresponding resolutions in accordance with the provisions of the Articles of Association; the abstention and voting procedures of connected shareholders shall be notified by the chairman of the general meeting and recorded in the minutes. A resolution of the ~~shareholders'~~ meeting on matters related to connected transactions shall only be valid if it is approved by ~~more than half~~ of the voting rights held by non-connected shareholders present at the ~~shareholders'~~ meeting. However, if the connected transaction matters involve matters that require adoption by a special resolution as stipulated in the Articles of Association, the resolution of the ~~shareholders'~~ meeting shall only be valid if it is approved by more than two-thirds of the voting rights held by non-connected shareholders present at the ~~shareholders'~~ meeting.	Article **87** When the **general** meeting deliberates on matters related to connected transactions, connected shareholders shall not participate in the voting, and the number of voting shares they represent shall not be included in the total number of valid votes. The announcement of the resolution of the **general** meeting shall fully disclose the voting situation of non-connected shareholders. When the **general** meeting makes a resolution on matters related to connected transactions, connected shareholders shall take the initiative to abstain from voting and not participate in the voting; connected shareholders shall not act as proxies for other shareholders to exercise their voting rights; if connected shareholders do not take the initiative to abstain from voting, other shareholders attending the meeting have the right to request connected shareholders to abstain from voting. After connected shareholders abstain from voting, other shareholders shall vote according to the voting rights they hold, and pass corresponding resolutions in accordance with the provisions of the Articles of Association; the abstention and voting procedures of connected shareholders shall be notified by the chairman of the general meeting and recorded in the minutes. A resolution of the **general** meeting on matters related to connected transactions shall only be valid if it is approved by **more than half** of the voting rights held by non-connected shareholders present at the **general** meeting. However, if the connected transaction matters involve matters that require adoption by a special resolution as stipulated in the Articles of Association, the resolution of the **general** meeting shall only be valid if it is approved by more than two-thirds of the voting rights held by non-connected shareholders present at the **general** meeting.

No.	Before Amendments	After Amendments
75	Article ~~84~~ Unless the Company is in a crisis or under any other special circumstances, the Company shall not enter into any contract with a person other than a Director, ~~general manager,~~ and ~~any other~~ senior management member to whom the management of the whole or a significant part of the Company's business is entrusted, except with the approval of the ~~shareholders'~~ meeting by a special resolution.	Article **88** Unless the Company is in a crisis or under any other special circumstances, the Company shall not enter into any contract with a person other than a Director and senior management member to whom the management of the whole or a significant part of the Company's business is entrusted, except with the approval of the **general** meeting by a special resolution.
76	Article ~~85~~ The list of candidates for Directors ~~and Supervisors~~ shall be submitted to the ~~shareholders'~~ meeting for voting in the form of a proposal. The following parties have the right to nominate candidates for Directors ~~and Supervisors~~: (I) Nomination of candidates for Directors agreed by the Board of Directors; (II) ~~Nomination of candidates for shareholder representative Supervisors agreed by the Supervisory Committee;~~ (III) Shareholders holding individually or collectively more than ~~3%~~ of the shares of the Company have the right to nominate candidates for non-independent Directors ~~or shareholder representative Supervisors~~; (IV) Shareholders holding individually or collectively more than 1% of the shares of the Company have the right to nominate candidates for independent Directors; ~~(V) The employee representative Supervisors are democratically nominated and elected by the Company's employees at the employee representative meetings, employee meetings or otherwise.~~ In case of the circumstances specified in item ~~(III) and (IV)~~ of the second paragraph of this Article, after the Company issues the notice of the ~~shareholders'~~ meeting for the election of Directors ~~and Supervisors~~, shareholders with nomination rights may, in accordance with Article ~~57~~ of the Articles of Association, propose candidates for Directors ~~and Supervisors~~ prior to the convening of ~~shareholders'~~ meeting, which shall be submitted to the ~~shareholders'~~ meeting for consideration after being reviewed by the Board of Directors in accordance with the procedures for amending proposals for the ~~shareholders'~~ meeting. When the ~~shareholders'~~ meeting votes on the election of Directors ~~and Supervisors~~, if any single shareholder of the Company and his/her parties acting in concert have interest in 30% or more of shares, a cumulative voting system should be adopted, and where the ~~shareholders'~~ meeting elects two or more independent Directors, such system should be adopted as well. The cumulative voting system as mentioned above refers to the system for electing Directors ~~or Supervisors~~ in a ~~shareholders'~~ meeting where the voting right of each share shall be equal to the number of Directors ~~or Supervisors~~ to be elected, the voting right owned by a shareholder may be used in a centralized manner. The Board of Directors shall publish an announcement to shareholders providing information on the biographical details and basic particulars of the candidates for Directors ~~and Supervisors~~.	Article **89** The list of candidates for Directors (**excluding candidates for employee Directors; the same shall apply hereinafter**) shall be submitted to the **general** meeting for voting in the form of a proposal. The following parties have the right to nominate candidates for Directors: (I) Nomination of candidates for Directors agreed by the Board of Directors; (II) Shareholders holding individually or collectively more than **1%** of the shares of the Company have the right to nominate candidates for non-independent Directors (**excluding candidates for employee Directors**); (III) Shareholders holding individually or collectively more than 1% of the shares of the Company have the right to nominate candidates for independent Directors; In case of the circumstances specified in item (**II**) **and** (**III**) of the second paragraph of this Article, after the Company issues the notice of the **general** meeting for the election of Directors, shareholders with nomination rights may, in accordance with Article **61** of the Articles of Association, propose candidates for Directors prior to the convening of the **general** meeting, which shall be submitted to the **general** meeting for consideration after being reviewed by the Board of Directors in accordance with the procedures for amending proposals for the **general** meeting. When the **general** meeting votes on the election of Directors, if any single shareholder of the Company and his/her parties acting in concert have interest in 30% or more of shares, a cumulative voting system should be adopted, and where the **general** meeting elects two or more independent Directors, such system should be adopted as well. The cumulative voting system as mentioned above refers to the system for electing Directors in a **general** meeting where the voting right of each share shall be equal to the number of Directors to be elected, the voting right owned by a shareholder may be used in a centralized manner. The Board of Directors shall publish an announcement to shareholders providing information on the biographical details and basic particulars of the candidates for Directors.

No.	Before Amendments	After Amendments
77	Article ~~87~~ When a proposal is considered in a ~~shareholders'~~ meeting, no modification to the proposal will be made, ~~otherwise the relevant change~~ shall be deemed a new proposal and cannot be voted in the current ~~shareholders'~~ meeting.	Article **91** When a proposal is considered in a **general** meeting, no modification to the proposal will be made, **otherwise the relevant change shall** be deemed a new proposal and cannot be voted in the current **general** meeting.
78	Article 90 Before voting on a proposal in the ~~shareholders'~~ meeting, two shareholder representatives shall be elected to participate in voting counting and act as scrutineers. Where the matters to be considered are related to the shareholders, such shareholders and proxies are not allowed to participate in vote counting and scrutinizing process. When a proposal is voted in a ~~shareholders'~~ meeting, the vote counting and scrutinizing process shall be jointly responsible and performed by a lawyer, a shareholder representative ~~and a Supervisor representative~~, the voting result should be announced on-site and the voting result of a resolution shall be recorded in the minutes of meeting. A shareholder of the Company or his/her proxy who has voted through the internet or other voting methods shall be entitled to inspect his/her own voting result through the corresponding voting system.	Article **94** Before voting on a proposal in the **general** meeting, two shareholder representatives shall be elected to participate in voting counting and act as scrutineers. Where the matters to be considered are related to the shareholders, such shareholders and proxies are not allowed to participate in vote counting and scrutinizing process. When a proposal is voted in a **general** meeting, the vote counting and scrutinizing process shall be jointly responsible and performed by a lawyer and a shareholder representative, the voting result should be announced on-site and the voting result of a resolution shall be recorded in the minutes of meeting. A shareholder of the Company or his/her proxy who has voted through the internet or other voting methods shall be entitled to inspect his/her own voting result through the corresponding voting system.
79	Article ~~91~~ The closing time of a physical ~~shareholders'~~ meeting must not be earlier than that of internet or other methods. The chairman of the meeting shall announce the voting for each proposal and its result, and shall declare whether the proposal has been approved according to the voting. Before announcing the official voting result, the related parties including the Company, vote counting persons, scrutineers, ~~substantial~~ shareholders and internet service providers involved in the physical ~~shareholders'~~ meeting, internet and other voting methods shall have a duty of confidentiality on the voting details.	Article **95** The closing time of a physical **general** meeting must not be earlier than that of internet or other methods. The chairman of the meeting shall announce the voting for each proposal and its result, and shall declare whether the proposal has been approved according to the voting. Before announcing the official voting result, the related parties including the Company, vote counting persons, scrutineers, shareholders and internet service providers involved in the physical **general** meeting, internet and other voting methods shall have a duty of confidentiality on the voting details.
80	Article ~~95~~ If any proposal has not been passed or modification has been made to a resolution of the preceding ~~shareholders'~~ meeting by the current ~~shareholders'~~ meeting, a special note should be contained in the resolutions of the ~~shareholders'~~ meeting.	Article **99** If any proposal has not been passed or modification has been made to a resolution of the preceding **general** meeting by the current **general** meeting, a special note should be contained in the resolutions **announcement** of the **general** meeting.
81	Article ~~96~~ After the ~~shareholders'~~ meeting has passed the resolutions on the election proposal for Directors ~~and Supervisors~~, the newly elected Directors ~~and Supervisors~~ shall take office on the date when the election proposal is approved by the ~~shareholders'~~ meeting through voting.	Article **100** After the **general** meeting has passed the resolutions on the election proposal for Directors, the newly elected Directors shall take office on the date when the election proposal is approved by the **general** meeting through voting.
82	Chapter V Board of Directors	Chapter V **Directors and** Board of Directors
83	Section I Directors	Section I **General Provisions for** Directors

No.	Before Amendments	After Amendments
84	Article ~~98~~ Directors of the Company include executive Directors, non-executive Directors and independent Directors. Non-executive Directors refer to Directors who do not carry out operation and management duties in the Company. Independent Directors refer to Directors who meet the requirements of Article ~~108~~ of the Articles of Association. Directors of the Company are natural persons, and a person shall not serve as a Director of the Company if any of the following circumstances applies: (I) a person who has no capacity or has restricted capacity for civil conduct; (II) a person who has been sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property or disruption of the socialist market economic order; ~~or has been deprived of political rights because of committing an offence,~~ in each case where less than 5 years have elapsed since the expiration of the execution period; (III) a person who is a former director, factory director or manager of a company or an enterprise which was insolvent and liquidated and who was personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise; (IV) a person who was the legal representative of a company or an enterprise whose business license has been revoked and was ordered to cease its business due to the violation of laws and who is personally liable for the revocation, where less than 3 years have elapsed since the date of the revocation of the business license of such company or enterprise; (V) a person who has a relatively large amount of personal indebtedness which is overdue and outstanding; (VI) a person who has been banned from entering the securities market by the CSRC and whose term has not yet expired; (VII) a person who has been publicly determined by the stock exchange to be unsuitable to serve as a director of a listed company; (VIII) Other contents stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed. Any election, appointment or engagement of a Director in violation of the provision of this Article shall be invalid. If a Director falls under the circumstances stipulated above during his/her term of office, the Company shall remove such Director from his/her office.	Article **102** Directors of the Company include executive Directors, non-executive Directors and independent Directors. Non-executive Directors refer to Directors who do not carry out operation and management duties in the Company. Independent Directors refer to Directors who meet the requirements of the Articles of Association. Directors of the Company are natural persons, and a person shall not serve as a Director of the Company if any of the following circumstances applies: (I) a person who has no capacity or has restricted capacity for civil conduct; (II) a person who has been sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property or disruption of the socialist market economic order; or has been deprived of political rights because of committing an offence, in each case where less than 5 years have elapsed since the expiration of the execution period; **or who has been declared under probation, where less than 2 years have elapsed since the expiration of the probation period;** (III) a person who is a former director, factory director or manager of a company or an enterprise which was insolvent and liquidated and who was personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise; (IV) a person who was the legal representative of a company or an enterprise whose business license has been revoked and was ordered to cease its business due to the violation of laws and who is personally liable for the revocation, where less than 3 years have elapsed since the date of the revocation of the business license **or the order to close** of such company or enterprise; (V) a person who has a relatively large amount of personal indebtedness which is overdue and outstanding **and is listed as a dishonest person subject to enforcement by the People's Court;** (VI) a person who has been banned from entering the securities market by the CSRC and whose term has not yet expired; (VII) a person who has been publicly determined by the stock exchange to be unsuitable to serve as a director, **a senior management member or other positions** of a listed company**, and the specified period of such disqualification has not expired**; (VIII) Other contents stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed. Any election, appointment or engagement of a Director in violation of the provision of this Article shall be invalid. If a Director falls under the circumstances stipulated above during his/her term of office, the Company shall remove such Director from his/her office **and terminate his/her authority to act**.

No.	Before Amendments	After Amendments
85	Article ~~99~~ The Directors shall be elected or replaced by the shareholders' meeting, and on the premise of complying with the relevant laws, regulations and securities regulatory rules of the place where the Company's shares are listed, the shareholders shall have power by ordinary resolution to remove any Director (including a managing director or any other executive Director) at the shareholders' meeting before the expiration of his/her term of office; however such removal shall not prejudice to any claim for damages under any contract by such Director. The term of office of a Director is three years and upon the expiration of the term, it may be renewable upon re-election in accordance with the securities regulatory rules of the place where the Company's shares are listed. ~~Article 100 The terms of office of independent Directors shall be the same as that of other Directors of the Company, and upon expiration of the term of office, they may be re-elected for consecutive terms, provided that such terms shall not exceed six years. Any independent Director who has served the Company for six consecutive years shall not be nominated as a candidate for independent Director of the Company within 36 months from the date of the occurrence of such fact. For those who have served as independent Directors prior to the initial public offering and listing, their term of office shall be calculated consecutively.~~ A Director's term of office shall commence from the date on which he/she takes office and up to the expiry of the current term of office of the Board of Directors. If, upon the expiry of a Director's term of office, a new Director cannot be elected on a timely basis, before the re-elected Director starts his/her term of office, such Director shall continue to perform his/her duties as Director in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association. ~~No employee representatives are to be appointed as Directors by the Company. The general manager or any other~~ senior management member can concurrently serve as a Director, but the total number of Directors who hold the positions of ~~the general managers or other~~ senior management members shall not be more than 1/2 of the total number of Directors of the Company.	Article **103** The Directors **(excluding those employee representative Directors, hereinafter the same)** shall be elected or replaced by the general meeting, and on the premise of complying with the relevant laws, regulations and securities regulatory rules of the place where the Company's shares are listed, the shareholders shall have power by ordinary resolution to remove any Director (including a managing director **or** any other executive Director) at the general meeting before the expiration of his/her term of office; however, such removal shall not prejudice to any claim for damages under any contract by such Director. **The employee representative Directors are democratically elected by the employees of the Company through the employee representative congress, the employee congress or other forms, and do not need to be submitted to the shareholders' meeting for deliberation.** The term of office of a Director is three years and upon the expiration of the term, it may be renewable upon re-election in accordance with the securities regulatory rules of the place where the Company's shares are listed. A Director's term of office shall commence from the date on which he/she takes office and up to the expiry of the current term of office of the Board of Directors. If, upon the expiry of a Director's term of office, a new Director cannot be elected on a timely basis, before the re-elected Director starts his/her term of office, such Director shall continue to perform his/her duties as Director in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association. The senior management member can concurrently serve as a Director, but the total number of Directors who concurrently hold the positions of the senior management members and Directors who are employee representatives shall not be more than 1/2 of the total number of Directors of the Company.

No.	Before Amendments	After Amendments
86	Article ~~101~~ The Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and shall fulfill the fiduciary obligation to the Company ~~as follows:~~ (I) ~~not to take advantage of his/her functions and powers to accept bribes or other illegal income, and~~ not to misappropriate the property of the Company; (II) ~~not to misappropriate the funds of the Company;~~ (III) not to deposit the Company's ~~assets or~~ funds in an account opened in his/her own name or in the name of any other individual; (IV) ~~not to lend the Company's funds to others or provide guarantees for others with the Company's property in violation of the provisions of the Articles of Association and without the approval of the shareholders' meeting or the Board of Directors;~~ (V) ~~not to enter into any contract or transaction with the Company in violation of the provisions of the Articles of Association, or without the approval of the shareholders' meeting;~~ (VI) ~~not to take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or others, or~~ engage in business similar to that of the Company for himself/herself or others~~, without the approval of the shareholders' meeting~~; (VII) not to accept commissions from the Company's transactions for his/her own benefit; (VIII) not to disclose the secrets of the Company without authorization; (IX) not to take advantage of his/her affiliation to harm the interests of the Company; (X) other fiduciary obligations stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article **104** The Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and **the provisions of** the Articles of Association, and shall fulfill the fiduciary obligation to the Company. **They shall take measures to avoid conflicts between their personal interests and the interests of the Company, and shall not exploit their positions to seek improper benefits.** **A Director shall fulfill the fiduciary obligation to the Company as follows:** (I) not to misappropriate the property of the Company **or misappropriate the funds of the Company;** (II) not to deposit the Company's funds in an account opened in his/her own name or in the name of any other individual; (III) **not to offer bribes by taking advantage of his/her position, or accept other illegal gains;** (IV) **not to enter into contracts or transactions directly or indirectly with the Company without reporting to the Board or the general meeting or approval by the Board or the general meeting by resolutions in accordance with the Articles of Association;** (V) **not to take advantage of his/her position to seek business opportunities that belongs to the Company for himself/herself or others, except where he/she has reported to the Board of Directors or the general meeting and the general meeting has passed a resolution approving such conduct, or the Company is unable to utilize such business opportunity in accordance with laws, administrative regulations or the provisions of the Articles of Association;** (VI) **not to** engage in business similar to that of the Company for himself/herself or others, **without having reported to the Board of Directors or the general meeting or without the approval by a resolution of the general meeting**; (VII) not to accept commissions from **any person in connection with** the Company's transactions for his/her own benefit; (VIII) not to disclose the secrets of the Company without authorization; (IX) not to take advantage of his/her affiliation to harm the interests of the Company; (X) other fiduciary obligations stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

No.	Before Amendments	After Amendments
	The revenue derived by a Director in violation of the provisions of this Article shall be returned to the Company. If it causes any losses to the Company, he/she shall be liable for compensation.	The revenue derived by a Director in violation of the provisions of this Article shall be returned to the Company. If it causes any losses to the Company, he/she shall be liable for compensation. **The provisions of Item (IV) of the second paragraph of this Article shall apply to contracts or transactions entered into between the Company and a close relative of a Director or a senior management member, an enterprise directly or indirectly controlled by a Director, a senior management member or their close relative, or any other connected person having an association with a Director or a senior management member.**
87	Article ~~102~~ The Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and bear the following responsibilities of diligence to the Company: (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license; (II) to treat all shareholders fairly; (III) to keep abreast of the Company's business operation and management; (IV) to sign written confirmations of the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete; (V) to provide the status reports and information to ~~the Supervisory Committee~~ truthfully, and not to hinder ~~the Supervisory Committee~~ or Supervisors from exercising their powers; (VI) other responsibilities of diligence stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article **105** The Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and **the provisions of** the Articles of Association, **shall diligently perform their obligations to the Company, and shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company.** **The Directors** shall bear the following responsibilities of diligence to the Company: (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license; (II) to treat all shareholders fairly; (III) to keep abreast of the Company's business operation and management; (IV) to sign written confirmations of the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete; (V) to provide the status reports and information to **the Audit Committee** truthfully, and not to hinder **the Audit Committee** from exercising its powers; (VI) other responsibilities of diligence stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

No.	Before Amendments	After Amendments
88	Article ~~104~~ A Director may ~~resign~~ before the expiry of his/her term of office. A Director who ~~resigns~~ shall submit a written resignation report to ~~the Board of Directors~~. ~~The Board of Directors~~ shall disclose the relevant resignation within 2 days or within the period required by the securities regulatory rules of the place where the Company's shares are listed. In the event that the Board of Directors of the Company falls below the quorum minimum due to a Director's ~~resignation~~, or in the event that the proportion of independent Directors on the Board of Directors of the Company or its specialized committees does not comply with laws, regulations, securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association due to the ~~resignation~~ of an independent Director, or in the event that there is no accounting professional among the independent Directors, the resignation report of such Director shall not take effect until the successor fills the vacancy arising from his/her ~~resignation~~. Before the resignation report takes effect, the ~~resigning~~ Director shall continue to perform his/her duties in accordance with relevant laws, regulations and securities regulatory rules of the place where the Company's shares are listed and the provisions of Articles of Association, unless otherwise provided by laws, regulations and securities regulatory rules of the place where the Company's shares are listed. The Company shall complete the by-election within 60 days from the date when the Director ~~or independent Director~~ submits the ~~resignation~~ and ensure that the composition of the Board of Directors and its special committees comply with laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the provisions of Articles of Association. ~~Except as provided above, the resignation of a Director shall come into force upon the delivery of the resignation report to the Board of Directors.~~	Article **107** A Director may **resign** before the expiry of his/her term of office. A Director who **resigns shall** submit a written resignation report to **the Company**. **The resignation shall take effect upon the Company's receipt of the resignation report. The Company** shall disclose the relevant resignation within **2 trading** days or within the period required by the securities regulatory rules of the place where the Company's shares are listed. In the event that the Board of Directors of the Company falls below the quorum minimum due to a Director's **resignation**, or in the event that the proportion of independent Directors on the Board of Directors of the Company or its specialized committees does not comply with laws, regulations, securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association due to the **resignation** of an independent Director, or in the event that there is no accounting professional among the independent Directors, **or, in circumstances where the Company is required to have an employee representative Director, such resignation would result in the absence of such an employee representative Director on the Board of Directors,** the resignation report of such Director shall not take effect until the successor fills the vacancy arising from his/her **resignation**. Before the resignation report takes effect, the **resigning** Director shall continue to perform his/her duties in accordance with relevant laws, regulations and securities regulatory rules of the place where the Company's shares are listed and the provisions of Articles of Association, unless otherwise provided by laws, regulations and securities regulatory rules of the place where the Company's shares are listed. The Company shall complete the by-election within 60 days from the date when the Director submits the **resignation** and ensure that the composition of the Board of Directors and its special committees comply with laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the provisions of Articles of Association.
89	Article ~~105~~ Upon a Director's ~~resignation~~ becomes effective or his/her term of office expires, he or she shall complete all of the handover procedures with the Board of Directors, and his or her fiduciary obligations to the Company and the Shareholders shall not necessarily be discharged after the expiration of his/her term of office. His/her obligation to maintain the confidentiality of the Company's trade secrets shall remain in effect after the expiration of his/her term of office until such secrets become public information. The duration of the other obligations shall be determined on an equitable basis, depending on the length of time between the occurrence of the event and the departure from office, and the circumstances and conditions under which the relationship with the Company is terminated.	Article **108 The Company shall establish a Director departure management system, specifying safeguard measures for pursuing accountability and seeking compensation for unfulfilled public commitments and other outstanding matters.** Upon a Director's **resignation** becomes effective or his/her term of office expires, he or she shall complete all of the handover procedures with the Board of Directors, and his or her fiduciary obligations to the Company and the Shareholders shall not necessarily be discharged after the expiration of his/her term of office. His/her obligation to maintain the confidentiality of the Company's trade secrets shall remain in effect after the expiration of his/her term of office until such secrets become public information. The duration of the other obligations shall be determined on an equitable basis, depending on the length of time between the occurrence of the event and the departure from office, and the circumstances and conditions under which the relationship with the Company is terminated. **A Director's liability arising from the performance of his/her duties during his/her tenure shall not be waived or terminated due to his/her departure.**

No.	Before Amendments	After Amendments
90	Added	Article 109 A Director may be removed by an ordinary resolution passed at a general meeting, and such removal shall be effective upon the passing of the resolution. If a Director is removed prior to the expiry of his/her term without due cause, the Director may require the Company to provide reasonable compensation.
91	Article ~~107~~ A Director who violates laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association in the course of performing duties of the Company and causes losses to the Company shall be liable for compensation.	**Article 111 A Director who, in the course of performing duties of the Company, causes damage to any other person shall render the Company liable for compensation; if such Director has acted with intent or gross negligence, he/she shall also be liable for compensation.** A Director who violates laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association in the course of performing duties of the Company and causes losses to the Company shall be liable for compensation.
92	Article 108 The terms of office, nomination and election procedures, powers and responsibilities of the independent Directors and other related matters shall be implemented in accordance with laws, securities regulatory rules and the relevant regulations of the stock exchange of the place where the Company's shares are listed. There should be three or more independent Directors, and such number shall be no less than one-third of the Board of Directors as a whole. Additionally, at least one independent Director shall possess proper professional qualifications or proper accounting or finance-related management expertise as required by the securities regulatory rules of the place where the Company's shares are listed. One independent Director shall be permanently resident in Hong Kong. All independent Directors shall be independent as required by securities regulatory rules of the place where the Company's shares are listed.	Delete
93	Article 109 The Company shall establish a Board of Directors which shall be accountable to the shareholders' meeting.	Delete
94	Article ~~110~~ The Board of Directors shall consist of nine Directors, including three Independent Directors. The Board of Directors shall have a chairman with no vice chairman.	Article **112 The Company shall establish a Board of Directors** which shall consist of nine Directors, including three Independent Directors **and one employee representative Director**. The Board of Directors shall have a chairman, **who shall be elected by the Board of Directors through a majority vote of all the Directors.** The Company shall not have a vice chairman.

No.	Before Amendments	After Amendments
95	Article 111 The Board of Directors shall exercise the following functions and powers: (I) To convene the shareholders' meeting to present their work reports at such meetings; (II) To execute resolutions of the shareholders' meeting; (III) To decide on the business and investment plans of the Company; (IV) To prepare the ~~annual financial budgets and final accounts plans of the Company;~~ ~~(V) To prepare the~~ profit distribution plan and loss makeup plan of the Company; (VI) To prepare plans for the increase or reduction of the registered capital of the Company, the issuance of bonds or other securities and the listing; (VII) To formulate plans for material acquisitions, purchase of shares of the Company, or merger, division, dissolution and change of corporate form of the Company; (VIII) To decide on external investment, acquisition and disposal of assets, external guarantee, entrusted financial management, related transactions and external donations within the scope of the Articles of Association and the authorization granted by the shareholders' meeting; (IX) To resolve on the establishment of internal management organizations of the Company; (X) To appoint or dismiss the Company's general manager; to appoint or dismiss the secretary to the Board of Directors as nominated by the chairman of the Board of Directors; to appoint or dismiss the Company's deputy general manager, chief financial officer (the financial controller), chief technology officer and other senior management members (except the secretary to the Board of Directors) as nominated by the general manager; and determine their remunerations and rewards and penalties; (XI) ~~To set up~~ the basic management system of the Company; (XII) To formulate the proposals for any amendment to the Articles of Association; (XIII) To manage the disclosure of information by the Company; (XIV) To propose to the shareholders' meeting the appointment or change of the accounting firm acting as the auditors of the Company; (XV) To listen to the work report of the general manager of the Company and examine the general manager's work;	Article 11**3** The Board of Directors shall exercise the following functions and powers: (I) To convene the general meeting to present their work reports at such meetings; (II) To execute resolutions of the general meeting; (III) To decide on the business and investment plans of the Company; (IV) To prepare the profit distribution plan and loss makeup plan of the Company; (V) To prepare plans for the increase or reduction of the registered capital of the Company, the issuance of bonds or other securities and the listing; (VI) To formulate plans for material acquisitions, purchase of shares of the Company, or merger, division, dissolution and change of corporate form of the Company; (VII) To decide on external investment, acquisition and disposal of assets, **mortgage of assets**, external guarantee, entrusted financial management, related transactions and external donations within the scope of the Articles of Association and the authorization granted by the general meeting; (VIII) To resolve on the establishment of internal management organizations of the Company; (IX) To appoint or dismiss the Company's general manager; to appoint or dismiss the secretary to the Board of Directors as nominated by the chairman of the Board of Directors; to appoint or dismiss the Company's deputy general manager, chief financial officer (the financial controller), chief technology officer and other senior management members (except the secretary to the Board of Directors) as nominated by the general manager; and determine their remunerations and rewards and penalties; (X) **To set up** the basic management system of the Company; (XI) To formulate the proposals for any amendment to the Articles of Association; (XII) To manage the disclosure of information by the Company; (XIII) To propose to the general meeting the appointment or change of the accounting firm acting as the auditors of the Company; (XIV) To listen to the work report of the general manager of the Company and examine the general manager's work; (XV) Subject to compliance with securities regulatory rules of the place where the Company's shares are listed, to decide on the acquisition of the shares of the Company (due to circumstances provided in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association);

No.	Before Amendments	After Amendments
	(XVI) Subject to compliance with securities regulatory rules of the place where the Company's shares are listed, to decide on the acquisition of the shares of the Company (due to circumstances provided in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association); (XVII) Other functions and powers authorized by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's Shares are listed and the Articles of Association. ~~The Board of Directors of the Company establishes an Audit Committee, a Strategy Committee, a Nomination Committee and a Remuneration and Appraisal Committee. Special committees shall report to the Board of Directors and perform their duties in accordance with the Articles of Association and authorization of the Board of Directors. Proposals shall be submitted to the Board of Directors for consideration and decision. The members of special committees shall be all composed of Directors. Among them, Independent Directors shall be the majority in the Audit Committee, Nomination Committee and Remuneration and Appraisal Committee, and serve as the convener. The convener of the Audit Committee shall be an accounting professional. The Board of Directors shall be responsible for formulating the working procedures of special committees and regulating the operation of special committees.~~ Matters beyond the scope authorized by the ~~shareholders'~~ meeting shall be submitted to the ~~shareholders'~~ meeting for decision~~.~~	(XVI) Other functions and powers authorized by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's Shares are listed and the Articles of Association. Matters beyond the scope authorized by the **general** meeting shall be submitted to the **general** meeting for decision.

No.	Before Amendments	After Amendments
96	Article ~~115~~ Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, any transaction entered into by the Company (excluding the provision of guarantees) that meets any of the following criteria shall be submitted to the Board of Directors for consideration: …… Transactions as mentioned in this Article include purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (except for the purchase of wealth management products of banks); transfer or acquisition of research and development projects; signing license agreements; lease-in or lease-out of assets; appointing or being appointed by others to manage assets and businesses; giving or being given assets as gifts; restructuring of claims or debts~~; providing financial support;~~ and other transactions approved by the stock exchange. Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, when the relevant criteria for the transaction matters are not met, the decision shall be made by the general manager. Subject to the securities regulatory rules of the place where the Company's shares are listed and except for the external guarantees stipulated in Article ~~45~~ of the Articles of Association which shall be submitted to the shareholders' meeting for deliberation, all other external guarantees of the Company shall be approved by the Board of Directors. The external guarantees within the scope of authority of the Board of Directors shall also be approved by more than ~~two-thirds~~ of the Directors present at the meeting of the Board of Directors, besides be approved by more than half of all Directors. ~~If the Company provides mortgage or pledge with its own assets for its own debts and such guarantee reaches the standards stipulated above, it shall be approved by the Board of Directors.~~ ……	Article **117** Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, any transaction entered into by the Company (excluding the provision of guarantees **and financial assistance**) that meets any of the following criteria shall be submitted to the Board of Directors for consideration: …… Transactions as mentioned in this Article include purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (except for the purchase of **low-risk** wealth management products of banks); transfer or acquisition of research and development projects; signing license agreements; lease-in or lease-out of assets; appointing or being appointed by others to manage assets and businesses; giving or being given assets as gifts; restructuring of claims or debts; **waiver of rights (including waiver of preemptive right, the right of first offer, etc.)** and other transactions approved by the stock exchange. Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, when the relevant criteria for the transaction matters are not met, the decision shall be made by the general manager. Subject to the securities regulatory rules of the place where the Company's shares are listed and except for the external guarantees stipulated in Article **4**9 of the Articles of Association which shall be submitted to the general meeting for deliberation, all other external guarantees of the Company shall be approved by the Board of Directors. The external guarantees within the scope of authority of the Board of Directors shall also be approved by more than **two-thirds** of the Directors present at the meeting of the Board of Directors, besides be approved by more than half of all Directors. ……
97	Article 116 The Board of Directors shall have one chairman of the Board of Directors, who shall be elected by more than half of all members of the Board of Directors.	Delete
98	Article ~~118~~ Where the chairman of the Board of Directors is incapable of performing or is not performing his/her duties, a Director nominated by ~~more than half of~~ the Directors shall perform such duties.	Article **119** Where the chairman of the Board of Directors is incapable of performing or is not performing his/her duties, a Director nominated by **more than half of** the Directors shall perform such duties.
99	Article ~~119~~ Meetings of the Board of Directors shall be held at least 4 times a year and be convened by the chairman of the Board of Directors. A notice shall be given to all Directors ~~and Supervisors~~ 14 days before the date of the proposed meeting in writing.	Article **120** Meetings of the Board of Directors shall be held at least 4 times a year and be convened by the chairman of the Board of Directors. A notice shall be given to all Directors 14 days before the date of the proposed meeting in writing.
100	Article ~~120~~ ~~Where the chairman of the Board of Directors considers it necessary,~~ an extraordinary meeting of the Board of Directors may be convened upon requisition by either shareholder holding 10% or more of voting shares, or one-third or more of directors or ~~the Supervisory Committee~~. The chairman of the Board of Directors shall convene and hold the meeting of the Board of Directors within 10 days after receiving the requisition.	Article **121** An extraordinary meeting of the Board of Directors may be convened upon requisition by either shareholder holding 10% or more of voting shares, or one-third or more of directors or the **Audit Committee**. The chairman of the Board of Directors shall convene and hold the meeting of the Board of Directors within 10 days after receiving the requisition.

No.	Before Amendments	After Amendments
101	Article ~~122~~ The notice of the meeting of the Board of Directors shall specify: (I) The ~~time,~~ place ~~and duration~~ of the meeting; (II) The ~~form of the~~ meeting; ~~(III) Matters (proposals) to be considered and relevant materials;~~ (IV) ~~The convener and chairperson of the meeting, the proposer of and his/her written proposal for the special meeting;~~ (V) ~~Documents needed for the Directors to consider and vote on the resolutions;~~ ~~(VI) Requirements that Directors attend the meeting in person or by proxy;~~ (VII) ~~The time of~~ issuance of ~~the meeting notice, contact person and means of contact.~~ A verbal notice of the meeting shall at least include items (I), (II) and (III) above, and an explanation for a meeting of the Board of Directors to be held quickly due to urgent circumstances.	Article **123** The notice of the meeting of the Board of Directors shall specify: (I) The **date and** place of the meeting; (II) The **duration** of the meeting; (III) **The reasons and issues of discussion;** (IV) The **date** of issuance of **notice**. A verbal notice of the meeting shall at least include items (I), (II) and (III) above, and an explanation for a meeting of the Board of Directors to be held quickly due to urgent circumstances.
102	Article ~~123~~ The meeting of the Board of Directors shall be attended by more than one half of the Directors. Unless otherwise stipulated by laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, resolutions made by the Board of Directors must be passed by more than half of all Directors. ~~The guarantees within the scope of authority of the Board of Directors shall also be approved by more than two-thirds of the Directors present at the meeting of the Board of Directors, besides be approved by more than half of all Directors.~~ When voting on the resolutions of the Board of Directors, each Director shall have one vote.	Article **124** The meeting of the Board of Directors shall be attended by more than one half of the Directors. Unless otherwise stipulated by laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, resolutions made by the Board of Directors must be passed by more than half of all Directors. When voting on the resolutions of the Board of Directors, each Director shall have one vote.
103	Article ~~124~~ When the Directors have connected relationship with the enterprise involved in the resolution to be passed at the meeting of the Board of Directors, he/she shall not vote in respect of such resolution and shall not vote on behalf of other Directors. Such meeting of the Board of Directors shall be held in the attendance of more than half of the Directors without connected relationship. All resolutions to be passed at the meeting of the Board of Directors shall be passed by more than half of the Directors without connected relationship. If number of the Directors without connected relationship attending the meeting of the Board of Directors is less than 3, such matter shall be submitted to the shareholders' meeting for consideration. If there are any additional restrictions imposed by laws and regulations and the securities regulatory rules of the place where the Company's shares are listed on the participation of Directors in the meeting of the Board of Directors and voting, such provisions shall apply.	Article **125** When the Directors have connected relationship with the enterprise **or individual** involved in the resolution to be passed at the meeting of the Board of Directors, **the Directors shall promptly report to the Board of Directors in writing. Such related Directors** shall not vote in respect of such resolution and shall not vote on behalf of other Directors. Such **meeting** of the Board of Directors shall be held in the attendance of more than half of the Directors **without connected relationship**. All resolutions to be passed at the meeting of the Board of Directors shall be passed by more than half of the Directors without connected relationship. If number of the Directors without connected **relationship** attending the **meeting** of the Board of Directors is less than 3, such matter shall be submitted to the general meeting for consideration. If there are any additional restrictions imposed by laws and regulations and the securities regulatory rules of the place where the Company's shares are listed on the participation of Directors in the meeting of the Board of Directors and voting, such provisions shall apply.

No.	Before Amendments	After Amendments
104	Article ~~125~~ The voting for ~~the resolutions of~~ the Board of Directors shall be conducted by a registered poll or by a show of hands. Subject to ensuring that Directors can fully express their opinions, a special meeting of the Board of Directors may be convened and resolutions may be adopted by means of video, fax, telephone, or any communication equipment that enables all Directors to communicate, provided that such resolutions are signed by the attending Directors. Directors may make a reasonable request to seek independent professional advice as required for decision-making under appropriate circumstances, and the expenses incurred shall be borne by the Company. ~~Article 126~~ Unless it is impossible to hold an onsite meeting or a meeting by video or telephone due to any special reasons such as emergencies or force majeure events, the meeting of the Board of Directors ~~shall~~ be held by way of an on-site meeting or by video or telephone. If an onsite meeting or a meeting by video or telephone cannot be held due to any special reasons such as emergencies or force majeure events, etc., subject to the condition that Directors will express their opinions fully, a resolution can be made in the extraordinary meeting of the Board which can be held by means of communication (such as delivered in person or fax, etc.) and will be signed and voted by the directors attending the meeting. If the number of Directors who vote in favor of the proposal reaches the statutory proportion within the deadline specified in the notice, the proposal becomes a resolution of the Board.	Article **126** The voting of the Board of Directors shall be **conducted** by a registered poll or by a show of hands. Subject to ensuring that Directors can fully express their opinions, a special meeting of the Board of Directors may be convened and resolutions may be adopted by means of video, fax, telephone, or any communication equipment that enables all Directors to communicate, provided that such resolutions are signed by the attending Directors. Directors may make a reasonable request to seek independent professional advice as required for decision-making under appropriate circumstances, and the expenses incurred shall be borne by the Company. Unless it is impossible to hold an onsite meeting or a meeting by video or telephone due to any special reasons such as emergencies or force majeure events, the meeting of the Board of Directors shall be **held** by way of an on-site meeting or by video or telephone. If an onsite meeting or a meeting by video or telephone cannot be held due to any special reasons such as emergencies or force majeure events, etc., subject to the condition that Directors will express their opinions fully, a resolution can be made in the extraordinary meeting of the Board which can be held by means of communication (such as delivered in person or fax, etc.) and will be signed and voted by the directors attending the meeting. If the number of Directors who vote in favor of the proposal reaches the statutory proportion within the deadline specified in the notice, the proposal becomes a resolution of the Board.
105	Article 127 The Directors shall attend the meeting of the Board of Directors in person; If Directors fail to attend for any reasons, such Director may appoint in writing other Directors to attend such meeting on his behalf, the proxy statement shall indicate the names~~ of principal and trustee, principal's brief opinions on each proposal~~, the scope and validity period of authorization~~, and instructions on the intention to vote on the proposal~~, and shall be signed or sealed by the principal, ~~and the date of signing the entrustment,~~ etc. The Directors who attend the meeting on behalf of another Director shall exercise the rights of Directors within the scope of authorization. If Directors fail to attend the meeting of the Board of Directors in person or appoints any representative to attend on his behalf, such Director shall be deemed to have waived his voting rights at such meeting.	Article 127 The Directors shall attend the meeting of the Board of Directors in person; If Directors fail to attend for any reasons, such Director may appoint in writing other Directors to attend such meeting on his behalf, the proxy statement shall indicate the name of **the agent**, **the matters delegated**, the scope and validity period of authorization, and shall be signed or sealed by the principal. The Directors who attend the meeting on behalf of another Director shall exercise the rights of Directors within the scope of authorization. If Directors fail to attend the meeting of the Board of Directors in person or appoints any representative to attend on his behalf, such Director shall be deemed to have waived his voting rights at such meeting.
106	Added	Section III Independent Directors
107	Added	Article 130 Independent Directors are directors who do not hold any positions in the Company other than that of independent director, and have no relationship with the Company or its substantial shareholders that may impede their exercise of independent objective judgment. Independent Directors shall diligently perform their duties in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association. They shall play their role in the Board of Directors in decision-making participation, supervision and checks, and professional advisory, with a view to safeguarding the overall interests of the Company and protecting the legitimate rights and interests of minority shareholders.

No.	Before Amendments	After Amendments
108	Added	Article 131 Independent Directors shall possess the qualifications prescribed by laws and regulations as well as the securities regulatory rules of the place where the Company's shares are listed, and must maintain independence. The following persons are ineligible to serve as Independent Directors: (I) Persons employed by the Company or its affiliated companies, as well as their spouses, parents, children, and key social relationships (referring to siblings, siblings' spouses, spouses' parents, spouses' siblings, children's spouses, parents of children's spouses, etc.); (II) Natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares or are among the top ten shareholders of the Company, as well as their spouses, parents, and children; (III) Persons employed by shareholders directly or indirectly holding more than 5% of the Company's issued shares or by any of the Company's top five shareholders, as well as their spouses, parents, and children; (IV) Persons employed by the controlling shareholder or the de facto controller's affiliated companies of the Company, as well as their spouses, parents, and children; (V) Persons who have material business relationships with the Company and its controlling shareholder, de facto controller, or their respective affiliated companies; or persons employed by any entity with which such material business relationships exist, and its controlling shareholder or de facto controller; (VI) Persons providing financial, legal, consultancy, sponsorship and other services to the Company, its controlling shareholder, de facto controller or their respective affiliated companies, including but not limited to all members of the project teams from the intermediaries providing services, reviewing officers at all levels, persons signing the reports, partners, Directors, senior management and principal persons; (VII) Persons who have met any of the conditions listed in items (I) to (VI) within the last twelve months; (VIII) Other persons who are not independent as stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Independent Directors shall conduct an annual self-examination of their independence and submit such examination results to the Board of Directors. The Board of Directors shall evaluate the independence of the incumbent Independent Directors annually and issue a special opinion, which shall be simultaneously disclosed with the annual report.

No.	Before Amendments	After Amendments
109	Added	Article 132 Persons who act as Independent Directors of the Company shall meet the following conditions: (I) Qualified to serve as a Director of a listed company in accordance with laws, administrative regulations and other relevant provisions; (II) Meet the independence requirements of the Articles of Association; (III) Have a basic understanding of the operation of a listed company, and being familiar with relevant laws, regulations and rules; (IV) Possess five or more years of experience in law, accounting, economics, or other experience necessary for the performance of duties as an Independent Director; (V) Excel in virtue and have no bad records such as major breach of trust; (VI) Independent Directors must demonstrate acceptable competence and sufficient commercial or professional experience to ensure the interests of all shareholders are adequately represented. Independent Directors shall constitute at least one-third of the members of the Board of Directors, with no fewer than three persons. Among the Independent Directors, there shall be at least one who meets the professional qualification requirements prescribed by the securities regulatory rules of the place where the Company's shares are listed, or possesses appropriate accounting or relevant financial management expertise, and the Independent Directors shall include at least one who is ordinarily resident in Hong Kong. (VII) Other conditions stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
110	Added	Article 133 As members of the Board of Directors, the Independent Directors owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently fulfill the following duties: (I) To participate in the decision-making of the Board of Directors and offer clear opinions on the matters deliberated; (II) To supervise the matters on potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, Directors and members of senior management and protect the legitimate rights and interests of minority shareholders; (III) To provide professional and objective advice on the operation and development of the Company, promoting the improvement of the decision-making level of the Board of Directors; (IV) Other duties prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

No.	Before Amendments	After Amendments
111	Added	Article 134 Independent Directors shall have the following special powers: (I) To independently engage an intermediary organization to audit, consult or verify specific matters of the Company; (II) To propose to the Board of Directors the holding of extraordinary general meetings; (III) To propose the holding of meetings of the Board of Directors; (IV) To publicly solicit shareholders' rights from shareholders according to law; (V) To express independent opinions on matters that may be detrimental to the rights and interests of the Company or the minority shareholders; (VI) Other powers prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In exercising the duties and powers set out in items (I) to (III) above, the Independent Directors shall obtain the consent of more than half of all Independent Directors. Where an independent Director exercises his/her powers under item (I), the Company shall make timely disclosure. Where the above powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.
112	Added	Article 135 The following matters shall be submitted to the Board of Directors for consideration after obtaining the consent of more than half of all the Independent Directors of the Company: (I) Related party transactions that are required to be disclosed; (II) Plan for change or waiver of undertakings by the Company and related parties; (III) The decisions made and measures taken by the Board of Directors of the Company in relation to the acquisition when the Company is acquired; (IV) Other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

No.	Before Amendments	After Amendments
113	Added	Article 136 The Company shall establish a special meeting mechanism attended by all Independent Directors. Where the Board of Directors considers the related transactions and other matters, prior approval from special meeting of Independent Directors shall be obtained. The Company shall hold special meetings of Independent Directors on a regular or irregular basis. Matters listed in items (I) to (III) of the first paragraph of Article 134 and Article 135 of the Articles of Association shall be considered at a special meeting of Independent Directors. The special meeting of Independent Directors may study and discuss other matters of the Company as needed. A special meeting of Independent Directors shall be convened and presided over by an Independent Director elected by a majority of the Independent Directors. In the event that the convener fails to or is unable to perform his/her duties, two or more Independent Directors may convene and elect a representative to preside over the meeting on their own. The minutes of the special meetings of Independent Directors shall be prepared according to relevant requirements and shall record the opinions of Independent Directors. Independent Directors shall sign and confirm the meeting minutes. The Company shall facilitate and support the convening of special meetings of Independent Directors.
114	Added	Article 137 The term of office of independent Directors is the same as other Directors, and the term is renewable upon re-election when it expires, but the renewed term shall not exceed 6 years. Before the expiration of the term of office of an independent Director, the Company may terminate his/her office in accordance with legal procedures. In case of early dismissal of an independent Director, the Company shall promptly disclose the specific reasons and basis. If the independent Directors have objections, the Company shall disclose them in a timely manner. If an independent Director fails to attend two consecutive meetings of the Board of Directors in person and does not delegate another independent Director to attend the meeting on his/her behalf, the Board of Directors shall, within 30 days from the date of such fact, propose to convene a general meeting to remove such independent Director from his/her position. If at any time the Company's independent Directors do not meet the number, qualifications or independence requirements set out in the Hong Kong Listing Rules, the Company shall immediately notify the HKEX and make an announcement stating the relevant details and the reasons thereof, and shall appoint, within 60 days of the non-compliance with the relevant requirements, a sufficient number of independent Directors to fulfill the requirements of the Hong Kong Listing Rules.
115	Added	Article 138 Regarding independent Directors, unless explicitly stipulated in this section, they shall be governed by the provisions regarding Directors of the Company under applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
116	Added	Section IV Special Committees of the Board of Directors
117	Added	Article 139 The Board of Directors of the Company shall establish an Audit Committee, which shall exercise the functions and powers of the Supervisory Committee as stipulated under the Company Law.

No.	Before Amendments	After Amendments
118	Added	Article 140 The Audit Committee shall consist of three members, all of whom must be non-executive Directors with independent Directors constituting the majority. Among the members, at least one independent Director shall possess appropriate professional qualifications as required by the securities regulatory rules of the place where the Company's shares are listed, or have appropriate accounting or relevant financial management expertise. Audit Committee members shall be principally independent from the Company's daily operation and management affairs and possess the professional knowledge and commercial experience necessary to perform the duties of the Audit Committee. The Audit Committee shall have one convener, who shall be an accounting professional among the independent Directors, responsible for presiding over the work of the Committee.
119	Added	Article 141 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and assessing internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for consideration only after being approved by more than half of all members of the Audit Committee: (I) Disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports; (II) Appointment or dismissal of accounting firms undertaking the Company's audit business; (III) Appointment or dismissal of the Company's financial controller; (IV) Changes in accounting policies, accounting estimates or major accounting error corrections for reasons other than changes in accounting standards; (V) Other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
120	Added	Article 142 The Audit Committee shall hold at least one meeting every quarter. Interim meetings may be convened upon proposal by two or more members or when the chairperson deems it necessary. A meeting of the Audit Committee shall be held only if more than two-thirds of its members are present. Resolutions of the Audit Committee shall be adopted by a majority of the members of the Audit Committee. In respect of voting on the resolutions of the Audit Committee, each member shall have one vote. The Audit Committee shall prepare meeting minutes for its resolutions as required, and the members of the Audit Committee who attend the meeting shall sign the meeting minutes. The working rules of the Audit Committee shall be formulated by the Board of Directors.

No.	Before Amendments	After Amendments
121	Added	Article 143 The Board of Directors of the Company shall establish a Strategy and Sustainable Development Committee, a Nomination Committee and a Remuneration and Assessment Committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The working rules of the special committees shall be formulated by the Board of Directors. Independent Directors shall account for a majority of the members of the Nomination Committee and the Remuneration and Assessment Committee, and the chairperson of each such committee shall be an Independent Director.
122	Added	Article 144 The Nomination Committee shall be responsible for formulating the selection criteria and procedures for Directors and senior management members, selecting and reviewing candidates for directors and senior management members and their qualifications for office, and making recommendations to the Board of Directors on the following matters: (I) Nominating, appointing or removing directors; (II) Appointing or dismissing senior management members; (III) Other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting such recommendations in the resolutions of the Board of Directors and make disclosure thereof.

No.	Before Amendments	After Amendments
123	Added	Article 145 The Remuneration and Assessment Committee shall be responsible for formulating assessment criteria for directors and senior management members and conducting assessments, formulating and reviewing the remuneration policies and plans for directors and senior management members (including the remuneration determination mechanism, decision-making process, and payment, suspension of payment and recovery arrangements), and making recommendations to the Board of Directors on the following matters: (I) Remuneration of directors and senior management members; (II) Formulation or modification of equity incentive plans and employee share ownership plans, and the fulfillment of the conditions for the grant of entitlements to grantees of incentives and the exercise of such entitlements; (III) Arrangement of share ownership plans by directors and senior management members in the proposed spin-off subsidiaries of the Company; (IV) Other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration and Assessment Committee, it shall record the opinions of the Remuneration and Assessment Committee and the specific reasons for not adopting such recommendations in the resolutions of the Board of Directors and make disclosure thereof.
124	Section III Secretary to the Board of Directors	Delete
125	Article 130 The Board of Directors shall have a Secretary to the Board of Directors. The Secretary to the Board of Directors is a senior management member of the Company and shall be responsible to the Board of Directors.	Delete
126	Article 131 The Secretary to the Board of Directors shall possess the necessary professional knowledge and experience and shall be appointed by the Board of Directors. The circumstances that disqualify a person from acting as a director of the Company as stipulated in the Articles of Association shall apply to the Secretary to the Board of Directors.	Delete
127	Article 132 The Secretary to the Board of Directors shall be responsible for the preparation of Shareholders' Meetings and Board meetings, the custody of documents, the management of the Company's shareholders' information, and the handling of information disclosure matters, etc. The Secretary to the Board of Directors shall comply with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Delete
128	Article 133 A director or other senior management member of the Company may concurrently serve as the Secretary to the Board of Directors. Certified public accountants of accounting firms and lawyers of law firms engaged by the Company shall not concurrently serve as the Secretary to the Board of Directors of the Company.	Delete

No.	Before Amendments	After Amendments
129	Article 134 If a director concurrently serves as the Secretary to the Board of Directors, when an act needs to be performed separately by the director and the Secretary to the Board of Directors, such person who concurrently holds the positions of director and Secretary to the Board of Directors shall not perform such act in a dual capacity.	Delete
130	Chapter VI ~~General Manager and Other~~ Senior Management Members	Chapter VI Senior Management Members
131	Article ~~135~~ The Company has one general manager, who shall be appointed or dismissed by the Board of Directors. The company has several deputy general managers, who are nominated or dismissed by the general manager, and appointed or dismissed by the Board of Directors. The company has one chief financial officer (financial controller), who is nominated or dismissed by the general manager, and appointed or dismissed by the Board of Directors. The company has one chief technology officer, who is nominated or dismissed by the general manager, and appointed or dismissed by the Board of Directors. The company has one secretary to the Board of Directors, who is nominated or dismissed by the chairman of the Board, and appointed or dismissed by the Board of Directors. ~~The General Manager, Deputy General Managers, Chief Financial Officer (Financial Controller), Chief Technology Officer and Secretary to the Board of Directors of the Company are the senior management members of the Company.~~	Article **146** The Company has one general manager, who shall be appointed or dismissed by the Board of Directors. The company has several deputy general managers, who are nominated or dismissed by the general manager, and appointed or dismissed by the Board of Directors. The company has one chief financial officer (financial controller), who is nominated or dismissed by the general manager, and appointed or dismissed by the Board of Directors. The company has one chief technology officer, who is nominated or dismissed by the general manager, and appointed or dismissed by the Board of Directors. The company has one secretary to the Board of Directors, who is nominated or dismissed by the chairman of the Board, and appointed or dismissed by the Board of Directors.
132	Article ~~136~~ ~~The Article 98 of~~ the Article Association regarding the circumstances with respect to disqualified Directors and provisions with respect to the post-resignation management system are applicable to the senior management members. The provisions of ~~the Article 101 of~~ the Articles of Association on the fiduciary duties and ~~in Subparagraphs (4) to (6) of Article 102~~ the duties of diligence of Directors shall also apply to senior management members.	Article **147** The Articles of Association regarding the circumstances with respect to disqualified Directors and **provisions with respect to the post-resignation management system** are applicable to the senior management members. The provisions of the Articles of Association on the fiduciary duties and the duties of diligence of Directors shall also apply to senior management members.
133	Article ~~137~~ A person holding other duties other than Director and Supervisor in other units controlled by controlling shareholders and de facto controllers of the Company shall not serve as a senior management member of the Company. The senior management members shall receive salaries by the Company, and the controlling shareholders shall not pay the salaries on behalf of the Company.	Article **148** A person holding other **administrative** duties other than Director and Supervisor in other units controlled by controlling shareholders and de facto controllers of the Company shall not serve as a senior management member of the Company. The senior management members shall receive salaries by the Company, and the controlling shareholders shall not pay the salaries on behalf of the Company.

No.	Before Amendments	After Amendments
134	Article ~~139~~ The general manager shall be accountable to the Board of Directors and exercise the following functions and powers: …… (III) To decide on transaction matters below the standards that require submission to the Board of Directors for consideration as stipulated in Article 11~~5~~ to the Articles of Association; …… (VII) ~~Recommend or~~ propose to the Board of Directors appointment or dismissal of deputy general manager, chief financial officer (the financial controller), chief technology officer and other senior management members (except the secretary to the Board of Directors); …… (XI) To exercise other functions and powers conferred by the Articles of Association or the Board of Directors. The general manager ~~shall~~ attend the meeting of the Board of Directors.	Article **150** The general manager shall be accountable to the Board of Directors and exercise the following functions and powers: …… (III) To decide on transaction matters below the standards that require submission to the Board of Directors for consideration as stipulated in Article 11**7** to the Articles of Association; …… (VII) To propose to the Board of Directors appointment or dismissal of deputy general manager, chief financial officer (the financial controller), chief technology officer and other senior management members (except the secretary to the Board of Directors); …… (XI) To exercise other functions and powers conferred by the Articles of Association or the Board of Directors. The general manager attends the meeting of the Board of Directors.
135	Article 1~~41~~ The work rules of the general manager shall contain the following: (I) The conditions and procedures for the convening of a general manager's office meeting and the persons attending such meeting; (II) The specific duties for the general manager and other senior management members and the assignment of responsibilities between them; (III) The authority with respect to the use of the funds and assets of the Company and the execution of material contracts as well as the reporting system to the Board of Directors~~ and the Supervisory Committee~~; (IV) Other matters considered important by the Board of Directors.	Article 1**52** The work rules of the general manager shall contain the following: (I) The conditions and procedures for the convening of a general manager's office meeting and the persons attending such meeting; (II) The specific duties for the general manager and other senior management members and the assignment of responsibilities between them; (III) The authority with respect to the use of the funds and assets of the Company and the execution of material contracts as well as the reporting system to the Board of Directors; (IV) Other matters considered important by the Board of Directors.
136	Article ~~142~~ The general manager may resign prior to the expiry of his office term. The procedure and rules for the resignation of the general manager shall be specified in the ~~service~~ contract between the general manager and the Company.	Article **153** The general manager may resign prior to the expiry of his office term. The procedure and rules for the resignation of the general manager shall be specified in the labor contract between the general manager and the Company.
137	Added	Article 155 The Board of Directors shall have a secretary to the Board of Directors, who shall be responsible for preparing general meetings and board meetings, maintaining relevant documents, managing shareholder information of the Company, handling information disclosure matters, and other related affairs. The secretary to the Board of Directors shall comply with the provisions of any laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

No.	Before Amendments	After Amendments
138	Added	Article 156 If senior management members, while performing their duties for the Company, causes damage to others, the Company shall bear the liability for compensation. If senior management members acted intentionally or with gross negligence, they shall also bear liability for compensation. Senior management members who violate the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in performing their duties towards the Company and thereby cause losses to the Company shall be liable for compensation.
139	Chapter VII Supervisory Committee	Delete
140	Chapter ~~VIII~~ Financial and Accounting Systems, Profit Distribution and Auditing	Chapter **VII** Financial and Accounting Systems, Profit Distribution and Auditing
141	Article ~~162~~ The Company shall submit and disclose its annual reports to the CSRC ~~and the Company~~ and the stock exchange in the place where shares are listed within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange in the place where the Company's shares are listed within two months from the end of the first half of each fiscal year. If the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail. The above-mentioned annual and interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of securities regulatory ~~authority and stock exchange~~ in the place where the Company's shares are listed.	Article **159** The Company shall submit and disclose its annual reports to the CSRC and the stock exchange in the place where shares are listed within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange in the place where the Company's shares are listed within two months from the end of the first half of each fiscal year. If the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail. The above-mentioned annual and interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of securities regulatory **rules** and the stock exchange in the place where the Company's shares are listed.
142	Article ~~163~~ The Company will not establish account books other than the statutory account books. The ~~assets~~ of the Company shall not be deposited in any personal account.	Article **160** The Company will not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.
143	Article ~~164~~ … If the ~~shareholders'~~ meeting violates ~~the above provisions and profits are distributed to the shareholders before the Company makes up for losses or makes allocations to the statutory reserve fund, the profits distributed in violation of the provisions must be returned by such shareholders to the Company~~.…	Article **161** … If the general meeting violates **the Company Law to distribute profit to shareholders, the shareholders shall return such distributed profits to the Company; if losses are caused to the Company, shareholders and Directors and senior management members held accountable shall be liable for compensation**.…
144	Article ~~165~~ Reserve funds of the Company are used for recovering losses of the Company and expanding scale of operation of the Company or conversion into its capital~~, but capital reserve fund shall not be used for making up the Company's losses~~. When the statutory reserve funds are converted into capital, the remaining balance of such reserve fund must not be less than 25% of its registered capital before such conversion.	Article **162** Reserve funds of the Company are used for recovering losses of the Company and expanding scale of operation of the Company or conversion into its **registered** capital. **To make up for the losses with the reserve funds, the Company shall first use discretionary reserve funds and statutory reserve funds; if the losses still cannot be made up, the capital reserve funds may be used in accordance with regulations.** When the statutory reserve funds are converted into **an increase in registered** capital, the remaining balance of such reserve fund must not be less than 25% of its registered capital before such conversion.

No.	Before Amendments	After Amendments
145	Article ~~163~~ After the profit distribution plan has been resolved at the ~~shareholders'~~ meeting, or a specific plan has been formulated by the Board of Directors based on the conditions and caps of the interim dividends for the next year which have been considered and approved by the annual general meeting, the Board of Directors shall complete dividend (or share) distributions within two months. If it is not possible to implement the specific profit distribution plan ~~within two months~~ due to the provisions of laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted in accordance with such provisions and the actual situation.	Article **166** After the profit distribution plan has been resolved at the general meeting, or a specific plan has been formulated by the Board of Directors based on the conditions and caps of the interim dividends for the next year which have been considered and approved by the annual general meeting, the Board of Directors shall complete dividend (or share) distributions within two months. If it is not possible to implement the specific profit distribution plan **within two months** due to the provisions of laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted in accordance with such provisions and the actual situation.
146	Article ~~168~~ Decision-making mechanism and procedures for profit distribution: (I) Decision-making mechanism and procedures for adjusting profit distribution policy: The Company shall strictly implement the profit distribution policy stipulated in the Articles of Association. Where it is necessary to adjust the profit distribution policy set forth herein, the Company shall proceed from the standpoint of protecting shareholders' rights and interests, provide detailed justification and explanation for the reasons, and ensure that the adjusted profit distribution policy does not violate the relevant regulations of the CSRC and the Shanghai Stock Exchange. The Company shall communicate and engage with minority shareholders, fully soliciting their opinions and addressing their concerns. In the event of any adjustment to the profit distribution policy, if the independent directors deem that such adjustment may harm the interests of the Company or minority shareholders, they shall have the right to express their independent opinions. The adjustment shall then be subject to approval by a two-thirds majority of the voting rights held by shareholders present at the ~~shareholders'~~ meeting following passed by the Board. Where the cash dividend distribution is adjusted or amended, the specific reasons shall be disclosed in the annual report. ~~If the independent directors have issued independent opinions, such opinions shall be disclosed in full.~~ ... 3. The ~~shareholders'~~ meeting shall review and vote on the profit distribution proposal submitted by the Board of Directors in accordance with laws and regulations, the securities regulatory rules of the stock exchange where the Company's shares are listed, and the provisions of the Articles of Association. To effectively safeguard the rights of public shareholders to participate in the ~~shareholders'~~ meeting, the Board of Directors, independent directors, and shareholders holding more than ~~1%~~ of the voting shares may publicly solicit voting rights from shareholders. They shall proactively engage with shareholders, particularly minority shareholders, through multiple channels (including but not limited to telephone, fax, email, and interactive platforms), fully solicit their opinions and address their concerns, and promptly respond to issues raised by minority shareholders. ...	Article **165** Decision-making mechanism and procedures for profit distribution: (I) Decision-making mechanism and procedures for adjusting profit distribution policy: The Company shall strictly implement the profit distribution policy stipulated in the Articles of Association. Where it is necessary to adjust the profit distribution policy set forth herein, the Company shall proceed from the standpoint of protecting shareholders' rights and interests, provide detailed justification and explanation for the reasons, and ensure that the adjusted profit distribution policy does not violate the relevant regulations of the CSRC and the Shanghai Stock Exchange. The Company shall communicate and engage with minority shareholders, fully soliciting their opinions and addressing their concerns. In the event of any adjustment to the profit distribution policy, if the independent directors deem that such adjustment may harm the interests of the Company or minority shareholders, they shall have the right to express their independent opinions. The adjustment shall then be subject to approval by a two-thirds majority of the voting rights held by shareholders present at the general meeting following passed by the Board. Where the cash dividend distribution is adjusted or amended, the specific reasons shall be disclosed in the annual report. ... 3. The general meeting shall review and vote on the profit distribution proposal submitted by the Board of Directors in accordance with laws and regulations, the securities regulatory rules of the stock exchange where the Company's shares are listed, and the provisions of the Articles of Association. To effectively safeguard the rights of public shareholders to participate in the general meeting, the Board of Directors, independent directors, and shareholders holding more than **1%** of the voting shares may publicly solicit voting rights from shareholders. They shall proactively engage with shareholders, particularly minority shareholders, through multiple channels (including but not limited to telephone, fax, email, and interactive platforms), fully solicit their opinions and address their concerns, and promptly respond to issues raised by minority shareholders. ...

No.	Before Amendments	After Amendments
147	Article ~~169~~ The Company shall implement an internal audit system ~~and have professional audit staff, for the carrying out of internal audit and supervision on the financial revenues and expenditures and economic activities of the Company.~~ Article ~~170 The internal audit system of the Company and the duties of the auditing staff shall be subject to the approval of the Board. The officer in charge of audit shall be accountable to the Board of Directors and report his work to the same.~~	Article **166** The Company shall implement an internal audit system**, which shall specify the leadership system, duties and responsibilities, staffing, financial security, utilization of audit results and accountability for internal audit work.** **The internal audit system of the Company shall be implemented after approval by the Board and disclosed to the public.**
148	Added	Article 167 The Company's internal audit institution supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters. The internal audit institution shall maintain its independence, be staffed with full-time audit personnel, and shall not be placed under the leadership of the finance department or co-located with the finance department.
149	Added	Article 168 The internal audit institution is accountable to the Board of Directors. During the supervision and inspection of the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall be subject to the oversight and guidance of the Audit Committee. If the internal audit institution discovers any significant issues or leads, it shall immediately report directly to the Audit Committee.
150	Added	Article 169 The internal audit institution is responsible for the specific organization and implementation of the Company's internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee, along with relevant materials, the Company shall issue its annual internal control evaluation report.
151	Added	Article 170 When the Audit Committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.
152	Added	Article 171 The Audit Committee shall participate in the evaluation of the person in charge of internal audit.
153	Article 1~~78~~ A notice of convening the ~~shareholders'~~ meeting of the Company shall be given by ~~way of an~~ announcement.	Article 1**79** A notice of convening the **general** meeting of the Company shall be given by announcement.
154	Article ~~179~~ A notice of convening the meeting of the Board of Directors of the Company shall be given by personal delivery, prepaid mail, fax, or e-mail.	Article **180** A notice of convening the meeting of the Board of Directors of the Company shall be given by personal delivery, prepaid mail, fax, e-mail, **or other** means.
155	Article 180 A notice of convening the meeting of the Supervisory Committee of the Company shall be given by personal delivery, prepaid mail, fax, or e-mail.	Delete
156	Added	Article 185 If the consideration for the merger does not exceed ten percent of the Company's net assets, a resolution of the general meeting may be exempted, unless otherwise provided in the Articles of Association. If the Company merges without a resolution of the general meeting in accordance with the preceding paragraphs, a resolution of the Board of Directors shall be required.

No.	Before Amendments	After Amendments
157	Article ~~185~~ If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company ~~shall~~ notify its creditors and within 30 days it shall make an announcement on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk). Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail. ……	Article **186** If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company notifies its creditors and within 30 days it shall make an announcement on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk). Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail. ……
158	Article ~~186~~ When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the Company surviving the merger or the new company established subsequent to the merger.	Article **187** When the Company is merged, the claims and debts of each party to the merger **shall** be succeeded to by the Company surviving the merger or the new company established subsequent to the merger.
159	Article ~~187~~ If the Company is divided, its property shall be divided accordingly. When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company ~~shall~~ notify its creditors and within 30 days it shall make an announcement on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk). Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail.	Article **188** If the Company is divided, its property shall be divided accordingly. When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company notifies its creditors and within 30 days it shall make an announcement on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk). Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail.
160	Article ~~189~~ If the Company ~~needs to~~ reduce its registered capital, it ~~must~~ prepare a balance sheet and a property list. The Company ~~shall~~ notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital and shall publish a public announcement on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk) within 30 days from the date of such resolution. Creditors shall, within 30 days of receiving ~~written~~ notice, or within 45 days of the date of the public announcement for those who have not received ~~written~~ notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security. Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail. ~~The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.~~	Article **190** If the Company reduces its registered capital, it prepares a balance sheet and a property list. The Company notifies its creditors within 10 days from the date the **general meeting** adopts the resolution to reduce its registered capital and shall publish a public announcement on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk) within 30 days from the date of such resolution. Creditors shall, within 30 days of receiving notice, or within 45 days of the date of the public announcement for those who have not received notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security. Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail. **When reducing its registered capital, the Company shall correspondingly reduce the capital contributions or shares held by shareholders in proportion to their shareholding, unless otherwise provided by laws or the Articles of Association.**

No.	Before Amendments	After Amendments
161	Added	Article 191 Where, after making up losses in accordance with the provisions of subparagraph 2 of Article 162 of the Articles of Association, the Company still has losses, it may reduce its registered capital to cover such losses. In reducing registered capital to cover losses, the Company shall neither distribute profits to shareholders, nor exempt shareholders from their obligations to make capital contributions or payments for shares. Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of subparagraph 2 of Article 190 of the Articles of Association shall not apply, but the Company shall, within thirty days from the date of the resolution of the general meeting on the reduction of registered capital, make an announcement in the media that meets the conditions stipulated by the CSRC or through the National Enterprise Credit Information Publicity System, the website of Shanghai Stock Exchange (http://www.sse.com.cn) and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk). After reducing its registered capital in accordance with the preceding two paragraphs, until the accumulated statutory reserve and discretionary reserve reach 50% of the registered capital of the Company, no profits may be distributed.
162	Added	Article 192 Where the Company reduces its registered capital in violation of the Company Law or other relevant provisions, shareholders shall return the funds they have received, and any reduction or exemption of shareholders' capital contributions shall be restored to their original state; where losses are caused to the Company, the shareholders and the directors and senior management members who are liable shall bear compensation liability.
163	Added	Article 193 Where the Company issues new shares to increase its registered capital, the shareholders shall not have pre-emptive subscription rights, unless otherwise provided in the Articles of Association or resolved by the general meeting.
164	Article ~~191~~ The Company shall be dissolved for the following reasons: (I) The term of business specified in the Articles of Association has expired or any other cause for dissolution specified in the Articles of Association has occurred; (II) The ~~shareholders'~~ meeting resolves to dissolve the Company; (III) Dissolution is necessary as a result of the merger or division of the Company; (IV) The Company has its business license revoked, is ordered to close down or is shut down in accordance with the laws; (V) Serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of ~~all shareholders' voting rights~~ may petition the people's court to dissolve the Company.	Article **195** The Company shall be dissolved for the following reasons: (I) The term of business specified in the Articles of Association has expired or any other cause for dissolution specified in the Articles of Association has occurred; (II) The **general** meeting resolves to dissolve the Company; (III) Dissolution is necessary as a result of the merger or division of the Company; (IV) The Company has its business license revoked, is ordered to close down or is shut down in accordance with the laws; (V) Serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of **voting rights** may petition the people's court to dissolve the Company. **If any cause of dissolution specified in the preceding paragraphs arises, the Company shall disclose it through the National Enterprise Credit Information Publicity System within 10 days.**

No.	Before Amendments	After Amendments
165	Article ~~192~~ In case of circumstances described in ~~item (I) of Article 191~~ of the Articles of Association, the Company may continue to exist by amending the Articles of Association. Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of shareholders representing two-thirds or above of the voting rights present at the ~~shareholders'~~ meeting	Article **196** In case of circumstances described in **item (I), (II) of Article 195** of the Articles of Association, **and where no property has been distributed to shareholders**, the Company may continue to exist by amending the Articles of Association **or by resolution of the general meeting**. Amendments to the Articles of Association pursuant to the preceding paragraph or **by resolution of the general meeting** shall be subject to the approval of shareholders representing two-thirds or above of the voting rights present at the **general** meeting.
166	Article ~~193~~ If the Company is dissolved pursuant to items (I), (II), (IV) or (V) of ~~Article 191~~ of the Articles of Association, it shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arises. The liquidation committee shall be composed of ~~persons determined by the~~ Directors ~~or the shareholders' meeting~~. ~~If the Company fails to establish the liquidation committee and carry out the liquidation within the time limit, its creditors may petition the people's court to designate relevant persons to form a liquidation committee and carry out the liquidation.~~	Article **197** If the Company is dissolved pursuant to items (I), (II), (IV) or (V) of **Article 195** of the Articles of Association, **it shall undergo liquidation. The directors shall act as the liquidation obligors** and it shall establish a liquidation committee and liquidation shall **undertake** within 15 days from the date on which the cause for dissolution arises. The liquidation committee shall consist of the directors, **unless otherwise provided for in the Articles of Association or unless the shareholders' meeting resolves to elect other person(s)**. **Where the liquidation obligors fail to perform their liquidation duties in a timely manner, thereby causing loss to the Company or its creditors, they shall bear the relevant compensation liabilities.**
167	Article ~~194~~ The liquidation committee shall exercise the following functions and powers during the liquidation period: …… (VI) ~~To handle~~ the remaining property of the Company after paying off debts; ……	Article **198** The liquidation committee shall exercise the following functions and powers during the liquidation period: …… (VI) **To distribute** the remaining property of the Company after paying off debts; ……
168	Article 19~~5~~ The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make announcements on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk) within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice or, if they did not receive a notice, within 45 days from the date of the announcement. Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail. When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims. During the claim declaration period, the liquidation committee shall not pay any debts to creditors.	Article 19**9** The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make announcements on media platforms that meet the criteria set by the CSRC, the National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (http://www.sse.com.cn), and the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk) within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice or, if they did not receive a notice, within 45 days from the date of the announcement. Where there are other requirements imposed by the securities regulatory rules of the place where the Company's shares are listed, such requirements shall prevail. When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims. During the claim declaration period, the liquidation committee shall not pay any debts to creditors.

No.	Before Amendments	After Amendments
169	Article ~~196~~ After the liquidation committee has liquidated the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the ~~shareholders'~~ meeting or the people's court for confirmation. The Company's property remaining after payment of the liquidation expenses, the wages, social insurance premiums and statutory compensation of the employees, the taxes owed and all the Company's debts shall be distributed by the Company to the shareholders in proportion to the shares they hold. During liquidation, the Company shall continue to exist but may not engage in any business activities unrelated to the liquidation. The Company's property will not be distributed to the shareholders until repayment of its debts in accordance with the preceding paragraph.	Article **200** After the liquidation committee has liquidated the Company's property and prepared a balance sheet and property list, it shall **formulate** a liquidation plan and submit such plan to the **general** meeting or the people's court for confirmation. The Company's property remaining after payment of the liquidation expenses, the wages, social insurance premiums and statutory compensation of the employees, the taxes owed and all the Company's debts shall be distributed by the Company to the shareholders in proportion to the shares they hold. During liquidation, the Company shall continue to exist but **may not** engage in any business activities unrelated to the liquidation. The Company's property will not be distributed to the shareholders until repayment of its debts in accordance with the preceding paragraph.
170	Article ~~197~~ If the liquidation committee, having liquidated the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the people's court for a declaration of bankruptcy in accordance with the laws. ~~After the people's court has ruled to declare the Company bankrupt~~, the liquidation committee shall turn over the liquidation matters to the people's court.	Article **201** If the liquidation committee, having liquidated the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the people's court for a declaration of bankruptcy **liquidation** in accordance with the laws. **After the people's court has accepted the Company bankrupt,** the liquidation committee shall turn over the liquidation matters to the **bankruptcy administrator designated** by the people's court.
171	Article ~~198~~ Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit the same to the ~~shareholders'~~ meeting or the people's court for confirmation, submit the same to the Company registrar, apply for cancellation of the Company's registration ~~and publicly announce the Company's termination~~.	Article **202** Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit the same to the **general** meeting or the people's court for confirmation, submit the same to the Company registrar and apply for cancellation of the Company's registration.
172	Article ~~199~~ The members of the liquidation committee ~~shall devote themselves to their duties and fulfill their obligations of liquidation in accordance with the laws~~. ~~None of~~ the members of the liquidation committee ~~may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the assets of the Company.~~ The members of the liquidation committee shall be liable for damages caused to the ~~Company or~~ creditors due to willfulness or gross negligence.	Article **203** The members of the liquidation committee **shall perform their duties of liquidation and shall be obliged to loyalty and diligence**. The members of the liquidation committee **shall be liable for damages caused to the Company due to neglect to fulfill their liquidation duties;** the members of the liquidation committee shall be liable for damages caused to the creditors due to willfulness or gross negligence.

No.	Before Amendments	After Amendments
173	Article ~~205~~ Definitions (I) A controlling shareholder refers to a shareholder holding shares representing more than 50% of the total share capital of the Company; a shareholder holding ~~less than~~ 50% of shares in the Company, but the voting rights vested by the shares held by him/her have a material effect on any resolutions made at a ~~shareholders'~~ meeting, or controlling shareholder as defined in the securities regulatory rules of the place where the Company's shares are listed. (II) A de facto controller refers to a natural person, legal person or other organization which, ~~though not a shareholder,~~ through investment relationships, agreements, or other arrangements, may actually control the activities of the Company. (III) Related relations refer to relations between a controlling shareholder, de facto controller, Director~~, Supervisor~~ or members of the senior management of the Company and the enterprise directly or indirectly controlled by the same, and other relations which may give rise to a transfer of interests of the Company according to the securities regulatory rules of the place where the Company's shares are listed. However, enterprises controlled by the State will not be regarded as having related relations only because they are under common control of the State. ……	Article **209** Definitions (I) A controlling shareholder refers to a shareholder holding shares representing more than 50% of the total share capital of the Company; **or** a shareholder holding **less than** 50% of shares in the Company, but the voting rights vested by the shares held by him/her have a material effect on any resolutions made at the **general** meeting, or controlling shareholder as defined in the securities regulatory rules of the place where the Company's shares are listed. (II) A de facto controller refers to a natural person, legal person or other organization which, through investment relationships, agreements, or other arrangements, may actually control the activities of the Company**, or de facto controller as defined in the securities regulatory rules of the place where the Company's shares are listed**. (III) Related relations refer to relations between a controlling shareholder, de facto controller, Director or senior management members of the Company and the enterprise directly or indirectly controlled by the same, and other relations which may give rise to a transfer of interests of the Company according to the securities regulatory rules of the place where the Company's shares are listed. However, enterprises controlled by the State will not be regarded as having related relations only because they are under common control of the State. ……
174	Article ~~208~~ For purpose of the Articles of Association, the terms "above", "within" and "below" shall all include the given figure; the terms "~~more than~~", "less than", "beyond", "lower than" and "more than" shall all exclude the given figure, unless otherwise specified in the provisions.	Article **212** For purpose of the Articles of Association, the terms "above", "within" and "below" shall all include the given figure; the terms "over", "less than", "beyond", "lower than" and "more than" shall all exclude the given figure, unless otherwise specified in the provisions.
175	Article ~~210~~ The appendixes to the Articles of Association include the rules of procedure for the ~~shareholders'~~ meeting, the rules of procedure for the Board of Directors ~~and the rules of procedure for the Supervisory Committee~~.	Article **214** The appendixes to the Articles of Association include the rules of procedure for the **general** meeting **and** the rules of procedure for the Board of Directors.
176	Article ~~211~~ The Articles of Association have been reviewed and approved by the ~~shareholders'~~ meeting and will come into effect from the date ~~when the overseas listed ordinary shares (H shares) issued by the Company are listed on The Stock Exchange of Hong Kong Limited~~. After the Articles of Association come into effect, the original Articles of Association of the Company will automatically become null and void. In the event of any conflict between the Articles of Association and the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed as promulgated from time to time, such laws, administrative regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed shall prevail.	Article **215** The Articles of Association will come into effect from the date of consideration and approval by the **general** meeting. After the Articles of Association come into effect, the original Articles of Association of the Company will automatically become null and void. In the event of any conflict between the Articles of Association and the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed as promulgated from time to time, such laws, administrative regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed shall prevail.

SICC CO., LTD.

RULES OF PROCEDURE FOR GENERAL MEETING

Chapter I General Provisions

Article 1 In order to regulate the conduct of the Company and to ensure that the general meeting legitimately exercises its functions and powers, the Rules are formulated 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 Rules for the General Meeting of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the regulatory rules of the securities regulatory authorities and stock exchanges in the place where the Company's shares are listed (collectively the "**securities regulatory rules of the place where the Company's shares are listed**") and other relevant laws, regulations, normative documents, as well as the provisions of the Articles of Association of SICC Co., Ltd. (the "**Articles of Association**").

Chapter II Functions and Powers of the General Meeting

Article 2 The general meeting shall be composed of all shareholders. The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law:

(I) To elect and replace Directors and Supervisors who are not employee representatives, and to decide matters relating to the remuneration of Directors and Supervisors;

(II) To consider and approve reports of the Board of Directors;

(III) To consider and approve the Company's profit distribution plan and loss recovery plan;

(IV) To resolve on increase or decrease of the registered capital of the Company;

(V) To resolve on issuance of bonds of the Company;

(VI) To resolve on the merger, division, dissolution, liquidation, or changes of the corporate form of the Company;

(VII) To amend the Articles of Association;

(VIII) To adopt resolutions on the Company's appointments and dismissals of accounting firms undertaking the Company's audit work;

(IX) To consider and approve related party transactions between the Company and its related parties (excluding provision of guarantees) involving an amount exceeding RMB30 million and accounting for more than 1% of the latest audited total assets or market value of the Company;

(X) To consider and approve the transactions specified in Article 3 in the Rules;

(XI) To consider and approve the guarantees specified in Article 4 in the Rules;

(XII) To consider the Company's purchase or disposal of major assets within one year with the amount exceeding 30% of the latest audited total assets of the Company;

(XIII) To consider and approve matters relating to the changes in the use of proceeds;

(XIV) To consider equity incentive plan and employee share ownership scheme;

(XV) To make any resolution regarding the disposition of the Company's core technical secrets or resolution that may have a significant impact on the Company's core technical secrets;

(XVI) The annual general meeting of the Company may authorize the Board to approve the issuance of shares with a total financing amount of not more than RMB300 million and not more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the date of the annual general meeting for the next year.

(XVII) To consider other matters as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which shall be decided by a general meeting.

The general meeting may authorize the Board of Directors to adopt resolutions regarding the issuance of corporate bonds.

Unless otherwise provided by laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the aforementioned functions and powers of the general meeting shall not be conferred to the Board of Directors or any other institution or

individual. Where other functions and powers of the general meeting are delegated to the Board of Directors or any other institution or individual, such delegation shall comply with the authorization principles stipulated by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and shall clearly define the specific content of the authorization.

Article 3 Except for the provision of guarantees and transactions conducted in the ordinary course of business, any transaction of the Company that meets any of the following criteria shall, after being reviewed and approved by the Board of Directors, be submitted to the general meeting for consideration:

(I) The total amount of assets involved in the transaction (if the assets involved have both book value and valuation, whichever is higher) accounts for over 50% of the latest audited total assets of the Company;

(II) The transaction amount accounts for over 50% of the Company's market value;

(III) The net assets of the transaction subject (such as equity) accounted for over 50% of the Company's market value in the latest accounting year;

(IV) The business income of the transaction subject (such as equity) accounts for over 50% of the audited business income of the Company in the latest accounting year, and exceeds RMB50 million;

(V) The profits generated from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and exceed RMB5 million;

(VI) The net profit of transaction subject (such as equity) accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds RMB5 million;

(VII) Other trading circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

For the purpose of the preceding paragraph, the transaction amount refers to the amount payable for the transaction as well as any debts and expenses assumed, and the market value refers to the arithmetic average of the closing market value over the ten trading days preceding the transaction.

Where the transaction arrangement involves consideration that may be paid or received in the future, does not involve a specific amount or is determined according to set conditions, the expected maximum amount is the transaction amount.

For similar transactions related to the transaction subject that occur within a 12-month period, the Company shall apply the aforementioned provisions in accordance with the principle of cumulative calculation. Transactions that have fulfilled the relevant review procedures in accordance with the aforementioned provisions shall no longer be included in the scope of the relevant cumulative calculation.

The general meeting shall exercise its functions and powers within the scope permitted by law and shall not interfere with shareholders' disposition of their own rights.

Article 4 The following acts of external guarantee of the Company shall be submitted to the general meeting for deliberation and approval after being deliberated and approved by the Board of Directors of the Company:

(I) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 50% of the audited net assets in the latest period;

(II) Any guarantee provided after the total amount of the Company's external guarantees exceeds 30% of the audited total assets in the latest period;

(III) The amount of the guarantee provided to others by the Company exceeds 30% of the Company's latest audited total assets within one year;

(IV) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;

(V) The single guarantee for an amount more than 10% of the net assets audited in the latest period;

(VI) The guarantee to be provided to a shareholder, an de facto controller and his/her related party;

(VII) Other guarantee circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which are subject to review and approval by the general meeting.

When the general meeting considers a guarantee proposed for a shareholder, an de facto controller and his/her related party, this shareholder or other shareholders controlled by this de facto controller shall not vote for the proposal, which shall have the affirmative votes by a majority of votes held by other shareholders attending the general meeting. When the shareholders' meeting makes a resolution on the guarantee mentioned in Item (III), it shall be adopted by more than two-thirds of the voting rights held by the shareholders present at the meeting.

Where the Company provides a guarantee for its controlling shareholder(s), actual controller(s) and their related parties, the controlling shareholder(s), de facto controller(s) and their related parties shall provide counter guarantee.

Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide guarantee in an equal proportion according to their interests, without prejudice to the interests of the Company, the provisions of Items (I), (IV) and (V) above may be exempted. The Company shall summarize and disclose the aforesaid guarantees in its annual report and semi-annual report.

Chapter III Convening of General meeting

Article 5 General meeting include annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six months after the end of the previous accounting year.

Article 6 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

(I) The number of Directors is less than six;

(II) The uncovered losses of our Company reach one-third of its total share capital;

(III) The shareholders with 10% or more shares of the Company separately or jointly request;

(IV) The Board of Directors considers it necessary;

(V) The Audit Committee proposes that such a meeting shall be held;

(VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 7 The Board of Directors shall convene the general meeting on time within the period specified in Articles 5 and 6 of these Rules.

Article 8 The Company will appoint lawyers to issue legal opinions and make public announcements on the following issues when convening general meeting:

(I) Whether the convening and convening procedures of the meeting comply with laws, administrative regulations and the Articles of Association;

(II) Whether the qualifications of the participants and conveners are legal and valid;

(III) Whether the voting procedures and voting results of the meeting are legal and valid;

(IV) Legal opinions on other related issues as requested by the Company.

Article 9 After approved by a majority of all independent Directors, the independent. Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. With respect to the proposal of the independent Director requesting the convening of an extraordinary general meeting, the Board of Directors shall give written feedback on whether or not to agree to the convening of an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after making the resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it shall state the reasons and make a public announcement.

Article 10 The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall give written feedback on whether or not to agree

to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after making the resolution of the Board of Directors. Any change to the original proposal in the notice shall be approved by the Audit Committee.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback in writing within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or does not perform the duty of convening the general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 11 Shareholders who individually or collectively hold more than 10% of the shares of the Company shall request the Board of Directors to convene an extraordinary general meeting and shall submit such request to the Board of Directors in writing. The Board of Directors shall provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the request, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the general meeting within 5 days after making the resolution of the Board of Directors. Any change in the original request in the notice shall obtain the consent of the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the shares of the Company shall have the right to propose to the Audit Committee to convene an extraordinary general meeting, and shall submit a request to the Audit Committee in writing.

If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after receiving the request, and the consent of the relevant shareholders shall be obtained for any change in the original request in the notice.

If the Audit Committee fails to issue a notice of the general meeting within the prescribed time, it shall be deemed that the Audit Committee has failed to convene and preside over the general meeting. Shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the general meeting by themselves.

Article 12 If the Audit Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and complete the necessary reports, announcements or filings in accordance with the securities regulatory rules where the shares of the Company are listed.

The Audit Committee or convening shareholders shall complete the necessary report, announcement filing or submission of relevant materials in accordance with the securities regulatory rules and the provisions of the stock exchange of the place where the shares of the Company are listed when issuing the notice of general meeting and the announcement of resolutions of general meeting.

Before the announcement of the resolution of the general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%

Article 13 The Board of Directors and the Secretary to the Board of Directors shall cooperate with the general meeting convened by the Audit Committee or shareholders themselves.

The Board of Directors will provide a register of shareholders as at the date of registration. In the event that the Board of Directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution for obtaining the register of members with the relevant announcements on the convening of the general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening general meetings.

Article 14 The Company shall bear the expenses necessary for general meetings convened by the Audit Committee or shareholders themselves.

Chapter IV Proposals and Notices of General Meetings

Article 15 The content of the proposal shall fall within the scope of power of the general meeting, have clear topics and specific resolutions, and comply with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 16 When the Company convenes a general meeting, the Board of Directors, the Audit Committee and shareholders holding more than 1% of the shares of the Company individually or jointly shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 1% of the shares of the Company may put forward temporary proposals and submit them to the convener in writing 10 days before the general meeting. The convener shall, issue a supplementary notice of the general meeting announcing the contents of the temporary proposal, within 2 days after receiving the proposal and submit the temporary proposals to the general meeting for consideration, except for the temporary proposals that violate the laws, administrative regulations or the provisions of these Articles of Association, or are not fall within the duties of the general meeting. If the general meeting of shareholders is postponed due to the publication of supplementary notice of the general meeting in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the convening of the general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed.

Except as provided above, the convener shall not modify the proposals listed in the notice of general meeting or add new proposals after sending the notice of shareholder' meeting.

Article 17 If the proposal is not specified in the notice of general meeting or does not comply with provisions of the Rules, the general meeting shall not vote and make a resolution.

Article 18 The convener shall notify each shareholder in writing (including announcement) 20 days before the annual general meeting, and the extraordinary general meeting shall notify each shareholder in writing (including announcement) 15 days before the meeting.

The date of the meeting shall not be included in the calculation of the commencement period.

Article 19 The notice of a general meeting includes the following:

(I) The time, place and duration of the meeting;

(II) The matters and proposals to be discussed at the meeting;

(III) In plain language: all shareholders have the right to attend the general meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;

(IV) The shareholding registration date of the shareholders entitled to attend the general meeting. The interval between the shareholding registration date of the general meeting and the date of the meeting shall not be more than 7 working days. Once the shareholding registration date is confirmed, it shall not be changed;

(V) Name and telephone number of the permanent contact person for conference affairs;

(VI) Voting time and voting procedure for networks or other means.

All the specific contents of the proposals, as well as all the information or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed, shall be fully and completely disclosed in the notice and supplementary notice of the general meeting.

The notice of general meeting shall clearly state the time and procedure of voting via the internet or any other manner. The start time of voting by network or other means at the general meeting shall not be earlier than 3:00 p m on the day before the on-site general meeting, nor later than 9:30 a m on the day of the on-site general meeting, and the end time shall not be earlier than 3:00 p m on the day of the on-site general meeting.

Article 20 If the election of Directors is to be discussed at the general meeting, the notice of the general meeting shall fully disclose the detailed information of the candidates for Directors, including at least the following contents:

(I) Education background, work experience, part-time job and other personal information;

(II) Whether there is any relationship with the Company or its Directors, senior management members, controlling shareholders and shareholders holding more than 5% of the shares;

(III) The number of shares held in the Company;

(IV) Whether it has been punished by CSRC and other relevant departments and punished by stock exchanges;

(V) Information of other candidates for Directors required to be disclosed by the securities regulatory rules of the place where the shares of the Company are listed.

Except for the election of Directors by cumulative voting system, each candidate for Director shall submit a single proposal.

Article 21 After the notice of the general meeting has been given, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the general meeting shall not be cancelled. In case of postponement or cancellation, the convener shall send a notice at least 2 working days before the scheduled date and explain the reasons.

Where the securities regulatory rules of the place where the shares of the Company are listed have special provisions on the procedures for postponing or canceling the general meeting, such provisions shall prevail on the premise of not violating the domestic regulatory requirements.

Chapter V Holding of General Meetings

Article 22 The Company shall convene a general meeting at its domicile the place specified in the Articles of Association or at other place as may be specified in the notice of general meeting. After the notice of the general meeting is issued, the venue of the on-site meeting of general meeting shall not be changed without justifiable reasons. If it is really necessary to change the venue, the convener shall make a public announcement at least 2 working days before the date of the on-site meeting and explain the reasons.

A venue shall be available for a general meeting which shall be held as an on-site meeting in accordance with laws, administrative regulations, the requirements of the CSRC and the Articles of Association. For the convenience of shareholders, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in general meetings in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Shareholders may attend the general meeting in person to exercise their voting rights, or appoint proxies to attend and exercise their voting rights within the scope of authorization.

Article 23 The Company's Board of Directors and other conveners shall take necessary measures to ensure the normal order of the general meeting. Measures shall be taken to stop any behavior that interferes with the operation of the meeting, provokes troubles and infringes upon the legitimate rights and interests of shareholders, which shall also be reported to the relevant departments for investigation and punishment in a timely manner.

Chapter VI Attendance, Entrustment and Chairmanship of the General Meeting

Article 24 All ordinary shareholders who are lawfully registered as at the date of shareholding registration in accordance with the securities regulatory rules of the place where the Company's shares are listed, or their proxies, shall be entitled to attend the general meeting and

exercise their voting rights in accordance with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are listed). The Company or the convener shall not reject their participation for any reason (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are listed). When shareholders attend a general meeting, each share held carries one voting right. Shares held by the Company in itself shall have no voting rights.

A shareholder may attend and vote at the general meeting in person or by proxy (who does not need to be a shareholder of the Company).

Article 25 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents that can verify their identity; proxies attending the meeting shall present their valid identity cards and the proxy statements from the shareholder. Except for a Shareholder who is a recognized clearing house as defined in the relevant laws and regulations in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are listed and its proxy.

Article 26 Corporate shareholders shall be represented at the meeting by the legal representative or a proxy authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative; proxies attending the meeting shall present their personal identity cards, the written proxy statement (with the corporate seal) legally issued by the legal representative of the corporate shareholder.

Shareholders of a partnership enterprise shall be represented at the meeting by the managing partner, the delegate appointed by the managing partner, or a proxy entrusted by the managing partner or the delegate appointed by the managing partner. The managing partner or the delegate appointed by the managing partner attending the meeting shall present their personal identity cards, valid documents that can prove its identity as the managing partner or the delegate appointed by the managing partner; proxies authorized to attend the meeting shall present their personal identity cards, the written proxy statement (with the partnership enterprise seal) legally issued by the managing partner of the partnership enterprise or the delegate appointed by the managing partner.

If a shareholder is a Recognised Clearing House (or its proxy(ies)) as defined by the relevant laws and regulations of the place where the Company's shares are listed, such shareholder is entitled to appoint one or more persons or company representatives as it deems fit to act on its behalf at any meeting (including but not limited to the general meeting and the meeting of creditors); where more than one person is authorized, the letter of authorization shall specify the number and class of shares involving each person so authorized. The letter of authorization should be signed by the authorized officer of the Recognised Clearing House Such persons so authorized shall be entitled to attend the meeting (who are not required to provide the proof of shareholding, the notarized power of attorney and/or further evidence of his duly authorization), speak at the meeting and exercise their rights on behalf of the Recognised Clearing House (or its proxy(ies)) as if they were individual shareholders of the Company.

Article 27 The proxy statement to appoint a proxy to attend the general meeting by a shareholder shall contain the following:

(I) The name of the principal, as well as the class and number of shares of the Company held by him/her/it;

(II) The name of the proxy;

(III) Specific instructions from shareholders, including instructions for voting for or against, or abstaining from voting on each resolution as stated in the agenda of the general meeting;

(IV) The date of issuance and expiry of the proxy statement;

(V) The signature (or seal) of the principal. If the principal is a corporate shareholder or a shareholder of a partnership enterprise, the seal of the corporate entity or the partnership enterprise shall be affixed.

Article 28 The proxy statement shall indicate whether the shareholder's proxy may vote at his/her own if the shareholders do not give specific instructions.

Article 29 Where the instrument appointing a proxy is signed by another person authorised by the principal, the power of attorney or other authorisation documents authorised to be signed shall be notarized. The notarised power of attorney or other authorisation documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.

Article 30 The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of the entity), personal identification number, number of shares with voting rights held or represented, name of person being represented (or name of the entity), and other matters of the persons attending the meeting.

Article 31 The convener and the lawyer engaged by the Company shall jointly verify the legality of shareholders' qualifications according to the shareholders' register provided by the securities registration institution of the place where the Company's shares are listed and the securities regulatory rules of that place, and record the shareholders' names (or titles) and the number of shares held by them with voting rights. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held by them with voting rights, the registration of meeting shall be terminated.

Article 32 Where the general meeting requires directors and senior management members to attend, directors and senior management members shall attend the meeting and answer the inquiries of Shareholders. Subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or present at the meeting through the internet, video, telephone or other means with equivalent effect.

Article 33 The general meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is unable to or fails to perform his/her duty, a director elected by more than half of all directors shall preside over the meeting.

If a general meeting is convened by the Audit Committee itself, the convener of the Audit Committee shall preside over the meeting. If the convener of the Audit Committee is unable to or fails to perform his/her duties, a member of the Audit Committee elected by more than half of all members of the Audit Committee shall preside over the meeting.

The general meeting convened by Shareholder(s) itself/themselves shall be presided over by the convener or a representative elected by him/her.

In a general meeting, if the chairman of the meeting contravenes the Rules, making the meeting impossible to proceed, with consent from more than half of the attending Shareholders with voting rights, the general meeting may nominate one person to serve as the chairman and continue with the meeting.

Chapter VII Deliberation and Voting on Proposals

Article 34 The general meeting shall deliberate on and vote on the agenda items in the order set out in the meeting notice.

Article 35 The chairman of the meeting or the person designated by him/her shall provide necessary explanations on each agenda item or distribute necessary documents.

Article 36 When the general meeting deliberates on matters involving connected transactions, Shareholders (including their proxies) who have a connected relationship with such matters may, in accordance with the general meeting procedures, present their views to the attending Shareholders and provide explanations in response to inquiries from other Shareholders.

Article 37 The Board of Directors shall give reports on their work in the past year to the general meeting at the annual general meeting. Besides, each independent director shall also make a report on his/her work. The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.

Article 38 The directors and senior management members shall make reply and explanation to all queries and proposals of the Shareholders at the general meeting.

Article 39 In any of the following circumstances, the chairman can refuse to answer the questions but shall specify reasons to the Shareholder raising the questions:

(I) the queries are not related to the proposals;

(II) the affair under query is to be investigated;

(III) an answer to such queries will divulge business secrets of the Company or obviously jeopardize the common interests of the Company or the Shareholders;

(IV) other important affairs.

Article 40 The chairman of the meeting may adjourn the meeting when deemed necessary.

Article 41 Shareholders (including proxies thereof) have the right to speak at the general meeting and exercise their voting rights based on the number of voting shares they represent. Each share is entitled to one vote, unless individual Shareholders are required to abstain from voting on

individual matters in accordance with the securities regulatory rules of the place where the shares. On a poll taken at a meeting, a Shareholder (including proxies thereof) entitled to two or above votes need not cast all his/her votes for, or against in the same way.

When considering the material matters affecting the interests of minority investors at the general meeting, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be publicly disclosed in a timely manner. Among them, minority investors refer to Shareholders other than the directors and senior management members of the listed company, and Shareholders who hold, individually or collectively, more than 5% of the Company's shares.

The shares of the Company held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by Shareholders attending a general meeting.

Shareholders who purchase the voting shares of the Company in violation of the provisions of Clause 1 and Clause 2 of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after the purchase, and such number shall not be counted in the total number of voting shares represented by Shareholders attending a general meeting.

In accordance with the applicable laws, regulations and the Hong Kong Listing Rules, if any Shareholder is required to abstain from voting on a resolution matter, or any Shareholder is restricted to voting only for or only against it, the number of votes cast by or on behalf of such Shareholder in violation of the relevant provisions or restrictions shall not be included in the total number of voting shares.

The Board of Directors, independent directors, Shareholders holding more than 1% of voting shares or investor protection agencies established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or requirements of the China Securities Regulatory Commission may publicly solicit voting rights from Shareholders. Information including the specific voting intention shall be fully disclosed to the Shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting Shareholders' voting rights is prohibited. The Company shall not impose any minimum Shareholding limit for soliciting voting rights, except for statutory conditions.

Article 42 The chairman of the meeting shall announce the number of Shareholders and proxies attending the meeting and the total number of shares held with voting rights before the vote is taken. The number of Shareholders and proxies attending the meeting in person and the total number of shares held with voting rights are subject to the meeting registration.

Article 43 Where a Shareholder has connected relationship to a matter to be considered at a general meeting, he/she shall recuse himself/herself from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting.

Article 44 The general meeting shall hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or is unable reach a resolution due to force majeure or other such special reason.

Article 45 When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed as a new motion and may not be voted on at the current general meeting.

Article 46 When a general meeting votes on the election of directors, cumulative voting may be adopted in accordance with the provisions of the Articles of Association or the resolution of the general meeting. If the proportion of shares in which a single Shareholder of the Company and persons acting in concert with him/her is interested is 30% or more, or a general meeting elects two or more independent directors, the cumulative voting system shall be implemented. The cumulative voting system referred to in the previous paragraph represents voting rights of each share shall be the same as the number of candidates for directors during the election of directors at the general meeting. Shareholders with voting rights may cast all votes to one candidate.

Article 47 Except for the cumulative voting system, the general meeting shall hold a vote on each motion.

Article 48 The same voting right may only be exercised through one method among on-site, online, or other voting means. In the case of duplicate voting using the same voting right, the result of the first vote cast shall prevail.

Article 49 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: agree, oppose, or abstain. Where the securities registration and clearing institution acts as the nominee holder of stocks under the Stock Connect mechanism between the Mainland and Hong Kong markets, or recognized clearing houses, as

defined in the relevant regulations in force from time to time under the laws of Hong Kong, or their agents which serve as the nominal holders, it shall submit votes according to the instructions of the actual holders.

Ballots that are unmarked, incorrectly filled out, or illegible, as well as uncast ballots, shall be deemed as waivers of voting rights by the voters. The number of shares corresponding to such ballots shall be counted as "abstentions" in the voting results.

Article 50 Before voting on a proposal at the general meeting, two Shareholder representatives shall be elected to participate in the vote counting and scrutiny. Where the matters under review are related to a Shareholder, such Shareholder and their proxy shall not participate in the counting or scrutiny of votes.

When voting on a proposal, the counting and scrutiny of votes shall be jointly conducted by a lawyer and Shareholder representatives, and the voting results shall be announced on the spot. The voting results of resolutions shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies who vote via online or other means shall have the right to verify their own voting results through the corresponding voting system.

Article 51 The ending time of a general meeting shall not be earlier than that of online meeting or other access to the meeting. The chairman of the meeting shall announce the voting outcome and results for each proposal, and whether or not such proposal has been passed according to such voting results.

Prior to the formal announcement of voting results, the Company, vote-counters, scrutineers, shareholders, internet service provider and relevant parties involved in voting at the general meeting, online or by other means, shall be obliged to keep the status of voting confidential.

Chapter VIII Resolutions of the General Meeting and Their Implementation

Article 52 The convener shall guarantee the general meeting continues until the final resolution has been adopted. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the local office of the CSRC where the Company is located and the securities regulatory authority where the Company's shares are listed.

Article 53 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions.

Ordinary resolutions of the general meeting shall be adopted by more than half of the voting rights held by the Shareholders present at the general meeting.

Special resolutions of the general meeting shall be adopted by more than two-thirds of the voting rights held by the Shareholders present at the general meeting.

Article 54 The following matters shall be adopted by way of ordinary resolution of the general meeting:

(I) the work reports of the Board of Directors;

(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;

(III) appointment and removal of members of the Board of Directors, their remuneration and method of payment of their remuneration;

(IV) other matters other than those required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association to be adopted by special resolution.

Article 55 The following matters shall be resolved by way of special resolution of the general meeting:

(I) increase or reduction of registered capital of the Company;

(II) the division, merger, dissolution and liquidation of the Company;

(III) to amend the Articles of Association;

(IV) the purchase or disposal of major assets or guarantees provide to others within one year with an amount exceeding 30% of the latest audited total assets of the Company;

(V) the share incentive scheme;

(VI) other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and approved by an ordinary resolution at a general meeting that are deemed to have a material impact on the Company and should be approved by a special resolution.

Article 56 The Company shall not conclude any contract with any person other than a director or senior management members whereby such person is put in charge of the management of all or important business of the Company without the approval by special resolutions at the general meeting.

Article 57 The vote for each deliberated matter shall be announced on-site by a representative of the vote-counters. The chairman of the meeting shall determine whether a general meeting resolution has been passed based on the voting results and shall announce such results at the meeting. The voting results of the resolutions shall be recorded in the meeting minutes.

Article 58 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any Shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.

Article 59 An announcement on the resolutions of a general meeting shall be made promptly. The announcement shall specify the number of Shareholders and proxies attending the meeting, the total number of voting shares they hold, the proportion of such shares to the total voting shares of the Company, the voting method, the voting results of each proposal, and the full text of the resolutions adopted.

Article 60 If a proposal is not adopted, or if the current general meeting modifies the resolutions of a previous general meeting, such matters shall be specifically highlighted in the resolution.

Article 61 If the proposal on election of director is passed at the general meeting, the new director shall assume office in accordance with the Articles of Association.

Article 62 When a general meeting has passed resolutions on the distribution of cash dividends, bonus shares or increase in share capital by conversion of capital reserves, the Company shall implement the specific proposal within 2 months after conclusion of the general meeting. If the specific proposal cannot be implemented within 2 months due to the requirements

of laws, regulations and the securities regulatory rules of the place where the Company is listed, the implementation date may be adjusted accordingly in compliance with the relevant regulations and as appropriate.

Article 63 A resolution of the Company's general meeting which is in violation of the laws or administrative regulations shall be null and void.

The controlling shareholder or de facto controllers of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not prejudice the legitimate rights and interests of the Company and the minority investors.

If the convening procedure or voting method of a general meeting contravenes the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares is listed or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the Shareholders may request the People's Court to revoke the resolution within 60 days after the date of such resolution. However, this does not apply if such procedures for convening the general meeting, or the voting thereat, have only minor flaws that have no substantial impact on the resolution.

If the Board of Directors, Shareholders, and other relevant parties have disputes regarding the legality of the convener's qualifications, convening procedures, content of proposals, or the validity of resolutions passed at the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors, and senior management members shall earnestly perform their duties, promptly implement resolutions of the general meeting, and ensure the normal operation of the Company.

Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfill its obligations to disclose the information in accordance with provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares is listed, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfill its obligations to disclose the information accordingly.

Chapter IX Meeting Minutes and the Attestation and Notarization Thereof

Article 64 The general meeting minutes shall be responsibility of the secretary to the Board of Directors, which shall include the following contents:

(I) date, venue and agenda of the meeting as well as the name and title of the convenor;

(II) names of chairman of the meeting and the directors, senior management members who attending the meeting;

(III) number of Shareholders and proxies who attended the meeting, the total number of voting shares held by them and their proportion to the Company's total number of shares;

(IV) consideration procedures, the main points of the discussion and the voting results on each of the resolutions considered;

(V) Shareholders' queries or suggestions and the corresponding replies and explanations;

(VI) name(s) of the solicitor(s), the person-in-charge of vote-taking and the scrutineer(s);

(VII) other content required to be included in the minutes pursuant to the Articles of Association.

Minutes of a general meeting shall be signed by the directors present or observe at the meeting, secretary to the Board of Directors, convenor or his/her representative, the chairman of the meeting and ensure that the contents of the meeting minutes are true, accurate, and complete. The meeting minutes shall be kept together with the sign-in register of Shareholders attending the on-site meeting, the powers of attorney for proxies, and valid materials relating to voting via online or other means, and shall be retained for no less than 10 years.

Chapter X Supplementary Articles

Article 65 Unless otherwise provided by relevant national laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, "independent directors" referred in the Rules shall have the same meaning as the "independent non-executive director" defined in the Hong Kong Listing Rules.

Article 66 For the purpose of the Rules, the terms "announcement" or "notice" refer to the publication of company announcements and other disclosure contents on media such as the websites designated by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed. Any supplementary notice of a general meeting under the Rules shall be published in the same designated newspaper where the meeting notice was announced.

Article 67 For the purpose of the Rules, the terms "above", "within", and "below" shall be inclusive, whereas "exceeding", "less than", "beyond", and "more than" shall be exclusive. The term "independent director" in the Rules shall have the same meaning as "independent non-executive director" under the Hong Kong Listing Rules.

Article 68 Matters not covered herein shall be dealt with in accordance with the provisions of the relevant state laws, administrative regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall apply. If the Rules conflict with any laws, administrative regulations, normative documents, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association promulgated thereafter, the Rules shall be promptly amended.

Article 69 The Rules shall be prepared, interpreted and amended by the Board of Directors of the Company.

Article 70 The Rules shall come into effect from the date of approval at the general meeting of the Company. From the effective date of the Rules, the original Rules of Procedure for the General Meeting of the Company shall automatically cease to be valid.

SICC Co., Ltd.

Rules of Procedure of the Board of Directors

Chapter I General Provisions

Article 1 For the purpose of regulating the decision-making processes and operational procedures of the Board of Directors of SICC Co., Ltd. (the "**Company**"), ensuring the democratization and scientification of the Company's decision-making, establishing a corporate governance mechanism adapted to the principles and requirements of the modern market economy, and improving the Company's corporate governance structure, the Rules are formulated 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and the regulatory rules of the securities regulatory authorities and stock exchanges in the place where the Company's shares are listed (collectively the "**securities regulatory rules of the place where the Company's shares are listed**") and other relevant laws and regulations, as well as the provisions of the Articles of Association of SICC Co., Ltd. (the "**Articles of Association**").

The terms referenced in the Rules and any matters not expressly stipulated herein shall be governed by the Articles of Association. No other internal regulations of the Company shall be invoked for interpretation or citation.

Article 2 The Company shall establish a Board of Directors in accordance with the law. The Board of Directors shall exercise its functions and powers in compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the Rules, and shall be accountable to the general meeting.

Chapter II Composition and Functions and Powers of the Board of Directors

Article 3 The Company shall establish a Board of Directors which shall consist of nine Directors, including three Independent Directors. The Board of Directors shall have a chairman with no vice chairman. The chairman shall be elected by the Board of Directors by a simple majority vote of all directors. The total number of Directors serving concurrently as senior management personnel of the Company shall not exceed one-half of the total number of Directors on the board.

Article 4 The Board of Directors shall exercise the following functions and powers:

(I) To convene the general meeting to present their work reports at such meetings;

(II) To execute resolutions of the general meeting;

(III) To decide on the business and investment plans of the Company;

(IV) To prepare the profit distribution plan and loss makeup plan of the Company;

(V) To prepare plans for the increase or reduction of the registered capital of the Company, the issuance of bonds or other securities and the listing;

(VI) To formulate plans for material acquisitions, purchase of shares of the Company, or merger, division, dissolution and change of corporate form of the Company;

(VII) To decide on external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted financial management, related transactions and external donations within the scope of the Articles of Association and the authorization granted by the general meeting;

(VIII) To resolve on the establishment of internal management organizations of the Company;

(IX) To appoint or dismiss the Company's general manager; to appoint or dismiss the secretary to the Board of Directors as nominated by the chairman of the Board; to appoint or dismiss the Company's deputy general manager, chief financial officer (the financial controller), chief technology officer and other senior management members (except the secretary to the Board of Directors) as nominated by the general manager; and determine their remunerations and rewards and penalties;

(X) To set up the basic management system of the Company;

(XI) To formulate the proposals for any amendment to the Articles of Association;

(XII) To manage the disclosure of information by the Company;

(XIII) To propose to the general meeting the appointment or change of the accounting firm acting as the auditors of the Company;

(XIV) To listen to the work report of the general manager of the Company and examine the general manager's work;

(XV) Subject to compliance with securities regulatory rules of the place where the Company's shares are listed, to decide on the acquisition of the shares of the Company (due to circumstances provided in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association);

(XVI) Other functions and powers authorized by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's Shares are listed and the Articles of Association.

Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for decision.

Article 5 Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, any transaction entered into by the Company (excluding the provision of guarantees and provisions of financial assistance) that meets any of the following criteria shall be submitted to the Board of Directors for consideration:

(I) The total amount of assets involved in the transaction (if the assets involved have both book value and valuation, whichever is higher) accounts for over 10% of the latest audited total assets of the Company;

(II) The business income of the transaction subject (such as equity) accounts for over 10% of the audited business income of the Company in the latest accounting year, and exceeds RMB10 million;

(III) The net profit of transaction subject (such as equity) accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and exceeds RMB1 million;

(IV) The net assets of the transaction subject (such as equity) accounted for over 10% of the Company's market value in the latest accounting year;

(V) The transaction amount accounts for over 10% of the Company's market value;

(VI) The profits generated from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and exceed RMB1 million.

Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, if the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

Transactions as mentioned in this Article include purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (except for the purchase of low-risk wealth management products of banks); transfer or acquisition of research and development projects; signing license agreements; lease-in or lease-out of assets; appointing or being appointed by others to manage assets and businesses; giving or being given assets as gifts; restructuring of claims or debts; waiving rights (including waiving pre-emptive rights, pre-emptive subscription rights, etc.); and other transactions approved by the stock exchange.

Except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, when the relevant criteria for the transaction matters are not met, the decision shall be made by the general manager.

Subject to the securities regulatory rules of the place where the Company's shares are listed and except for the external guarantees stipulated in Article 49 of the Articles of Association which shall be submitted to the general meeting for deliberation, all other external guarantees of the Company shall be approved by the Board of Directors. The external guarantees within the scope of authority of the Board of Directors shall also be approved by more than two-thirds of the Directors present at the meeting of the Board of Directors, besides be approved by more than half of all Directors.

A connected transaction between the Company and a connected natural person with the transaction amount exceeding RMB0.3 million (except for guarantees provided by the Company) and between the Company and a connected legal person with the transaction amount exceeding RMB3 million and accounting for over 0.1% of the Company's latest audited total assets or market value (except for guarantees provided by the Company) shall first be approved by more than half of all independent Directors of Company and then submitted to the Board of Directors for approval. Where the connected transaction meets the standards for deliberation by the general meeting, it shall be submitted to the general meeting for approval after being considered by the Board of Directors. Where the relevant indicators of the connected transaction do not meet the above-mentioned standards, the decision shall be made by the general manager.

If the general manager has a connected relationship with the connected transaction matter, such connected transaction shall be submitted to the Board of Directors for review and approval.

When the Board of Directors considers above transactions, related transactions, external guarantees and borrowings, it should establish strict review and decision-making procedures; Major investment projects exceeding the above authority shall be reviewed by relevant experts and professionals and submitted to the general meeting for approval.

Article 6 The following matters shall be submitted to the Board of Directors for deliberation only after obtaining the approval of more than half of all independent non-executive Directors of the Company:

(I) Connected transactions requiring disclosure;

(II) Plans for the amendment or waiver of undertakings made by the Company or related parties;

(III) Decisions and measures taken by the Board of Directors of Company in respect of the acquisition of the Company;

(IV) Other matters stipulated by the laws, administrative regulations, securities regulatory rules of the place where the Company's Shares are listed and the Articles of Association.

Article 7 The Board of Directors of the Company shall explain the non-standard auditing opinions on the financial reports of the Company issued by a certified public accountant to the general meeting.

Article 8 The chairman of the Board shall perform the following functions and powers:

(I) To preside over general meetings, convene and preside over the meetings of the Board of Directors, and determine the agenda of the meetings of the Board of Directors;

(II) To supervise and inspect the implementation of resolutions of the Board of Directors;

(III) To sign important documents of the Board of Directors and other documents that shall be signed by the chairman of the Board;

(IV) To receive reports from the general manager on the implementation of resolutions of the Board of Directors;

(V) Other authorities stipulated by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and those authorized by the Board of Directors.

Where the chairman of the Board of the Company is incapable of performing or is not performing his/her duties, a Director nominated by more than half of the Directors shall perform such duties.

Article 9 The Board of Directors shall establish an Audit Committee to exercise the powers and functions of the Supervisory Committee as stipulated in the Company Law. The Audit Committee shall consist of three members, all of whom shall be non-executive directors, with independent directors constituting the majority. At least one independent director shall possess the appropriate professional qualifications required by the securities regulatory rules of the place where the Company's shares are listed or have appropriate accounting or related financial management expertise. Members of the Audit Committee shall, in principle, be independent of the Company's daily operational management and shall possess the professional knowledge and business experience necessary to perform the duties of the Audit Committee. The Audit Committee shall have a chairperson (convener), who shall be an independent director with accounting expertise, responsible for presiding over the committee's work.

Article 10 The Board of Directors of the Company shall establish the Strategy and Sustainable Development Committee, Nomination Committee, and Remuneration and Appraisal Committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The working procedures of the special committees shall be formulated by the Board of Directors. Independent directors shall constitute the majority of the Nomination Committee and the Remuneration and Appraisal Committee, and the convener shall be an independent director.

Each special committee may establish working groups responsible for daily liaison and meeting organization.

The detailed rules for the responsibilities, deliberation procedures, and other operational matters of the above committees shall be separately formulated by the Board of Directors.

Article 11 The Board of Directors shall have a secretary to the Board of Directors, who is the senior management members of the Company and is responsible to the Board of Directors.

Article 12 The secretary to the Board of Directors shall possess the necessary professional knowledge and experience and shall be appointed by the Board of Directors.

Article 13 The secretary to the Board of Directors shall be responsible for the preparation of general meetings and meeting of the Board of Directors, document custody, the management of shareholders' information of the Company, and handling information disclosure matters.

The secretary to the Board of Directors shall comply with laws, administrative regulations, departmental rules, and the relevant provisions of the Articles of Association.

Article 14 A director or other senior management members of the Company may concurrently serve as the secretary to the Board of Directors of the Company. Certified public accountants from the Company's engaged accounting firm and lawyers from its engaged law firm shall not concurrently serve as the secretary to the Board of Directors of the Company.

Article 15 The secretary to the Board of Directors shall be nominated or proposed for dismissal by the Chairman of the Board of Directors and appointed or dismissed by the Board of Directors. If a director concurrently serves as the secretary to the Board of Directors and an act requires separate actions by the director and the secretary to the Board of Directors, the person holding both positions shall not act in a dual capacity.

Chapter III Proposals for Meeting of the Board of Directors

Article 16 Directors, the Audit Committee, and the general manager have the right to propose proposals to the Board of Directors of the Company, provided the proposals meet the following conditions:

(I) The content does not conflict with the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, regulatory documents and the Articles of Association, and falls within the scope of responsibilities of the Board of Directors;

(II) There are clear topics and specific resolutions.

Chapter IV Convening and Holding of Meeting of the Board of Directors

Article 17 The Board of Directors shall convene at least four regular meetings annually, convened by the Chairman, and notified in writing to all directors 14 days prior to the meeting.

Article 18 When the chairman of the Board of Directors deems it necessary, the shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors or the Audit Committee may propose to convene an extraordinary meeting of the Board of Directors. The Chairman of the Board of Directors shall convene and preside over the meeting of the Board of Directors within 10 days after receiving the proposal.

Article 19 The notice of convening an extraordinary meeting of the Board of Directors by the Board of Directors shall be written notice, including by hand or by pre-paid postal letter, fax, e-mail, etc.; The notice time limit is 5 days before the meeting is convened. If the circumstances are urgent and it is necessary to convene an extraordinary meeting of the Board of Directors as soon as possible, the notice of the meeting may be sent by telephone or other oral means at any time, but the convener shall make an explanation at the meeting. With the unanimous written consent of all directors, the extraordinary Board of Directors may be waived from the obligation to give advance notice.

Article 20 Meeting of the Board of Directors notices shall include:

(I) The date and venue of the meeting;

(II) The duration of the meeting;

(III) The reason and the agenda items;

(IV) The date on which the notice is sent.

An oral notice of the meeting shall include at least the contents specified in items (I), (II), and (III) above, as well as an explanation of the emergency requiring the convening of the extraordinary meeting of the Board of Directors as soon as possible.

Article 21 Each director shall attend meeting of the Board of Directors in person. If a director is unable to attend the meeting due to a reason, he/she may entrust another director in writing to attend the meeting on his behalf. The power of attorney shall specify the name of the proxy, the matters to be represented, the scope of authorization, and the term of validity, and shall be signed or sealed by the principal.

Directors attending meetings on their behalf shall exercise their rights as directors within the scope of their authority. If a Director fails to attend the meeting of the Board of Directors or appoint a proxy to attend, he/she shall be deemed to have given up his right to vote at the meeting.

The following principles shall be observed for entrusting and accepting the entrustment to attend the meeting of the Board of Directors:

(I) When considering related transactions, non-related directors shall not appoint non-related directors to attend on their behalf; related directors are not allowed to accept entrustment from non-related directors;

(II) Independent directors shall not entrust non-independent directors to attend on their behalf; nor shall non-independent directors accept entrustment from independent directors;

(III) A director shall not entrust another director to attend the meeting on his behalf with full authority without stating his personal opinion and voting intention on the proposal; nor shall the relevant director accept such full authority entrustment and entrustment with unclear authorization;

(IV) A director shall not accept entrustment from more than two directors; nor shall a director entrust a director who has already accepted entrustment from two other directors to attend on his behalf.

Article 22 The meeting of the Board of Directors may be held only if more than half of the directors are present. Except as otherwise provided by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, a resolution of the Board of Directors shall be adopted only with the approval of more than half of all directors. For matters involving guarantees within the scope of the Board of Director's authority, in addition to the approval of more than half of all directors, the resolution shall also be approved by more than two-thirds of the directors present at the meeting of the Board of Directors.

Article 23 The chairperson of the meeting of the Board of Directors shall request the directors present at the meeting to express clear opinions on each proposal.

Article 24 If a director obstructs the normal progress of the meeting or interferes with other directors' speeches, the chairperson of the meeting shall stop such behavior in a timely manner.

Article 25 The general manager and secretary to the Board of Directors attend the meetings of the Board of Directors; the deputy general manager, chief financial officer (person in charge of financial affairs), and chief technical officer may attend meeting of the Board of Directors with the consent of the meeting convener according to the needs of the meeting resolutions.

Chapter V Voting in Meeting of the Board of Directors

Article 26 One person, one vote shall be adopted for voting at the meeting of the Board of Directors. Unless in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, the Board of Directors should obtain the consent of more directors for making resolutions, the Board of Directors must make resolutions with the approval of more than half of all directors.

If a proposal is not adopted, the Board of Directors shall not deliberate on a proposal with the same content within one month, unless significant changes have occurred in the relevant conditions and factors.

Article 27 Voting of the Board of Directors shall be by registered ballot or by hand-held voting. On the premise of ensuring that directors can fully express their opinions, extraordinary meetings of the Board of Directors may be held and resolutions are made by video, fax, telephone or communication equipment through which all directors can communicate, and shall be signed by the participating directors.

A director may make a reasonable request to seek independent professional opinions when necessary for decision-making, and the expenses thereof shall be borne by the Company.

Unless unanimously agreed by all directors present at the meeting, the meeting of the Board of Directors shall not vote on any proposal not included in the meeting notice. A director who accepts entrustment from another director to attend the meeting of the Board of Directors shall not vote on behalf of other directors on any proposal not included in the meeting notice.

If there is a conflict between the contents and implications of different resolutions, the resolution formed later in time shall prevail.

Article 28 Except in cases where an in-person, video, or telephone meeting cannot be held due to special reasons such as emergency or force majeure, all meeting of the Board of Directors shall be held in the form of in-person, video, or telephone meetings.

If an in-person, video, or telephone meeting cannot be held due to special reasons such as emergency or force majeure, an extraordinary meeting of the Board of Directors may, on the premise of ensuring that directors can fully express their opinions, adopt a communication method (such as delivery by hand or fax) to make resolutions, and such resolutions shall be signed by the

participating directors for voting. If the number of directors who vote in favor of the proposal reaches the statutory quorum within the deadline specified in the notice, the proposal shall become a resolution of the Board of Directors.

If a major shareholder or a director has a material conflict of interest in a matter to be deliberated by the Board of Directors (as determined by the Board), such matter shall be handled by holding the meeting of the Board of Directors (rather than adopting a written resolution). Independent directors who have no material interest in the transaction (either themselves or their close associates) shall attend the relevant meeting of the Board of Directors.

Article 29 A director's voting intention shall be "for", "against", and "abstain". Each director present at the meeting shall choose one of the above intentions; failure to make a choice or choosing more than two intentions shall be deemed as abstain.

Article 30 For meetings held in person, the chairperson of the meeting shall announce the voting results on the spot; for meeting of the Board of Directors held by means of video, fax, telephone voting, or other communication equipment that enables all directors to communicate with each other, the secretary to the Board of Directors shall notify the directors of the voting results by the next working day after the expiration of the specified voting period.

Article 31 A director shall abstain from voting on a proposal under any of the following circumstances:

(I) Other circumstances specified in the Articles of Association where a director is required to abstain due to his connection with the matter involved in the meeting proposal;

(II) Circumstances where the director himself deems it necessary to abstain;

(III) Other circumstances where a director is required to abstain under laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed.

In the event that the directors abstain from voting, the relevant meeting of the Board of Directors can only be held when more than half of the non-related directors attend, and the resolution must be approved by more than half of the non-related directors. If the number of non-related directors present at the meeting is less than three, the relevant proposal shall not be voted, and the matter shall be submitted to the general meetings for consideration. If laws and regulations and the securities regulatory rules of the place where the Company's shares are listed impose any additional restrictions on directors' participation in meeting of the Board of Directors and voting, such provisions shall prevail.

Article 32 When the meeting of the Board of Directors needs to make a resolution on the Company's profit distribution, it may first notify the certified public accountants of the proposed distribution plan to be submitted to the Board of Directors for deliberation, and request them to issue a draft audit report (with all other financial data except those related to distribution confirmed) accordingly. After the Board of Directors makes a resolution on the distribution, it shall request the certified public accountants to issue a formal audit report, and then the Board of Directors shall make resolutions on other relevant matters of the periodic report based on the formal audit report issued by the certified public accountants.

Article 33 If more than half of the directors present at the meeting or more than two independent directors consider that a proposal is unclear, not specific, or that they are unable to make a judgment on the relevant matter due to insufficient meeting materials or other reasons, they may request the convener of the meeting to postpone the voting on the proposal.

The directors who propose to postpone the voting shall clearly specify the conditions that need to be met for the proposal to be submitted for deliberation again.

Article 34 The management shall be responsible for providing sufficient and timely information to the Board of Directors and its specialized committees, so that the directors can make decisions on the basis of mastering the relevant information. The data provided by the management must be complete and reliable. To properly perform their duties as directors, directors shall not rely solely on the data proactively provided by the management, but shall also conduct further inquiries on their own as appropriate. If directors need the management to provide other additional information (beyond that proactively provided by the management), they shall conduct further inquiries as needed. Therefore, the Board of Directors and each director shall have independent access to the Company's senior management members.

Article 35 All directors shall have the right to access documents of the Board of Directors and relevant data. Such documents and relevant data shall be in a form and of a quality sufficient to enable the Board of Directors to make informed and well-founded decisions on the matters submitted to the Board of Directors for discussion. The Company shall respond to the questions raised by the directors as promptly and comprehensively as possible.

Article 36 Directors shall sign the resolutions of the Board of Directors and bear responsibility for them. If a resolution of the Board of Directors violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or resolutions of the general meetings, resulting in losses to the Company, the directors who participated in the voting on such resolution shall be liable for

compensation to the Company. However, a director may be exempted from such liability if he/she can prove that he/she expressed his objection during the voting and such objection was recorded in the meeting minutes.

Chapter VI Minutes of Meeting of the Board of Directors

Article 37 The secretary to the Board of Directors shall arrange for staff to take minutes of the meeting of the Board of Directors. The minutes of the meeting of the Board of Directors shall include the following:

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

(II) The names of the directors present and the names of the directors (agents) who attended the meeting of the Board of Directors on behalf of others;

(III) The meeting agenda;

(IV) The main points of the directors' speeches;

(V) The voting method and result of each resolution item (the voting result shall specify the number of votes in favor, against, or abstained);

(VI) Other matters that the directors present at the meeting deem necessary to be recorded.

Article 38 The directors present at the meeting, the secretary to the Board of Directors, and the person taking the minutes shall sign the meeting minutes. Directors present at the meeting shall have the right to request that an explanatory record of their speeches at the meeting be made in the minutes.

If a director has a different opinion on the meeting minutes or resolution records, he/she may make a written statement when signing. If necessary, he/she shall report to the regulatory authorities in a timely manner or issue a public statement.

If a director neither signs to confirm the minutes in accordance with the provisions of the preceding paragraph nor makes a written statement on his different opinions, he/she shall be deemed to have fully agreed to the contents of the meeting minutes and resolution records.

Article 39 Minutes shall be prepared for each meeting of the Board of Directors, and the directors present at the meeting shall sign the minutes. The minutes shall record in detail the matters deliberated and the resolutions made, including the doubts or objections raised by the directors. The draft minutes and the final finalized minutes shall be sent to all members of the Committee within a reasonable time after the meeting. The draft minutes shall be for directors to express their opinions, and the final finalized minutes shall be for record-keeping purposes. A director of the Company may inspect the meeting minutes at a reasonable time upon giving reasonable notice.

Article 40 The archives of meeting of the Board of Directors, including meeting notices and materials, meeting attendance sheets, powers of attorney for directors to attend meetings on behalf of others, meeting audio recordings, voting ballots, meeting minutes confirmed by the signatures of the directors present, meeting summaries, and resolution records, shall be kept by the secretary to the Board of Directors for a period of not less than 10 years.

Chapter VII Implementation of Resolutions of the Board of Directors

Article 41 The general manager of the Company shall be responsible to the Board of Directors, organize the implementation of the resolutions of the Board of Directors, and report to the Board of Directors on the implementation progress and any problems arising during the implementation.

Article 42 During the implementation of the resolutions of the Board of Directors, the Chairman (or the relevant departments and personnel entrusted by him) may follow up and inspect the implementation progress of the resolutions. If any act in violation of the resolutions is found during the inspection, he/she may request and urge the general manager to correct such act.

Chapter VIII Supplementary Provisions

Article 43 Unless otherwise explicitly specified in the relevant national laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, the term "independent director" referred to in these rules has the same meaning as the "independent non-executive director" referred to in the Hong Kong Listing Rules.

Article 44 For the purposes of these Rules, the terms "above", "within", and "below" shall include the number itself; the terms "over", "below", "outside", and "more than" shall not include the number itself.

Article 45 For matters not covered in these Rules, the provisions of relevant national laws, administrative regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall apply. If these Rules conflict with any laws, administrative regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association promulgated by the state in the future, these Rules shall be revised in a timely manner.

Article 46 These Rules shall be formulated, interpreted, and revised by the Board of Directors of the Company.

Article 47 These Rules shall come into effect on the date when they are reviewed and approved by the Company's general meetings. After these rules come into effect, the Company's original "Rules of Procedure of the Board of Directors" will automatically become invalid.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

SICC CO., LTD.
山東天岳先進科技股份有限公司

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

(Stock Code: 2631)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of SICC CO., LTD. (the "**Company**") will be convened and held at 14:30 on 30 October 2025 at the Conference Room of SICC Company, No. 99, South Tianyue Road, Huaiyin District, Jinan City, Shandong Province for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company.

SPECIAL RESOLUTION

1. To consider and approve the resolution on the change of registered capital, cancellation of the Supervisory Committee and amendments to the Articles of Association and its appendices.

ORDINARY RESOLUTION

2. To consider and approve the resolution on the proposed amendments to the Governance Policies.

By order of the Board
SICC CO., LTD.
Mr. Zong Yanmin
Chairman of the Board,
Executive Director and General Manager

Hong Kong, 15 October 2025

Notes:

1. Pursuant to the Articles of Association of the Company, any shareholder (the "**Shareholder**") of the Company who is entitled to attend and vote at an extraordinary general meeting may appoint one or more proxies to attend and vote on his/her behalf at the extraordinary general meeting. A proxy need not be a shareholder of the Company.

2. The proxy form and a notarized copy of the power of attorney or other authorization document (if the proxy form is signed on behalf of the appointer by another person pursuant to a power of attorney or other authorization) must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, in the case of H shareholders, at Shop 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the extraordinary general meeting or the designated voting time (as the case may be) in order to be valid.

3. Shareholders or their proxies shall produce their identity documents when attending the EGM.

4. In order to determine the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 29 October 2025 to Thursday, 30 October 2025 (both days inclusive), during which period no share transfer will be registered.

5. Shareholders whose names appear on the register of members of the Company on Thursday, 30 October 2025 are entitled to attend and vote at the EGM.

6. In order to attend and vote at the EGM, holders of H shares of the Company whose transfers have not been registered shall deposit the transfer forms together with the relevant share certificates, at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 16:30 on Tuesday, 28 October 2025.

7. The EGM is not expected to take more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

8. Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 15 October 2025.

As at the date of this notice, the Board comprises: (i) Mr. Zong Yanmin, Mr. Gao Chao and Mr. Wang Junguo as executive Directors; (ii) Mr. Qiu Yufeng, Ms. Li Wanyue and Mr. Fang Wei as non-executive Directors; and (iii) Mr. Li Honghui, Ms. Liu Hua and Mr. Lai Kwok Hung Alex as independent non-executive Directors.